

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 32nd Annual General Meeting of the members of Catvision Limited ("the Company") will be held on Friday, 29th Day of September, 2017 at 12.30 p.m., at Riverside Sports & Recreation Club, Club Avenue, Mayur Vihar Phase-1, New Delhi-110091 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company (including Consolidated Financial Statements) for the financial year ended 31st March, 2017 together with the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares for the financial year ended on 31st March, 2017.
3. To appoint a Director in place of Mrs. Hina Abbas (DIN 01980925), who retires by rotation and, being eligible, offers herself for re-appointment.
4. To consider and if, thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Audit and Auditors) Rules, 2014 (Rules), as amended from time to time, M/s Agrawal and Gaur, Chartered Accountants (Firm Registration Number 010550N) be and are hereby appointed as the Statutory Auditors of the Company in place of M/s Gaur & Associates, Chartered Accountants, (the retiring Auditors of the Company), for a term of 3 (Three) years commencing from the financial year 2017-18 and to hold office from the conclusion of the 32nd Annual General Meeting (AGM) of the Company till conclusion of the 35th AGM of the Company to be held in the year 2020 (subject to ratification of their appointment at every AGM, if so required under the Act) on such remuneration plus applicable taxes, out of pocket expenses etc., as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

RESOLVED FURTHER THAT the Board of Directors (including its Audit Committee) of the Company be and is hereby authorised to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

SPECIAL BUSINESS:

5. RECLASSIFICATION OF SHAREHOLDERS FROM

PROMOTER GROUP CATEGORY TO PUBLIC CATEGORY:

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

"RESOLVED THAT pursuant to provisions of Regulation 31A of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments made thereto) (hereinafter referred to as "Listing Regulations") or any other applicable provisions of Listing Regulations and applicable provisions, if any, of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded to reclassify the following entities/persons from "Promoter and Promoter Group Category" to the "Public Category", in the shareholding pattern filed with the Stock Exchanges with effect from the date of the Special Resolution.

Sr. No.	Name of the Entity/Person	No. of Equity Shares held	% of Total Equity Share Capital
1	Safetag International India Pvt. Ltd.	145200	2.6624
2	Hussain Zaidi	38088	0.6984
3	Anita Khare	50	0.0009
	Total	183338	3.3617

RESOLVED FURTHER THAT it is hereby confirmed that all the entities/persons have fulfilled all the following necessary requirements for reclassification as required under Regulation 31 A of the Listing Regulations:-

- i. The aforesaid entities/persons do not hold, individually or in aggregate, more than 10% of paid up equity capital of the Company. In fact, the aggregate shareholding of all of the above 3 entities/persons is only 3.3617% of the equity share capital of the Company and the individual shareholding is even lower. Due to their existing shareholding in the Company is very less and they do not exercise any control over the Company and are also not engaged in the management of the Company.
- ii. That the aforesaid entities/persons have not and will continue to not to exercise direct or indirect control over the Company.
- iii. That no director of above entities and aforesaid

persons or any person nominated by them have been or will be appointed as key managerial personnel of the Company.

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

- iv. That no special right were even held and would not be ever held by the above reclassified promoters.

RESOLVED FURTHER THAT pursuant to the fulfillment of the above four conditions as per Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the aforesaid entities/persons shall cease to be part of the “Promoter Group” of the Company with effect from the date of this Special Resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board or the officers authorized by the Board in this regard be and are hereby authorised to do all such act(s), deed(s), matter(s) and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

6. AMENDMENT IN ARTICLES OF ASSOCIATION:

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

“**RESOLVED THAT** pursuant to provisions of Section 14 of the Companies Act, 2013 and other applicable provisions in this regard, if any, the consent of the Members of the Company be and is hereby accorded for alteration of the Articles of Association of the Company as follows:

The existing Clause No. 87(1) of the Articles of Association of the Company be and is hereby deleted and the following new Clause no. 87 be and is hereby substituted in lieu of the deleted Clause.

87. The Company shall pay by way of Sitting Fee to each Non-Executive Director including Independent Director, such sum as may be decided by the Board of Directors for attending meeting of the Board or Committee thereof, which shall not exceed Rs. 1,00,000/- (Rupees One lac) exclusive of travel and out of pocket expenses for each meeting of the Board or Committee thereof, attended by him/her.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all act(s) and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

NOTES:

1. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote only on a poll instead of himself / herself and the proxy need not be a member of the Company. The instrument appointing a proxy, to be effective, must be duly filled, stamped and signed and must reach the Registered Office of the Company not later than 48 hours before the commencement of the Annual General Meeting.

Place: Noida, U.P.
Date: 11th August, 2017

Registered Office

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

S.A. Abbas
Managing Director
DIN 00770259

A person can act as proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The relevant Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts concerning the item no. 5 & 6 of the Notice dated 11th August, 2017 is annexed hereto.
3. The Register of Members and Share Transfer Books will remain closed from 23rd September, 2017 to 29th September, 2017 (both days inclusive) for payment of dividend on Equity shares, if approved at the Annual General Meeting (“AGM”).
4. The Dividend on Equity Shares, as recommended by the Board of Directors, if approved at the AGM, will be paid on or before 29th October, 2017, to the Members whose names appear on the Register of Members of the Company as on 22nd September, 2017 after giving effect to valid transfer requests lodged with the Company on or before 22nd September, 2017. As regards shares held in electronic form, the dividend will be payable to the beneficial owners of the shares whose names appear in the Statement of Beneficial Owners furnished by the National Depository Limited (“NSDL”) and the Central Depository Service (India) Limited (“CDSL”) as at the Book Closure Date
5. Members holding shares in dematerialized form are requested to intimate/update all changes pertaining to their bank details such as bank account number, name of the Bank and branch details, MICR code and IFSC code, mandates nominations, power of attorney, change of address, change of name, email address, contact numbers, etc. to their Depository Participants (DP). Members holding shares in physical form are requested to intimate such changes to the Company or RCMC Share Registry Pvt. Ltd. Changes intimated will be automatically reflected in the records of the Company and the Company’s Registrar and Share Transfer Agent, which will help the Company and Registrar and Share Transfer Agent, to provide efficient and better services.

The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participants in securities market.

Members holding shares in electronic form are, therefore requested to submit the PAN to their depository participants with whom they are maintaining their accounts. Members holding shares in physical form can submit their PAN details to RCMC Share Registry Pvt. Ltd. or to the Company along with the proof thereof.

Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact the Company or RCMC Share Registry Pvt. Ltd. for assistance in this regard.

6. A brief profile of all the Directors of the Company including profile of Directors seeking re-appointment and as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given in the "Report Corporate Governance" which is forming part of the Annual Report being sent separately to the members.

The brief resume and other details of Mrs. Hina Abbas who is retiring by rotation and offers herself for re-appointment, are as under:

Name of Director	Mrs. Hina Abbas
Date of Birth	16/05/1964
Date of Appointment	01/10/2015
Qualification	Graduate
Expertise in specific functional area	Wide experience in Human Resource, Talent search and corporate brand building
List of Outside Directorship held	NIL
Chairman/Member of the Committee of the Board of the Catvision Limited	NIL
No. of shares held in the Company	3000

Mrs. Hina Abbas is liable to retire by rotation. Mrs. Abbas is wife of Mr. S. A. Abbas, Managing Director of the Company.

7. Every member entitled to vote at the meeting or on any resolution to be moved thereat shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the Company, provided that not less than three days' notice in writing of the intention so to inspect is given to the Company.
8. Regulation 36 of the SEBI (LODR) Regulations, 2015 permits sending of soft copies of Annual Reports to all those members who have registered their email addresses for the said purpose. In the light of the requirements for those members whose depository

participant accounts do not contain the details of their email address, printed copies of the Notice of Annual General Meeting and Annual Report for the year ended 31st March, 2017 would be dispatched through permitted means.

9. Members may also note that the notice of the 32nd Annual General Meeting and Annual Report 2016-17 are available on the Company's website www.catvisionindia.com. The physical copies of the relevant documents will be available at the Company's registered office for inspection on working days between 11.00 a.m. to 1.00 p.m. prior to the Annual General Meeting. However members are entitled to receive Annual Report 2016-17 in physical form by requesting for the same to the Company.
10. Corporate Members intending to send their authorised representatives are requested to send a duly certified copy of the board resolution authorizing their representatives to attend and vote at the AGM.
11. Members are requested to:
- note that copies the Annual Report will not be distributed at the Annual General Meeting, therefore, bring copies of Annual Report, notice and attendance slip duly completed and signed at the meeting.
 - deliver duly completed and signed attendance slip at the entrance of the meeting venue, as entry to the hall will be strictly against entry slips available at the counters of the venue in exchange of valid attendance slip.
 - note that the attendance slip and proxy form should be signed as per specimen signature registered with M/s RCMC Registry Pvt. Ltd., Registrar and Transfer Agent (RTA)/Depository Participant.
 - note that in case of joint holders attending the meeting, only such joint holder who is higher in the order of name will be entitled to vote.
 - note that members who hold shares in dematerialized form are requested to write their folio/client ID & DP ID Number(s) and those who hold shares(s) in physical form are requested to write their folio number(s) in the attendance slip for attending the meeting to facilitate identification of membership at the meeting.
12. In accordance with the provisions of Section 107 of the Companies Act, 2013 read with general circular no. 20/2014 dated 17th June, 2014 issued by the Ministry of Corporate Affairs, voting by show of hands shall not be allowed in the meeting.
13. a) The Register of Contracts or Arrangements in which directors are interested shall be produced at the commencement of the AGM and remain open and accessible during the continuance of the meeting to any person having the right to attend the meeting.
- (b) Register of Directors and Key Managerial Personnel shall also be kept open for inspection at the

AGM and be accessible to the person attending the meeting.

14. Members are requested to send their queries, if any, on the accounts and operations of the Company to the Company at least a week in advance, so that relevant information may be made available, if the Company permits such information to be furnished.
15. 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.
16. The facility for voting through Ballot Paper shall be made available at the AGM and the members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The ballot paper is enclosed here with this notice.
17. The Route Map of the venue of the meeting is given at the end of the Notice. Proxy Form and Attendance Slip are annexed to this Notice.
18. Voting through electronic means:
 - I. Remote e-voting: 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, as amended from time to time and the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is please to provide members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using electronic voting systems will be provided by National Securities Depository Limited (NSDL).
 - II. The Board of Directors has appointed Mr. Pramod Kothari, (Membership No. F7091 and Certificate of Practice No. 11532), Practicing Company Secretary, as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
 - III. Members are requested to carefully read the instructions for e-voting before casting their vote.
 - IV. The e-voting facility will be available during the following voting period after which the portal will be blocked and shall not be available for e-voting:

Commencement of e-voting	From 10.00 a.m. (IST) on 26th Sept., 2017
End of e-voting	Up to 5.00 p.m. (IST) on 28th Sept., 2017

At the end of the e-voting period, the facility shall forthwith be blocked. A person who is not a member as on the cut off date should treat this notice for information purpose only.

- V. The cut-off date for the purpose of e-voting for AGM

and for dividend (if approved) is 22nd September, 2017.

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

- a. In case a member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)];
 - i. Please open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
Note : Share holders already registered with NSDL for e-voting will not receive the PDF file "remote e-voting.pdf".
 - ii. Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
 - iii. Click on Shareholder - Login
 - iv. Put user ID and password. Click Login.
Note : a) In case share holders are holding shares in demat mode, USER ID is the combination of DP ID+ Client ID.
b) In case share holders are holding shares in physical mode, USER ID is the combination of Even No.+ Folio No.
 - v. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. 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 remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - vii. Select "EVEN" of "Name of the company".
 - viii. Now you are ready for remote e-voting as Cast Vote page opens.
 - ix. Cast your vote by selecting either of appropriate option "FOR" or "AGAINST" when prompted. You may also choose the option "ABSTAIN". If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares will not be counted under either head for the particular resolution.
 - x. Shareholders having multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
 - xi. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - xii. You may then click on "Submit" and also "Confirm".

- xiii. Upon confirmation, the message “Vote cast successfully” will be displayed.
- xiv. Once you have voted on the resolution, you will not be allowed to modify your vote.
- xv. Corporate/Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned certified true copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail id ppdkothari71@gmail.com with a copy marked to evoting@nsdl.co.in
- b. In case a member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s), the details of User Id and initial password for e- voting is separately attached with the Notice.
- Please follow all steps from Sl. No. (ii) to Sl. No. (xv) above, to cast vote.
- c. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd September, 2017.
- d. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 22nd September, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com or contact NSDL at the toll free no. 1800-222-990.
- e. In case of any queries, you may refer to Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available on www.evoting.nsdl.com or contact NSDL at toll free no.: 1800-222-990.
- f. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- g. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- h. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Ballot Paper/Poling Paper/e-voting facility for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- i. The Scrutinizer shall immediately after the conclusion of voting at the general meeting, shall first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses who are not in the employment of the Company and shall within a period not exceeding 48 hours from the conclusion of the AGM, make a Consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by the Chairman who shall counter sign the same.
- j. The Results shall be declared either by the Chairman or by an authorised person of the Chairman and the resolution will be deemed to have been passed on the AGM date subject to receipt of requisite number of votes in favour of the resolution.
- k. After the declaration of results, the same shall be placed along with the Scrutinizer’s report on the Company’s website www.catvisionindia.com and on the website of NSDL and communicated to BSE Limited, where the shares of the Company are listed, for placing the same on their websites.

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

S.A. Abbas
Managing Director
DIN 00770259

Place: Noida, U.P.
Date: 11th August, 2017

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. 5

The Company had received letters from the following entities/persons falling under the category of Promoter/Promoter's Group of the Company requesting to be reclassified from the category of "Promoter/Promoter's Group" to "Public Category":

Sr. No.	Name of the Entity/Person	No. of Equity Shares held	% of Total Equity Share Capital
1	Safetag International India Pvt. Ltd.	145200	2.6624
2	Hussain Zaidi	38088	0.6984
3	Anita Khare	50	0.0009
	Total	183338	3.3617

In the shareholding pattern and disclosures filed with the Stock Exchange and other such communications and disclosures as required from time to time, the "Promoter and Promoter Group" shareholding, includes the above mentioned 3 person(s)/entity(ies), which hold, in aggregates, 3.3617% of the paid up equity share capital of the Company. It has been acknowledged that all of the above mentioned person(s)/entity(ies) comply with the Regulation 31A and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations").

The above mentioned person(s)/entity(ies) are neither related to any person having control over management nor they are related to major shareholders of the Company. They have not been or are involved in the management of the Company and also do not hold any controlling stake in the Company. There is no existing Shareholder's Agreement with the Company and they do not have any Special Voting Rights or any other Special Rights and privileges as shareholders.

In accordance with Regulation 31A of the SEBI Regulations, the said reclassification requires the approval of the stock exchanges where the shares of the Company are listed. In terms of the procedure adopted by the stock exchanges for granting such approval, the Stock Exchanges, inter-alia, require that the Company

shall obtain the consent of the shareholders of the Company, for the reclassification.

In keeping with the requirement of the stock exchanges, the Board of Directors recommends the resolution as set out in the Item no. 5 of the notice for your approval as Special Resolution.

Item No. 6

As per the provisions of Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), a company may pay a sitting fee to a director for attending meetings of the Board or Committees thereof, such sum as may be decided by the Board of Directors thereof which shall not exceed Rs. 1,00,000/- (Rupees One lakh) per meeting of the Board or Committee thereof, provided that for Independent Directors and Women Directors, shall not be less than the sitting fee payable to other directors.

Presently as per Clause 87 of Articles of Association of Company each Director may be paid Rs. 5000/- (Rupees Five Thousand only) by way of sitting fee for each meeting of the Board or Committee of the Board, attended by him/her as the Director. Considering the increase in the activities of the Company, it is proposed to authorise the Board of Directors to fix the sitting fees payable to Non-Executive Director including Independent Director for attending each meeting of the Board or Committee thereof of an amount not exceeding Rs. 1,00,000/- (Rupees One Lac only).

In terms of Section 14 of the Companies Act, 2013, alteration of the Articles of Association can be effective only by passing a Special Resolution and accordingly the Board of Directors recommends alteration in the Articles of Association as stated in the proposed Special Resolution for approval of the members. Accordingly, consent of the members is sought for passing Special Resolution as set out at Item No. 6 of the Notice for alteration of Articles of Association of the Company.

The specimen of the amended Articles of Association is available for inspection by the members at the Registered Office of the Company on working days between 11.00 a.m. to 1.00 p.m. up to the date of Annual General Meeting of the Company.

All Independent Directors of the Company/their relatives are interested in the resolution set out at the Item No. 6 of

the Notice. Other than this none of the directors, key managerial personnel or any of their relative are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board recommends the special resolution set out at Item No. 6 of the Notice for approval by the members.

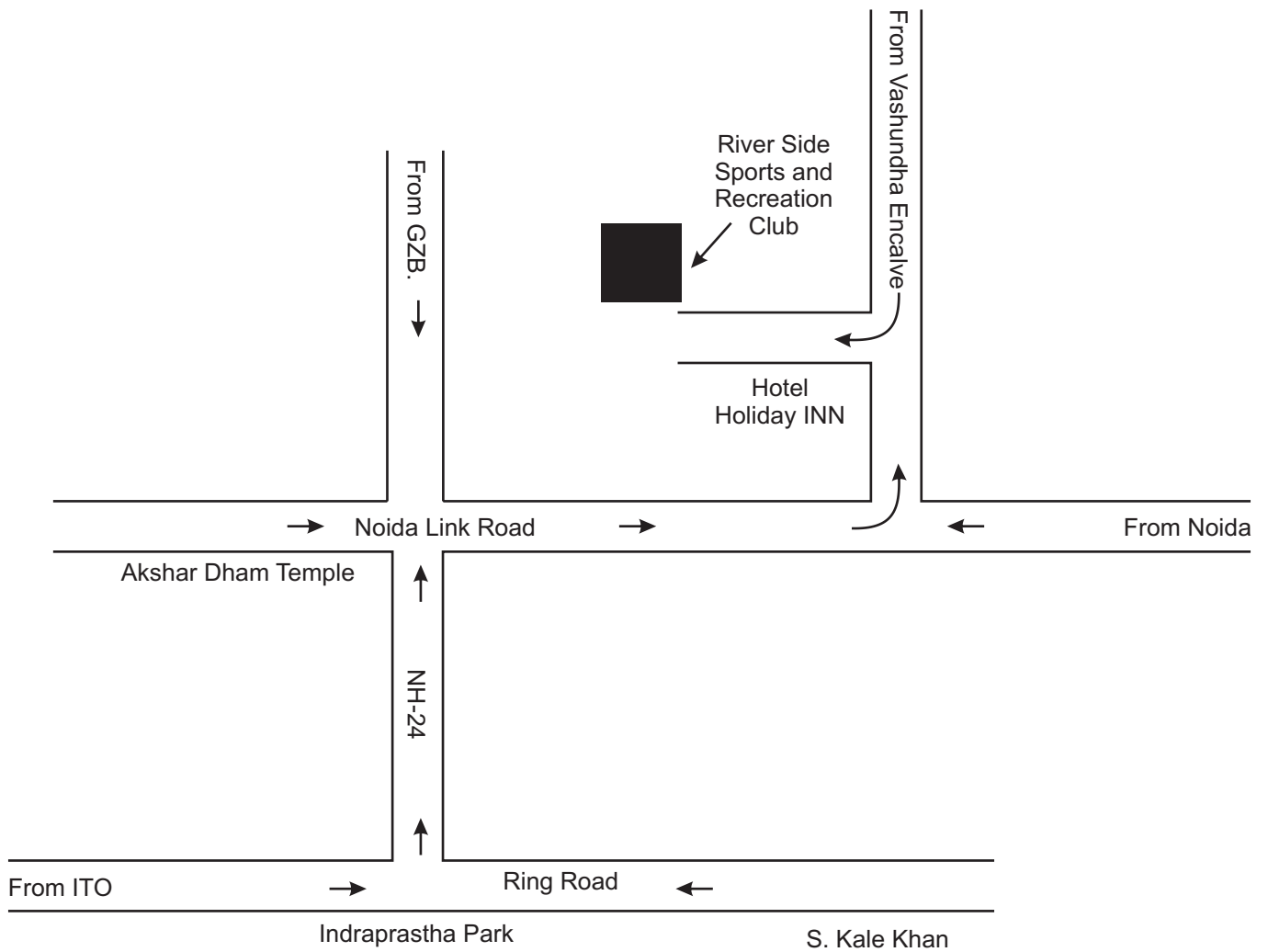
By Order of the Board
For **Catvision Limited**

S.A. Abbas
Managing Director
DIN 00770259

Place: Noida, U.P.
Date: 11th August, 2017

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

ROUTE MAP



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

PROXY FORM

Form No. MGT-11

[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*:

*As applicable for members holding shares in electronic form.

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

1. Name:..... E-mail Id:

Address:..... Signature:.....

2. Name:..... E-mail Id:

Address:..... Signature:.....

or failing him/her as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32nd Annual General Meeting of the Catvision Limited, to be held on Friday, 29th September, 2017 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.	Particulars	Type of Resolution	I/We assent to the resolution please tick (₹)	I/We dissent to the resolution please tick (₹)
	Ordinary Business:			
1.	To receive, consider and adopt the Audited Financial Statements of the Company (including Consolidated Financial Statements) for the financial year ended 31st March, 2017, together with Reports of the Board of Directors and Auditors thereon.	Ordinary		
2.	To approve dividend on Equity Shares for the financial year ended on 31st March, 2017.	Ordinary		
3.	To appoint a Director in place of Mrs. Hina Abbas (DIN 01980925), who retires by rotation and, being eligible, offers herself for re-appointment.	Ordinary		
4.	To appoint M/s Agrawal and Gaur, as Statutory Auditors of the Company in place of the retiring auditors, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 35 th AGM to be held in year 2020 (subject to ratification of their appointment at every AGM if so required under the Act), at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.	Ordinary		
	Special Business:			
5.	To consider and approve Reclassification of share holders from Promoter Group category to Public category.	Special		
6.	To consider and approve Amendment in Articles of Association.	Special		

Signed this day of 2017.

.....
Signature of shareholder

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

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

Affix Re. 1/- Revenue Stamp

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

POLL FORM/BALLOT PAPER

The members who are not able to attend the 32nd 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/Ballot Paper to Mr. Pramod Kothari, Scrutinizer, Pramod Kothari & Co., Company Secretaries, G- 28C, Block- G, Kanchanjunga Apartment, Sector - 53, Noida (UP), so as to reach him on and before 28th September, 2017.

Name of the First Named Shareholder (in block letters)	
Postal Address	
Registered folio No./Client Id/DP ID No.	
Class of Share	
No. of Shares held	

(*Applicable to investors holding shares in dematerialized form)

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 11th August, 2017 and as enumerated below by recording my assent or dissent to the said resolution in following manner:

S.No.	Particulars	Type of Resolution	I/We assent to the resolution please tick (₹)	I/We dissent to the resolution please tick (₹)
	Ordinary Business:			
1.	To receive, consider and adopt the Audited Financial Statements of the Company (including Consolidated Financial Statements) for the financial year ended 31st March, 2017, together with Reports of the Board of Directors and Auditors thereon.	Ordinary		
2.	To approve dividend on Equity Shares for the financial year ended on 31st March, 2017.	Ordinary		
3.	To appoint a Director in place of Mrs. Hina Abbas (DIN 01980925), who retires by rotation and, being eligible, offers herself for re-appointment.	Ordinary		
4.	To appoint M/s Agrawal and Gaur, as Statutory Auditors of the Company in place of the retiring auditors, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 35th AGM to be held in year 2020 (subject to ratification of their appointment at every AGM if so required under the Act), at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.	Ordinary		
	Special Business			
5.	To consider and approve Reclassification of share holders from Promoter Group category to Public category.	Special		
6.	To consider and approve Amendment in Articles of Association.	Special		

Signature of the Member/Beneficial owner

ATTENDANCE SLIP

I/we hereby certify that I/we am/are a registered shareholder / proxy / authorized representative for registered shareholder of the Company. I hereby record my presence at the 32nd Annual General Meeting of Catvision Limited held on 29th September, 2017 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) _____

Member's / Proxy's Signature _____

No of shares held _____

DP ID. _____

Client ID/Folio No. _____

Note: Please fill this attendance slip and hand it over at the entrance of the meeting room.