

---

## 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](http://www.catvisionindia.com)

Email: [catvision@catvisionindia.com](mailto:catvision@catvisionindia.com)

### POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013

Dear Member,

NOTICE is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, that the resolutions appended are proposed to be passed by way of postal ballot / e-voting. The explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof are annexed hereto along with a Postal Ballot Form for your consideration. The Board of Directors of the Company has appointed Mr. Pramod Kothari, Practicing Company Secretaries as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Postal Ballot Form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the Form and return the same in original duly completed in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5.00 p.m. on Thursday, 05th day of November 2015. Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the notice and instructions overleaf the Postal Ballot Form. References to Postal Ballot(s) in this notice include votes received electronically.

Upon completion of the scrutiny of the Postal Ballot Forms, the Scrutinizer will submit his report to the Managing Director. The result of the postal ballot would be announced by the Managing Director or the Company Secretary of the Company on Saturday, 07th day of November, 2015 at the corporate office of the Company. The aforesaid result would be intimated to the Stock Exchanges where the shares of the Company are listed and displayed along with the Scrutinizer's report on the Company's website viz. [www.catvisionindia.com](http://www.catvisionindia.com).

### Special Business

1. To re-appoint Mr. S.A. Abbas as the Managing Director of the Company for further period of three years on the terms, conditions and remuneration:

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

**"RESOLVED THAT** pursuant to Section 203, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and subject to such approvals from the Central Government and such other authorities and agencies as may be applicable in this regard, the Company hereby approves re-appointment of Mr. S. A. Abbas as the Managing Director of the Company for further period of three years w.e.f. 01st October, 2015 on remuneration, perquisites, other benefits and amenities as set out in the resolution and the terms and conditions, as set out hereunder, with further liberty to the Board of Directors, from time to time to alter and vary the said terms and conditions, in such a manner as may be agreed upon between the Board of Directors and Mr. S.A. Abbas in the best interest of the Company but subject to the provisions contained in Schedule V of the Companies Act, 2013 or any other applicable provisions of the Act and guidelines issued by the Central Government from time to time.

#### **Salary:**

In the range of Rs. 150,000- Rs 350,000 per month with the authority to the Board (which expression shall include a committee thereof) to revise his basic salary from time to time so long it does not exceed Rs. 350,000 per month. The annual increment shall be based on and will take into account the Company's performance.

#### **Perquisites:**

In addition to the basic salary, he shall also be entitled to perquisites and allowances like rent free

accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance, children education allowance together with the reimbursement of expenses or allowance for utilities such as gas, electricity, water, furnishing, repairs, society charges, medical reimbursement, medical/ accident insurance, leave travel concession for himself and his family and such other perquisites and allowances in accordance with the Policies of the Company or as may be agreed between the Board of Directors and him but such perquisites and allowances will not exceed Rs.350,000 per month, subject to overall ceiling of remuneration stipulated in Section 197 read with Schedule V of the Companies Act, 2013.

**Terminal Benefits:**

- (i) Company's contribution towards Provident Fund: In accordance to the rules of the Company to the extent that these, either singly or put together, are not taxable under the Income Tax Act;
- (ii) Gratuity: In accordance with the Policy of the company;
- (iii) Provision for use of the Company's car for official duties and telephone at residence (including payment for local calls and long distance official calls; and
- (iv) Encashment of earned leave at the end of tenure as per the policy of the Company.

These terminal benefits shall not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling.

**Minimum Remuneration:**

Notwithstanding anything to the contrary herein contained, in the event of loss or inadequacy of profits if any financial year during the currency of his tenure, the Company will, subject to applicable laws, pay remuneration by way of basic salary and perquisites and allowances as specified above.

**FURTHER RESOLVED THAT** Mr. S. A. Abbas shall be subject to retirement by rotation during his tenure as Managing Director, in order to comply with the provisions of the Articles of Associations of the Company and Companies Act, 2013 but will be re-appointed as Director immediately on retirement by rotation and re-appointment shall not be deemed to constitute a break in his appointment as Managing Director.

**FURTHER RESOLVED THAT** Board of Directors and Nomination and Remuneration Committee be and is hereby authorised to set other terms and conditions for his appointment as Managing Director

as they may deem fit and appropriate in the interest of the company.

**FURTHER RESOLVED THAT** the Board and/or Committee of the Board be and is hereby authorised to do all acts, deeds and things as may be necessary, expedient and desirable seeking approval/sanctions of the Government and/or other authorities as may be applicable and to settle any question or doubts that may arise in relation thereto, in order to give effect to this resolution."

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

Place : Noida, U.P.

Date : 30th September, 2015

**S. A. Abbas**

Managing Director

DIN: 00770259

**Registered Office**

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

**Notes:**

1. Explanatory Statement and reasons for the proposed special businesses pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013 are given hereunder.
2. The Notice is being sent under Registered Post Acknowledgement Due to all the Members, whose names would appear in the Register of Members / Record of Depositories as on 23rd September, 2015.
3. In accordance with the provisions of Section 101 and other applicable provisions of the Companies Act, 2013, read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, the Postal Ballot Notice is being sent by email to those Members who have registered their email addresses with their Depository Participants (in case of shares held in demat form) or with the Company's Registrar and Share Transfer Agent (in case of shares held in physical form). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode (i.e. through registered or speed post or through courier), along with a postageprepaid selfaddressed Business Reply Envelope.
4. In compliance Clause 35B of the Listing Agreement and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has extended e-voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Forms.

5. The Resolutions will be taken as passed effectively on the date of announcement of the result by the Chairman and in his absence by the Company Secretary of the Company, if the result of the Postal Ballots indicates that the requisite majority of the Shareholders had assented to the Resolutions. The result of the Postal Ballot will be declared on 07th November, 2015, at 11.30 a.m. at the Corporate Office of the Company. After declaration, the result of the Postal Ballot shall also be posted on the Company's website [www.catvisionindia.com](http://www.catvisionindia.com) besides communicating the same to the Bombay Stock Exchange Limited where the shares of the Company are listed.
6. A copy of each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Corporate Office of the Company between 10.00 a.m. to 12.00 noon on any working day excluding Saturday and Sunday till the last date for receiving Postal Ballot Forms by scrutinizer i.e. 05th November, 2015.
7. The Postal Ballot form and the self-addressed business reply envelope are enclosed for use of members. Shareholders are requested to carefully read the instructions printed on the backside of the Postal Ballot Form before exercising their vote.

In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an email to [catvision@catvisionindia.com](mailto:catvision@catvisionindia.com). The Registrar and Transfer Agent of the Company / Company shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the Member.

8. 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 e-voting 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 05th November, 2015, whichever is earlier).

VIII. Now you are ready for ‘e-Voting’ as ‘Cast Vote’ page opens. Voting period commences on and from 07th October, 2015 at 10.00 a.m. and ends on 05th November, 2015 at 5.00 p.m.

IX. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.

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

XI. Kindly note that the members can opt only one mode for voting i.e. either by Physical Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case member(s) cast their vote both via Physical Ballot and e-voting, then voting done through Physical Ballot shall prevail and voting done by e-voting will be ignored.

9. Members may also note that, additionally, the Notice of Postal Ballot will be available on the Company's website [www.catvisionindia.com](http://www.catvisionindia.com).

## **ANNEXURE TO THE NOTICE OF EXTRAORDINARY GENERAL MEETING**

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

The following Explanatory Statement, as required by Section 102 of the Companies Act, 2013, sets out all material facts, relating to the mentioned in the accompanying Notice dated 30th September, 2014.

#### **Item No 1: To re-appoint Mr. S.A. Abbas as the Managing Director of the Company for further period of three years on the terms, conditions and remuneration**

The members of the Company in their meeting held on 30th September, 2012 approved appointment of Mr. S.A. Abbas as Managing Director for a period of 3 years with effect from 01st October, 2012 at an aggregate remuneration of Rs. 42,00,000/- per annum and appointment and remuneration for Mr. S. A. Abbas were approved by the Central Government.

Mr. Syed Athar Abbas has vast 30 years of experience in managing the affairs of the Company and is actively involved in the day to day affairs of the company and

providing leadership to the management team of the Company. Under his dynamic leadership the company has made a steady growth and considering his rich experience and immense knowledge of the affairs of the Company, the management needs his continuous guidance and mentoring. The term of Mr. Abbas expires on 30th September, 2015 and as per the recommendation of the Nomination and Remuneration Committee as subject to the approval of the shareholders, the Board of Directors of the company in the meeting held on 30th September, 2015 has re-appointed Mr. Abbas as Managing Director of the company with effect from 01st October, 2015 for a further period of 3 years on terms and conditions as mentioned in the resolution. The salary, allowances, perquisites and benefits proposed for Mr. S.A. Abbas, shall be governed

by the provisions of Part II of Section II of Schedule V of the Companies Act, 2013.

Brief resume of the director seeking reappointment together with the nature of their expertise in the specific functional areas, name of the companies in which they hold directorship, as required in Clause 49 of the Listing Agreement, is provided in the notice.

Except Mr. S. A. Abbas and Mrs. Hina 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. 1.

The resolution set out in Item No. 1 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:**

<b>Name of the Director</b>	<b>Mr. S.A. Abbas</b>
<b>Date of Birth</b>	01/10/1956
<b>Date of Appointment</b>	01st October, 2015
<b>Qualification</b>	B. Tech and MBA
<b>Brief Experience</b>	Mr. Abbas has got more than 30 years of professional experience in cable television industry. He has been closely associated in strategic planning and setting up long term vision for the Company, and under his dynamic leadership, the company has created its pan-India presence with strong brand value.
<b>List of outside Directorship held</b>	1. Catvision Unitron Private Limited 2. UNICAT Limited
<b>Chairman/Member of the Committee of the Board of the Catvision Limited</b>	Chairman-Stakeholders Relationship Committee

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

Place : Noida, U.P.  
Date : 30th September, 2015

**S. A. Abbas**  
Managing Director  
DIN: 00770259

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