

CATVISION LIMITED

CIN: L92111DL1985PLC021374

Regd. Office: H-17/202, Second Floor, Main Vikas Marg, Laxmi Nagar, Delhi - 110092

Corporate Office: E-14 & 15, Sector – 8, Noida – 201301, U.P., India

Tel.:+91(120) 4936750, Fax: +91(120) 4936776, Website: www.catvisionindia.com

Email: catvision@catvisionindia.com

NOTICE

NOTICE IS HEREBY GIVEN THAT the 30th Annual General Meeting of the members of Catvision Limited will be held on Wednesday, 30th September, 2015 at 12.30 p.m., at Riverside Sports & Recreation Club, Club Avenue, Mayur Vihar, Phase I, New Delhi-110091 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2015, and the Statement of Profit and Loss for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Syed Athar Abbas (DIN 00770259), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To ratify the appointment of auditors of the company, and to fix their remuneration and to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT**, pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, pursuant to the recommendations of the audit committee of the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on September 30, 2014, the appointment of M/s. GAUR & ASSOCIATES, Chartered Accountants (Registration Number 005354C) as the auditors of the Company to hold office till the conclusion of the AGM to be held in the calendar year 2017 be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2016 as may be determined by the audit committee in consultation with the auditors, and that such remuneration may be paid on a progressive billing basis as may be agreed upon between the auditors and the Board of Directors.”

SPECIAL BUSINESS:

4. To regularize appointment of Mrs. Hina Abbas as Director of the Company

To consider and, if thought fit, to pass, with or without modification (s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** Mrs. Hina Abbas, who was appointed as an Additional Director with effect from 12th February, 2015 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and Article 89 of Article of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under

Section 160 of the Companies Act, 2013 along with requisite deposit, proposing her candidature for the office of a Director, be and is hereby appointed as a Director of the Company at a remuneration of Rs. 125,000 (Rupees One Lakh Twenty Five Thousand Only) per month for a term of three years and her term of office will be liable to retire by rotation.

FURTHER RESOLVED THAT for the purpose of giving effect to this Resolution, the Managing Director and/or Company Secretary and/or Chief Financial Officer of the Company be and is hereby authorized, jointly or severally to do such act(s), deed(s), matter(s) and thing(s) as they may be consider necessary, proper, expedient, desirable or deem fit and appropriate and take all necessary and desirable steps for the aforesaid purpose and matters incidental thereto.”

5. To renew the approval for acceptance of unsecured fixed deposits from members under Section 73 of the Companies Act, 2013

To consider and, if thought fit, to pass with or without modification (s), the following resolution as **Ordinary Resolution**:

“**RESOLVED THAT** in supersession of resolution adopted on 07th March, 2015 through Postal Ballot, pursuant to the provisions of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 and other applicable provisions, if any, and subject to such conditions, approvals, permissions, as may be necessary, consent of the members be and is hereby accorded to the Company inviting/ accepting/renewing unsecured fixed deposits from its members.

FURTHER RESOLVED THAT Mr. S.A. Abbas, Managing Director, be and is hereby authorized to issue the circular, which has been approved by the Board of Directors of the Company at their meeting held on 08th August, 2015, and which delineates the salient features of the Fixed Deposit Scheme of the Company and other relevant particulars as prescribed by the Act and the Rules.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Managing Director and/or Company Secretary and/or Chief Financial Officer of the Company be and is hereby authorized to do such acts, deeds, matters and things as they may in their absolute discretion consider necessary, proper, expedient, desirable or appropriate and take all necessary and desirable steps for the aforesaid purpose and matters incidental thereto.”

6. To keep all statutory registers and accounts at a place other

than the registered office of the company:

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 Special Resolution passed earlier by the Company and pursuant to the provisions of Section 94 and all other applicable provisions, if any, of the Companies Act, 2013, the Company hereby approves that the register of members and index of members - separately for each class of equity and preference shares, register and index of debenture holders, register and index of any other Security holders, Register of Renewed and Duplicate Shares / Debentures / Securities Certificates, Register of Sweat Equity Shares, Register of ESOP, and copies of all annual returns prepared, together with the copies of certificates and documents required to be annexed thereto under Sections 92 of the Act, and other related books be kept at the corporate office of the Company situated at E-14 & 15, Sector-8, Noida-201301, U.P.

RESOLVED FURTHER THAT the Registers, Indexes, Returns, documents etc. as aforesaid be kept open for inspection between the hours of 2.00 p.m. and 4.00 p.m. on any working day of the Company except when the Registers and Books are closed.”

By Order of the Board
For **Catvision Limited**

Place : Noida, U.P.
Date : 08th August, 2015

S.A. Abbas
Managing Director
DIN 00770259

Registered Office
H-17/202, 2nd Floor, Main Vikas Marg,
Laxmi Nagar, Delhi-110092

NOTES:

1. **A Member entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and the proxy need not be a member of the Company. The proxy form should be lodged with the Company at its Registered Office at least 48 hours before the commencement of Annual General Meeting.**
2. Corporate Members are requested to send to the Registered Office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Annual General Meeting.
3. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at this AGM is annexed.
4. The Register of the Members and share transfer books of the Company shall remain closed from 26th September, 2015 to 30th September, 2015 (both days inclusive).
5. Member/proxy holder must bring attendance slip to the meeting and hand it over at the entrance duly signed.
6. Members desiring to get physical copy of Annual Report are requested to write to the Company, to enable the management to give the copy of the same at the time of the meeting.
7. Members holding shares in identical order of names in more than one folio are requested to write to the company to enable consolidation of their holdings in one folio.
8. Members who are holding shares in demat mode are requested to notify any change in their residential address, Bank Account details and or email address immediately to their respective Depository Participants.
9. Members who are holding shares in physical form are requested to immediately intimate any change in their residential address to the Registrar & Transfer Agent of the Company M/s RCMC Share Registry Pvt. Ltd., B-25/1, First Floor, Okhla Industrial Area, Phase-2, New Delhi-110020, so that changes could be affected in the Register of Members before the closure.
10. Additional information, pursuant to Clause 49 of the Listing Agreement with Stock Exchanges, on Directors, recommended by the Board of Directors for appointment/re-appointment at the Annual General Meeting forms part of the Report on Corporate Governance in the Annual Report which can be downloaded from the website of the company.
11. Members may also note that, additionally, the Notice of 30th AGM will be available on the Company's website www.catvisionindia.com
12. Instructions of E-Voting are as below:
 - I. Open internet browser by typing the following URL :<https://www.evoting.nsdl.com>
 - II. Click on Shareholder – Login
 - III. Enter your User ID and existing password. The User ID is your Demat account number which is (DP-ID+ CLIENT –ID)
 - IV. Click Login
 - V. If you are logging in for the first time, Password Change Menu appears. Change the Password of your choice with minimum 8 digits / characters or a combination thereof. Please note the new Password for all the future e-voting cycles offered on NSDL evoting Platform. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential.
 - VI. Home page of “Opens” appears. Click on “e-Voting”: Active Voting Cycles
 - VII. Select E-Voting Event Number (EVEN) of Catvision Limited for casting vote in favour or against the Item(s) of business. (Kindly note that vote once casted cannot be modified. For an EVEN, you can log-in any number of times on e-voting platform of NSDL till you have voted on the resolution or till the end date of voting period i.e up to close of September 29, 2015, whichever is

earlier).

VIII. Now you are ready for 'e-Voting' as 'Cast Vote' page opens. Voting period commences on and from September 27, 2015 at 10.00 a.m. and ends on September 29, 2015 at 5.00 p.m.

IX. Institutional members (i.e. members other than individuals, HUF, NRIs, etc.) are also required to send scanned copy (PDF/JPG format) of the relevant board resolution / authority letter, etc. together with the attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through email at : ppdkothari71@gmail.com, with a copy marked to evoting@nsdl.co.in.

X. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

XI. Once you have voted on the resolution, you will not be allowed to modify your vote.

The Board of Directors has appointed Mr. Pramod Kothari, Practicing Company Secretary, as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.

The e-voting period shall commence on 27th September, 2015 (10:00 A.M.) to 29th September, 2015 (5:00 P.M.). During this period the members of the Company, holding shares either in physical form or in dematerialized form, as on 23rd September, 2015 (cut-off date) may cast their vote electronically. Thereafter, the portal shall be disabled by the NSDL for voting. Members may note that once the vote on a resolution is cast, it cannot be changed subsequently.

In terms of Clause 35B of the Listing Agreement entered into with the Stock Exchange, the Company has provided an option to the Members who do not have access to the e-voting facility, to cast their votes by way of a ballot. The ballot form is enclosed herewith this notice

The Scrutinizer will submit the report to the Chairman of the Meeting, after the completion of scrutiny of the e-voting and ballot forms on or after 30th September, 2015. The results of the e-voting, ballot paper and Poll at the AGM venue shall be announced by the Chairman of the Meeting after the Annual General Meeting of the Company. The results declared along with the Scrutinizers Report shall be placed on the Company's website <http://catvisionindia.com> and on the website of the NSDL within two days of passing of the resolutions at the Annual General Meeting and communicated to the Stock Exchanges.

13. As per the provisions of Section 101 and 136 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 32 of the Equity Listing Agreements, the service of notice/ documents including Annual Report can be sent by e-mail to its members. Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of dematerialized shares with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to fill the E-

Communication Mandate Form and hand over the same along with attendance Slip at the Registration Counter of venue of Annual General Meeting for registration of Email address for receiving notice/ documents including Annual Report.

By Order of the Board
For **Catvision Limited**

Place : Noida, U.P.
Date : 08th August, 2015

S.A. Abbas
Managing Director
DIN 00770259

Registered Office
H-17/202, 2nd Floor, Main Vikas Marg,
Laxmi Nagar, Delhi-110092

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4: Regularization of appointment of Mrs. Hina Abbas as Director of the Company

The Board of Directors appointed Mrs. Hina Abbas as an Additional Director with effect from 12th February, 2015 under Article 89 of the Articles of Association of the Company under Section 161 of the Companies Act, 2013. Mrs. Hina Abbas holds the office of Additional Director till the date of the forthcoming Annual General Meeting. A notice has been received from a member, as required under Section 160 of the Companies Act, 2013 along with required deposit, proposing Mrs. Hina Abbas as a candidate for the office of the Director. Apart from the Company, Mrs. Hina Abbas also holds directorship in Total Telemedia Private Limited.

Except Mrs. Hina Abbas, and Mr. S. A. Abbas, none of the Directors / Key Managerial Personnel of the Company or their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

The resolution set out in Item No. 4 of this notice is accordingly recommended for your approval.

Item No. 5: To renew the approval for acceptance of unsecured fixed deposits from members under Section 73 of the Companies Act, 2013

With the commencement of Companies Act, 2013 deposits are governed by the provisions of Sections

73 to 76 of the Companies Act, 2013 read with Companies (Acceptance of deposits) Rules, 2014 and approval of shareholders is therefore required for inviting/ accepting/ renewing deposits. Under Rule 3(4) of the Companies (Acceptance of Deposits) Rules, 2014, an eligible Company shall accept or renew deposits (a) From its members not exceeding 10% of the aggregate of the paid up share capital and free reserves of the Company (b) Other deposits not exceeding 25% of the aggregate of the paid up share capital and free reserves of the Company. The members may kindly note that under the provisions of the Companies Act, 2013 any Company inviting/ accepting/ renewing deposits is required to obtain credit rating from a recognised credit rating agency.

The Company upon obtaining approval of the shareholders will proceed to comply with the requirements stipulated under Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014, before inviting/ accepting / renewing deposits.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except to the extent of their deposit holding and / or their shareholding in the Company, if any.

The resolution set out in item no. 5 of this notice is accordingly recommended for your approval.

Item No. 6. To keep all statutory registers and accounts at a place other than the registered office of the company:

The Register of Members and other Registers/ Returns under Section 94 of the Companies Act, 2013 is presently required to

be maintained in the Registered Office. In terms of proviso to Section 94(1) and Rule 5 (2) of Companies (Management and Administration) Rules, 2014, the Register of Members and other Registers/ Returns required to be maintained at the registered office can be maintained at any other place in India, in which more than one-tenth of total Members reside, if so authorised by way of a Special Resolution. It is proposed to maintain these registers at the Company's Corporate Office at E 14 & 15, Sector-8, Noida-201301.

None of the Directors / Key Managerial Personnel of the Company or their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8.

The resolution set out in Item No. 8 of this notice is accordingly recommended for your approval.

Disclosure pursuant to Clause 49 of the Listing Agreement relating to Directors seeking re-appointment/ appointment at the Annual General Meeting:

Name of the Director	Mr. S.A. Abbas	Mrs. Hina Abbas
Date of Birth	01/10/1956	16/05/1964
Date of Appointment	01st October, 2015	01st October, 2015
Qualification	B. Tech and MBA	Graduate
List of outside Directorship held	1. Catvision Unitron Pvt. Ltd. 2. UNICAT Limited	1. Total Telemedia Pvt. Ltd.
Chairman/Member of the Committee of the Board of the Catvision Limited	Chairman - Stakeholders Relationship Committee	-

By Order of the Board
For **Catvision Limited**

Place : Noida, U.P.
Date : 8th August, 2015

Registered Office
H-17/202, 2nd Floor, Main Vikas Marg,
Laxmi Nagar, Delhi-110092

S.A. Abbas
Managing Director
DIN 00770259

CATVISION LIMITED

CIN: L92111DL1985PLC021374

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Email: catvision@catvisionindia.com

PROXY FORM

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

Name of the member(s)			
Registered address			
E-mail Id			
Folio No/Client Id		DP ID	

I/We, being the member(s) of shares of the above named Company, hereby appoint

1. Name : E-mail Id :
 Address :

..... Signature :or failing him

2. Name : E-mail Id :
 Address :

..... Signature :or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the Catvision Limited, to be held on Wednesday the 30th September, 2015 at 12.30 P.M. at Riverside Sports & Recreation Club, Club Avenue, Mayur Vihar, Phase I, New Delhi-110091 and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	Resolution	Optional	
		For	Against
Ordinary Business			
1.	To receive, consider and adopt the audited Balance Sheet as at March 31, 2015, and the Statement of Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.		
2.	To appoint a Director in place of Mr. S. A. Abbas (DIN 00770259), who retires by rotation and, being eligible, offers himself for re-appointment.		
3.	To ratify the appointment of auditors of the Company, and to fix their remuneration.		
Special Business			
4.	To Regularize appointment of Mrs. Hina Abbas as Director of the Company		
5.	To renew the approval for acceptance of unsecured fixed deposits from members under Section 73 of the Companies Act, 2013		
6.	To keep all statutory registers and accounts at a place other than the registered office of the company:		

Signed this.....day of.....2015.

Affix
 Re. 1/-
 Revenue
 Stamp

.....
 Signature of shareholder

.....
 Signature of Proxy holder(s)

Note : This form of proxy in order to be effective should be duly completed and deposited at registered office of the Company, not less than 48 hours before the commencement of the meeting.

CATVISION LIMITED

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POLL FORM

The member who are not able to attend the 30th Annual General Meeting can send their assent or dissent in writing in respect of the resolutions as set out in the notice by sending the duly filed and signed Poll form to Mr. Pramod Kothari, Scrutinizer, Pramod Kothari & Co., Company Secretaries, G- 28C, Block- G, Kanchanjunga Apartment, Sector - 53, Noida - 201 301 (UP), so as to reach him on and before 27th September, 2015.

Name			
Address			
Client Id		DP Id	
No. of Shares held			

I/We hereby exercise my/our vote in respect of the ordinary Resolution(s)/ Special Resolution(s) as specified in the Notice of Catvision Limited dated 08th August, 2015 to be passed through ballot/poll for the business stated in the said notice by conveyance my /our assent or dissent to the resolution in the relevant box.

Sl. No.	Resolution	Type of resolution (Ordinary/Special)	I/we assent to the resolution (For)	I/We dissent to the resolution (Against)
Ordinary Business				
1.	To receive, consider and adopt the audited Balance Sheet as at March 31, 2015, and the Statement of Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.	Ordinary		
2.	To appoint a Director in place of Mr. S. A. Abbas (DIN 00770259), who retires by rotation and, being eligible, offers himself for re-appointment.	Ordinary		
3.	To ratify the appointment of auditors of the Company, and to fix their remuneration.	Ordinary		
Special Business				
4.	To Regularize appointment of Mrs. Hina Abbas as Director of the Company	Ordinary		
5.	To renew the approval for acceptance of unsecured fixed deposits from members under Section 73 of the Companies Act, 2013	Ordinary		
6.	To keep all statutory registers and accounts at a place other than the registered office of the company:	Special		

Signature of the Member/Beneficial Owner:

ATTENDANCE SLIP

I certify that I am a registered shareholder / proxy / authorized representative for registered shareholder of the Company.

I hereby record my presence at the **30th Annual General Meeting of Catvision Limited** held on 30th September, 2015 at 12.30 P.M. at Riverside Sports & Recreation Club, Club Avenue, Mayur Vihar, Phase I, New Delhi-110091

Name & Address of the shareholder (in BLOCK letters)			
Name of the Proxy Holder/Authorized Representative (if applicable)			
No of shares held			
Folio No./Client ID		DP ID	

Note: Please fill this attendance slip and hand it over at the ENTRANCE OF THE MEETING ROOM.

.....
Member's/Proxy's Signature