CATVISION

30th Annual Report

2014-2015

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Corporate Information

BOARD OF DIRECTORS

Raman Rajiv Misra
Independent Director

Dr. Sunil Anand
Independent Director

Jagdish Prasad
Independent Director

Sudhir Damodaran
Executive Director

S.A. Abbas
Managing Director

Hina Abbas
Additional Director

SENIOR MANAGEMENT

S.A. Abbas
Managing Director

Sudhir Damodaran
Executive Director

Rajesh Kukreja
Vice President (Institutional Sales)

Y. V. Kumar
Vice President (Technical Services)

D. S. Dogra
General Manager (Supply Chain)

Manoj Thakur
General Manager (Direct)

Vinod Rawat
Chief Financial Officer

AUDITORS

Gaur & Associates
Chartered Accountants
F-7/204, Aditya Complex,
Preet Vihar Community Centre,
Preet Vihar, Delhi - 110 092

SECRETARIAL AUDITORS

Pramod Kothari & Co.
Company Secretaries
G-28C, Block-G,
Kanchanjunga Apartments,
Sector-53, Noida-201301 (U.P.)

ADVOCATES AND SOLICITORS

Kundra & Bansal
Advocates and Solicitors
B-231, Greater Kailash I
New Delhi- 110048

COMPANY SECRETARY

Rency George

BANKERS

Axis Bank Ltd.
ICICI Bank Ltd.
Oriental Bank of Commerce
Canara Bank
Bank of Baroda–Dubai,UAE

REGISTRAR & SHARE TRANSFER AGENT

RCMC Share Registry Pvt. Ltd.
B-25/1, First Floor, Okhla,
Industrial Area, Phase-II
New Delhi-110020
Ph. : 011-26387320,21
E-mail : shares@rcmcdelhi.com

REGISTERED OFFICE

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

CORPORATE OFFICE

E-14 &15, Sector-8,
Noida - 201301 (U.P.)
Ph. : (120) 4936750
Fax : (120) 4936776
E-mail:catvision@catvisionindia.com
Website : www.catvisionindia.com

OVERSEAS OFFICE

C1-705C, Ajman Free Zone
PO Box No. 31415, Ajman– UAE

PLANT

F-87, UPSIDC Industrial Area,
Selaqui, Dehradun - 248197
(Uttarakhand)
Ph. : 0135-2699054/55

DIRECTORS' REPORT

To,
The Members,

Your Directors have pleasure in presenting the 30th Annual Report together with the Audited Accounts and Auditors' Report of your company for the Financial Year ended on 31st March, 2015.

1. Financial Highlights:

The highlights of the financial results of your company are as under:

	Standalone		Consolidated	
	Year Ended 31.03.15	Year Ended 31.03.14	**Year Ended 31.03.15**	Year Ended 31.03.14
Total Revenue	**3272.05**	3327.13	**3298.22**	3327.18
Earnings Before Interest, Depreciation, Taxation and Amortization (EBIDTA)	**184.15**	193.77	**188.03**	180.69
Interest and Finance Charges	**(56.46)**	(67.27)	**(56.96)**	(67.34)
Depreciation	**(70.54)**	(56.95)	**(86.94)**	(57.19)
Profit Before Tax	**57.15**	69.91	**44.13**	56.16
Provision for Tax -Current year	**(20.70)**	(20.63)	**(20.70)**	(20.63)
Provision for (Deferred Tax)/ Assets	**15.40**	6.61	**15.40**	6.61
Profit After Tax	**51.85**	55.89	**38.83**	42.14
Appropriation:				
Balance carried over to Balance Sheet	**51.85**	55.89	**38.83**	42.14

2. Results of operations:

(a) Standalone Results:

The gross turnover for the year under review was ₹ 3272.05 lacs as compared to ₹ 3327.13 lacs for the last year resulting a marginal decline of 0.98% over last year. The operating EBIDTA was ₹ 184.15 lacs as compared to ₹ 193.77 during the last financial year. The marginal decline was primarily caused due to the deferment of the digitization programme of cable TV by the Government of India.

(b) Consolidated Results:

The consolidated turnover and consolidated EBIDTA was ₹ 3298.22 and ₹ 188.03 respectively as compared to ₹ 3327.18 and ₹ 180.69 for the last year.

In accordance with the Accounting Standards AS-21, on Consolidated Financial Statements, read with Accounting Standard AS-23 on Accounting for Investment in Associates and AS-27 on Financial Reporting on Investment in Joint Ventures, the audited Consolidated Financial Statements are provided in the Annual Report.

3. Dividend:

Keeping in view of the funds requirement, especially for digital and set top boxes business, your Board of Directors are of the view that the current year's profits be ploughed back into the operations and hence do not recommend any dividend payment for the financial year ended 31st March, 2015. However, the Board of Directors of your company is quite confident to deliver growth and enhance shareholders' value in the coming years.

4. Corporate Review:

Your company has two business divisions. The division-wise performance of the company is as follows:

(i) CATV Division:

This division sells CATV equipment to cable TV operators and multi system operators (MSOs). During the year under review, this division supplied, installed and commissioned digital head-end systems to various cable operators across the country and was able create its pan-India presence for digital headend and digital products especially for phase 3 & 4 markets which are the prime markets for your company. The company was expecting to do much better in the financial year under review in this division but due to deferment of digitalization it has fallen short in the overall revenue that was projected for this financial year. However, during the year under review, this division recorded a growth of 18.02% over the last year.

(ii) Hotel Systems Division:

This division primarily addresses the hospitality sector, providing solutions in cable TV and IPTV. This division witnessed tough challenges during the year under review. The twin challenges it faced were from market perspective and from the regulatory regime.

Tourism is a significant industry in India and has a cascading effect on the hospitality sector. During FY 2014-15, the hotel occupancy rates were around 54% and the average room rate decreased over the previous year by about 3 - 4% due to supply pressure and general slowdown. Due to this the hotels were not interested to invest in upgrading their networks.

The Telecom Regulatory Authority of India (TRAI) announced a new tariff order in the month of July-2015 and as per this order, commercial establishments, which do not specifically charge its guest on account of providing TV programming and offer them as part of amenities, are to be treated like ordinary subscribers. The TRAI further clarified that the commercial subscribers have to obtain television services only from the distribution platform operators (DTH, MSO, HITS and IPTV operators). As a result most of the hotels, which used to have their own cable TV headends, opted for availing services directly from distribution platform operators.

Due to these adverse conditions this division of your company suffered heavily. The revenue of this division witnessed a sharp decline of 27.48% over the last financial year.

1. Projects and Expansion Plans:

In order to provide a complete range of products to cable television operators and MSOs your company has started manufacturing world-class digital headend products in its existing factory at Dehra Dun. The products are manufactured under the know-how provided by its joint venture company Catvision Unitron Pvt. Ltd.

To create state-of-the art manufacturing and testing facility for digital products at its existing plant, your company invested Rs. 70.00 Lacs on test and manufacturing equipments.

Digitalization of cable TV has created a huge demand for set top boxes. To address this demand your company has plans to start in-house manufacturing of STBs. Toward this end your company has already entered into an agreement with a design house which will provide the technology as per requirement. Gradually the company will establish its own design house. The own-manufactured STB will be launched in the market in the first quarter of 2015-16.

6. Joint Venture Companies:

Your company and Unitron Group NV of Belgium entered into a joint venture agreement pursuant to which two joint venture companies, 'Catvision Unitron Pvt. Ltd.' in India and UNICAT Limited in the Middle East (UAE), has been set up. These joint venture companies are developing the new generation technologies for CATV products.

Pursuant to the provisions of Section 123(93) of the Companies Act, 2013, a statement containing salient features of the financial statements of the company's joint ventures in Form AOC-1 is attached to the financial statements of the company.

Pursuant to the provisions of Section 136 of the Companies Act, 2013, the financial statement of the company, consolidated financial statement along with the relevant documents are available on the website of the company.

7. Certification and Recognitions:

Quality of products and services is vital to any business. Your company strives to achieve excellence in quality by instituting high standards, periodic checks and reviews as we believe that right and efficient processes can only help us in delivering consistently against all odds.

Your company's Quality Management System (QMS) is aligned and focused with the long term objectives of the company. The QMS of the company has been reassessed this year as per the requirement of ISO 9001:2008 by the certification agency who conducted a renewal audit. Post audit, the certification agency declared that the QMS of the company continues to conform to international standard and recommended for renewal of the ISO Certificate. The renewed certificate is valid up to 1st July, 2016.

Your Company is also accredited with ISO 14001-2004 and this accreditation is valid till19th November, 2015

8. Fixed Deposits:

During the year your company has accepted unsecured Deposits only from shareholders of the Company under Section 73 of the Companies Act, 2013, read with Companies (Acceptance of Deposits) Rule, 2014. Your company got the Fixed Deposit Scheme rated from India Ratings & Research Private Limited. The Fixed Deposit circular is valid up to the date of the ensuing AGM or within six months from the close of the financial year, whichever is earlier.

No amount of principal or interest was outstanding as per the previous Act.

The details of the deposit accepted by company are given in the notes to the financial statements.

9. Internal Control Systems and their Adequacy:

The company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined in the Internal Audit Manual. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board and to the Managing Director.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the company, its compliance with operating systems, accounting procedures and policies at all locations of the company. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

The compliance team in the Legal and Secretarial department ensures, amongst others, that there are adequate systems and processes in the company commensurate with the size and operations to monitor and ensure compliance with size and operations to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. The Human Resources department carries out similar exercise for ensuring compliance with all relevant legislation. .

10. Directors' & Key Managerial Personnel:

Appointments:

In terms of the Section 149 of the Companies Act, 2013, the Members at their meeting held on 30th September, 2014 had appointed Dr. Sunil Anand, Mr. Raman Rajiv Misra and Mr. Jagdish Prasad as Independent Directors of the company for a period of five years and all have given declaration that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

Mrs. Hina Abbas was appointed as an Additional Director with effect from 12th February, 2015 and holds the office till the forthcoming Annual General Meeting and is proposed to be appointed as Executive Director of the company for a period of three years with retrospective effect from 12th February, 2015. A notice has been received from a shareholder to appoint Mrs. Hina Abbas as a Director, along with the requisite deposit amount.

In terms of the Articles of the company, Mr. Syed Athar Abbas, Director of the company, retires by rotation at the ensuing Annual General Meeting and, being eligible, offers himself for re-appointment as director.

Brief resume of the directors seeking re-appointment 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, are given in the accompanying Notice convening the ensuing Annual General Meeting of the company.

Pursuant to the provisions of Section 203 of the Companies Act. 2013, which came into effect from 1st April, 2014, the appointments of Mr. Syed Athar Abbas, Managing Director, Mr. Vinod Rawat, Chief Financial Officer and Ms. Rency George as Company Secretary as the Key Managerial Personnnel of the Company were formalized.

11. Board Effectiveness:

(i) Board Evaluation:

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

(ii) Remuneration Policy:

The Board has, on the recommendation of the Nomination & Remuneration Committee, framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

12. Directors' Responsibilities Statement:

Pursuant to the provisions contained in Section 134 (5) of the Companies Act, 2013, your Directors, based on the representation received from the Operating Management and after enquiry, confirm:

a. that in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation and that no material departure has been made from the same;

b. that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for the year under review;

c. that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

d. that the Directors have prepared the annual accounts for the financial year ended 31st March, 2015 on a 'going concern' basis;

e. that the Directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and

f. that the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

13. Related Party Transactions:

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large.

14. Subsidiary Companies:

The Company does not have any subsidiary.

15. Code of Conduct:

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The company believes in "Zero Tolerance" against bribery, corruption and unethical dealings/ behaviours of any form and the Board has laid down the directives to counter such acts. The code laid down by the Board is known as "code of business conduct" which forms an Appendix to the Code. The Code has been posted on the Company's website www.catvisionindia.com.

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behaviour from an employee in a given situation and the reporting structure.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code. All Management Staff were given appropriate training in this regard.

16. Prevention of Insider Trading:

The company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the company. The Code requires pre-clearance for dealing in the company's shares and prohibits the purchase or sale of company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

All the Directors and the designated employees have confirmed compliance with the Code.

17. Auditor's Report & Secretarial Audit Report:

The observation made in the Auditors' Report read together with relevant notes thereon are self explanatory and hence, do not call for any further comments under Section 134 of the Companies Act, 2013.

As required under section 204 (1) of the Companies Act, 2013 the company has obtained secretarial audit report and in accordance with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Rule 9 the Secretarial Audit Report is annexed to the Board's Report as "Annexure B" and is self-explanatory and, therefore, does not call for any further comments.

18. Auditors:

(i) Statutory Auditors:

M/s Gaur & Associates, Chartered Accountants, auditors of the company were appointed Statutory Auditors of your company from the conclusion of the previous Annual General Meeting for a term of three years i.e. until the conclusion of the thirty second Annual General Meeting. They have confirmed the eligibility under Section 141 of the Companies Act, 2013 and the Rules framed there under for reappointment as Auditors of the Company. As required under Clause 49 of the Listing Agreement, the auditors have also confirmed that they hold valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

In term of Section 139 of Companies Act, 2013, the company shall place the matter relating to such appointment ratification by members at every Annual General Meeting. So, the Auditor will be appointed every year by the shareholders. Thus, an appropriate resolution seeking your approval to the said re-appointment is appearing in the Notice convening the Annual General Meeting of the company.

(ii) Secretarial Auditors:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of your company have recommended the appointment of Pramod Kothari & Co., a practicing firm of Company Secretaries holding Practicing No. 11532, as its Secretarial Auditor to conduct the Secretarial audit of your company for the financial year ending 31st March, 2016. The Report of the Secretarial

Audit carried out is annexed herewith as “Annexure B”.

The Board at its meeting held on 30th May, 2015 has re-appointed Pramod Kothari & Co., a practicing firm of Company Secretaries, as Secretarial Auditor for conducting Secretarial Audit of the Company for financial year 2015-16.

(iii) Cost Auditor:

Pursuant to Section 148(2) of the Companies Act, 2013 read with Companies (Cost Records and Audit), Amendment Rules, 2014, your company is not required to get its Cost Audit only records are required to be maintained.

19. Business Risk Management:

The company’s vigorous risk management framework identifies and evaluates business risks and opportunities. The company recognizes that these risks need to be managed and mitigated to protect its shareholders and other stakeholders, to achieve its business objectives and enable sustainable growth. The risk framework is aimed at effectively mitigating the company’s various business and operational risks, through strategic actions. Risk management is embedded in our critical business activities, functions and processes. The risks are reviewed for the change in the nature and extent of the major risks identified since the last assessment. It also provides control measures for risks and future action plans.

Pursuant to the requirement of Clause 49 of the Listing Agreement, the company has constituted a sub-committee of Directors to oversee Enterprise Risk Management Framework to ensure execution of decided strategies with focus on action and monitoring risks arising out of unintended consequences of decisions or actions and related to performance, operations, compliance, incidents, processes, systems and transactions are managed appropriately.

The company believes that the overall risk exposure of present and future risks remains within risk capacity.

20. Management Discussion and Analysis:

Information of the operation and financial performance, among others, is given in the Management Discussion and Analysis report which is annexed to this Report and has been prepared in accordance with Clause 49 of the Listing Agreement.

21. Corporate Governance:

Your company is committed to Corporate Governance as stipulated under Clause 49 of the Listing Agreement. Your company believes that great companies are built on the foundation of good governance practices. The Board of Directors of your company lays strong emphasis on transparency, accountability and integrity.

As required under Clause 49 of the Listing Agreement, report of Corporate Governance, together with Auditors’ Certificate on compliance of the conditions of Corporate Governance, along with the Management Discussion and Analysis report and CEO/CFO Certificate on discharge of finance function are attached as Annexure to this report.

22. Depository System:

Trading in Equity Shares of your company in the dematerialized form is compulsory for all shareholders with effect from 25th September 2000 in terms of the notification issued by the Securities and Exchange Board of India (SEBI). The Equity Shares of the company are available for dematerialization with the National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) under ISIN No. INE 660B01011. Currently 68.79% of the Equity Shares of the company are in the demat form.

23. Statutory Disclosures:

(i) Particulars of Loans, Guarantees or investments:

The company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013.

(ii) Vigil Mechanism / Whistle Blower Policy:

The company has a vigil mechanism named Whistle Blower Policy to deal with instance of fraud and mismanagement, if any.

In staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the company is committed to the high standards of Corporate Governance and stakeholder responsibility.

The company has a Whistle Blower Policy to deal with instances of fraud and mismanagement, if any. The Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.

(iii) Meetings

A calendar of Meetings is prepared and circulated in advance to the Directors.

During the year five Board Meetings and four Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

(iv) Extract of Annual Return:

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as “Annexure C”.

(v) Details of Significant and Material Orders passed by the Regulators or Courts or Tribunal impacting the going concern status and Company's operations in future:

There are no significant material orders passed by the Regulators/Courts which would impact the going concern status of the company and its, future operations.

(vi) Disclosure under the Sexual Harassment of Women at Work Place (Prevention, Prohibition and Redressal) Act, 2013:

The company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Work Place (Prevention, Prohibition and Redressal) Act, 2013. An internal complaints Committee has been set up to redress complaints received regarding sexual harassment. All the employees (permanent, contractual, temporary, trainees) are covered under this policy. No complaints pertaining to sexual harassment were received in the financial year 2014-15.

(vii) Particulars of Employees and Related Disclosures:

The information required pursuant to Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the members at the Registered Office of the company during business hours on working days of the company up to the date of ensuing Annual General Meeting. If any member is interested in inspecting the same, such member may write to the Company Secretary in advance.

24. Acknowledgement and Appreciation:

Your Directors place on record their appreciation of the continued support extended during the year by the company's clients, business associates, suppliers, bankers , government authorities and international business associates without which Catvision could not have achieved the desired results. Your Directors are also grateful to all the shareholders and members of the company for their faith, trust and confidence reposed on the management of the company.

Your Directors wish to convey their sincere appreciation to all the employees including the workmen, for their sustained efforts, dedication and hard work they put in the company, and are confident that they will continue to contribute their best towards achieving still better performance in the future.

For and on behalf of the Board of Directors

S. A. Abbas
Managing Director
(DIN: 00770259)

Place : Noida-U.P
Date : 30th May, 2015

Dr. Sunil Anand
Independent Director
(DIN: 00770353)

ANNEXURE "A" TO THE DIRECTORS' REPORT

A. Conservation of Energy:

The overall energy consumption of the company is not substantial, as being & an electronic manufacturer, its processes require very little energy. However it continued its emphasis on energy conservation through operational optimization, continuous monitoring and implementation of energy saving mechanisms. During the year, the following measures were taken towards energy and resource conservation:

The manufacturing operations at Dehra Dun plant are not energy intensive. However, consumption was optimized using energy efficient systems including installing auto on-off, replacing old devices, arresting leakage points and maintaining the power factor according to State Electricity Board norms. Every endeavor is made to ensure optimal use of energy through improved techniques to make infrastructure more energy efficient. Your company constantly evaluates new technologies and invest to make it operations more energy efficient.

As energy costs comprise a very small part of the total expense, the financial impact of these measures is not material. .

B. Research and Development:

Research & Development of new designs, frameworks, process and methodologies continue to be most importance to the company. This allows the company to enhance quality, productivity and customer satisfaction. Your company has successfully deployed a diverse team of experienced people to meet these challenges. Your company continues to upgrade existing technology on an on-going basis. This enables the company to up-grade existing products and introduces new products to meet changing market needs.

The R&D unit of your company is in the process of getting its recognition renewed form the Dept. of Science & Technology, Govt. of India. All the company's products have been developed by its R&D department. The concerned department on an ongoing basis carries the development work. The expenses and cost of assets are grouped under the respective heads.

C. Technology Absorption, Adoption and Innovation:

Your company has made efforts towards technology absorption, adoption and innovation. Continuous efforts are made with an objective to achieve development of new products/application, improvement in productivity, reduction in product wastage etc. Your company strives to remain abreast of state-of-the-art systems and has used tested, proven and appropriate technology to suit the special needs of its customers. Technical help, especially in software design, was taken from consultants and component vendors. Several tangible and intangible benefits are derived.

D. Foreign Exchange Earning and outgo:

	Year Ended 31.03.15 (₹)	**Year Ended 31.03.14 (₹)**
1. Foreign Exchange Inflow:		
a) Exports & Merchant Trading	**76,192,407**	67,558,093
b) Services	**38,726,433**	32,404,360
2. Foreign Exchange Outflow:		
a) Materials	**110,916,005**	103,109,092
b) Travelling & Other Expenses	**2,750,018**	5,307,123
c) Rent	**457,809**	416,003

ANNEXURE "B" TO THE DIRECTORS' REPORT

Secretarial Audit Report
For the Financial Year ended 31st March, 2015
(Pursuant to Section 204 (1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,
The Members,

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Catvision Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of secretarial audit and the representations made by the company, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2015 generally complied with the statutory provisions listed hereunder and also that the company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by company for the financial year ended on 31st March, 2015 according to the provisions of:

I. The Companies Act, 2013 (the Act) and the Rules made there under;

II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under

III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

   a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

   c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

   d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

   e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

   f. The Securities and Exchange Board of India (Registrars to an 12 Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

   g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and

   h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

VI. Other laws as are and to the extent applicable to the Company as per the Management representations made by the Company.

Secretarial Standards of the Institute of Company Secretaries of India with respect to general and board meetings are not in force as on date.

During the period under review the company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above.

We further report that:

The Board of Directors of the company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Director The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice for the Board/Committee Meetings was given at least seven days in advance to the directors for holding the Board Meetings during the year. Agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the Board Meetings, as represented by the management, were taken unanimously.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the company had following events which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc:

1. Pass the resolution through Postal ballots.
2. E voting process.

This Report is to be read with our letter of even date which is annexed as **Annexure A** and Forms an integral part of this report.

For Pramod Kothari & Co.

Pramod Kothari
(Partner)
Membership No. FCS 7091
C.P. 11532

Place : Noida
Date : 30th May, 2015

'Annexure to Secretarial Audit Report '

To,
The Members,

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For Pramod Kothari & Co.

Pramod Kothari
(Partner)
Membership No. FCS 7091
C.P. 11532

Place : Noida
Date : 30th May, 2015

ANNEXURE "C" TO THE DIRECTORS' REPORT

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31st March, 2015
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. Registration and other details:

i)	CIN	:	L92111DL1985PLC021374
ii)	Registration Date	:	28th June, 1985
iii)	Name of the Company	:	Catvision Limited
iv)	Category/Sub-Category of the Company	:	Company Limited by share
v)	Address of the Registered office and contact details	:	H-17/202, Second Floor, Main Vikas Marg, Laxmi Nagar, Delhi-110092
vi)	Whether listed company	:	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent	:	RCMC Share Registry Private Limited, B-25/1, Okhla Industrial Area, Phase II, New Delhi-110020

II. Principal Business Activities of the company

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	1) Manufacturing and sale of CATV/SMATV[Community Antenna Television, Satellite Master Antenna Television], IPTV system(s); 2) Operation and Maintenance of CATV Networks; and 3) Channel Marketing	26304	100%

III. Particulars of Holding, Subsidiary And Associate Companies -

S. No.	Name and address of the company	CIN/GLN	Holding/Subsidiary/ Associate	% of shares held	Applicable Section
1.	Catvision Unitron Private Limited	U32204UP2013PTC055661	Associate	50%	Section 2(6)
2.	UNICAT Limited	Foreign Company	Associate	50%	-

III. Shareholding Pattern (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	% Change during the year
A. Promoters									
(1) **Indian**									
a) Individual/HUF	1,086,784	303,600	1,390,384	25.50	1,086,784	302,400	1,389,184	25.47	0.03
b) Central Govt.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) State Govt. (s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Bodies Corp.	Nil	171,900	171,900	3.15	Nil	171,900	171,900	3.15	Nil
e) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f) Any Other	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (A) (1):-	**1,086,784**	**475,500**	**1,562,284**	**28.65**	**1,086,784**	**474,300**	**1,561,084**	**28.62**	**0.03**

(2) Foreign									
a) NRIs - Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Other – Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) Bodies Corp.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Any Other	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (A) (2):-	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	**1,086,784**	**475,500**	**1,562,284**	**28.65**	**1,086,784**	**474,300**	**1,561,084**	**28.62**	**0.03**
B. Public Shareholding									
1. **Institutions**									
a) Mutual Funds/	200	15,600	15,800	0.29	200	15,600	15,800	0.29	Nil
b) Banks/FI	Nil	1100	1100	0.02	Nil	1100	1100	0.02	Nil
c) Central Govt.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) State Govt.(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Venture Capital funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f) Insurance Companies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
g) FIIs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
h) Foreign Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
i) Others (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (B)(1):-	200	16,700	16,900	0.31	200	16,700	16,900	0.31	Nil
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	1,277,586	18,900	1,296,486	23.77	1,266,242	18,900	1,285,142	23.56	(0.21)
ii) Overseas	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	
b) Individuals									
i) Individual shareholders holdingnominal share capital upto Rs.1 lakh	743,177	250,483	993,660	18.22	723,862	249,374	973,236	17.85	(0.37)
ii) Individual shareholders holdingnominal share capital in excess of Rs 1 lakh	604,724	Nil	604,724	11.09	637,305	Nil	637,305	11.69	0.6
c) Others									
1. Clearing Members	11,652	Nil	11,652	0.21	11,039	Nil	11,039	0.21	Nil
2. Non Resident	39,494	928400	967,894	17.75	40,494	128,400	168,894	3.1	(14.65)
3. Foreign Companies	Nil	Nil	Nil	Nil	Nil	800,000	800,000	14.67	14.67
d) NRI's	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (B)(2):-	2,676,633	1,197,783	3,874,416	71.04	2,678,942	1,196,674	3,875,616	71.07	0.03
Total Public Shareholding(B)= (B)(1)+(B)(2)	2,676,833	1,214,483	3,891,316	71.35	2,679,142	1,213,374	3,892,516	71.38	0.03
C. Shares held by Custodian for GDRs & ADRs	NIl	Nil	Nil	NIl	NIl	Nil	Nil	Nil	Nil
Grand Total (A+B+C)	3,763,617	1,689,983	5,453,600	100	3,765,926	1,687,674	5,453,600	100	Nil

(ii) Shareholding of Promoters:

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	% change in share holding during the year
1	Mr. S.A. Abbas	635,685	11.65%	-	635,685	11.65%	-	-
2	Mr. Sudhir Damodaran	617,975	11.33%	-	617,975	11.33%	-	-
	Total							

(iii) Change in Promoters' Shareholding (please specify, if there is no change) – NOT APPLICABLE:

S. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	N.A.	N.A.	N.A.	N.A.
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease(e.g. allotment/ transfer / bonus/ sweat equity etc):	N.A.	N.A.	N.A.	N.A.
	At the End of the year	N.A.	N.A.	N.A.	N.A.

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

S. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Global Impex limited	800,000	14.67	800,000	14.67
2	Vizwise Commerce Private Limited	696,737	12.78	696,737	12.78
3	Sudha Commercial Company Limited	209,000	3.83	209,399	3.84
4	Kulbir Singh	84,542	1.55	84,542	1.55
5	Deepinder Singh Poonian	72,960	1.34	73,541	1.35
6	SPG Finvest Private Limited	66,971	1.23	66,971	1.23
7	Dheeraj Kumar Lohia	65,690	1.20	65,690	1.20
8	Shri Parasram Holding Pvt. Ltd.	58,920	1.08	65,322	1.20
9	Virender Pal Mehta	62,323	1.14	62,323	1.14
10	Satish Mehta	59,147	1.08	5,9147	1.08

v) Shareholding of Directors and Key Managerial Personnel:

S. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	**Mr. S.A. Abbas- Managing Director**				
	At the beginning of the year	635,685	11.65%	635,685	11.65%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the End of the year			635,685	11.65%
2	**Mr. Sudhir Damodaran- Executive Director**				
	At the beginning of the year	617,975	11.33%	617,975	11.33%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the End of the year			617,975	11.33%
3.	**Mrs. Hina Abbas- Director**				
	At the beginning of the year	3,000	0.06%	3,000	0.06%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the End of the year			3,000	0.06%
4	**Dr. Sunil Anand- Independent Director**				
	At the beginning of the year	100	0.002%	100	0.002%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the End of the year			100	0.002%
5.	**Mr. Raman Rajiv Misra- Independent Director**				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the End of the year			-	-
6.	**Mr. Jagdish Prasad- Independent Director**				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the End of the year			-	-

S. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
7.	**Mr. Vinod Rawat- Chief Financial Officer**	1,686	0.031	1,686	0.031
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the End of the year			1,686	0.031
8.	**Ms. Rency George- Company Secretary**	-	-	-	-
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the End of the year	-	-	-	-

V. Indebtedness:

Indebtedness of the company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not Due	-	-	-	-
Total (i+ii+iii)	**-**	**-**	**-**	**-**
Change in Indebtedness during the financial year				
• **Addition**	-	-	-	-
• **Reduction**	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	14,00,000	14,00,000
ii) Interest due but not paid	-	-	-	
iii) Interest accrued but not due	-	-	-	
Total (i+ii+iii)			14,00,000	14,00,000

VI. Remuneration of Directors and Key Managerial Personnel:

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		Mr. S. A. Abbas Managing Director	Mr. Sudhir Damodaran Whole Time Director	Mrs. Hina Abbas Additional Director	
1.	Gross salary a) Salary as per provisions contained in section 17(1) of the Income-Tax Act,1961 b) Value of perquisites u/s 17(2) Income-tax Act,1961 c) Profits in lieu of salary under section 17(3) Income- Tax Act, 1961	 1,800,000 2,145,719	 1,605,000 1,178,500	 56,250 64,550	 3,461,250 3,388,769
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission- as % of profit- others, specify	—	—	—	—
5.	Others, please specify	-	-	-	-
	Total (A)	3,945,719	2,783,500	120,800	6,850,019
		Ceiling as per the Act (11% of Net Profit)			

B. Remuneration to other directors:

S. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Dr. Sunil Anand	Mr. Raman Rajiv Misra	Mr. Jagdish Prasad	
1.	Independent Directors				
	• Fee for attending board committee meetings • Commission • Others, please specify	25,000 Nil Nil	20,000 Nil Nil	10,000 Nil Nil	55,000
	Total (1)	25,000	20,000	10,000	55,000
2.	Other Non-Executive Directors				
	• Fee for attending board committee meetings • Commission • Others, please specify	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil
	Total (2)	Nil	Nil	Nil	Nil
	Total (B)=(1+2)	25,000	20,000	10,000	55,000
	Total Managerial Remuneration	25,000	20,000	10,000	55,000
			Overall Ceiling as per the Act (11% of Net Profit)		

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD:

S. No.	Particulars of Remuneration	Key Managerial Personnel		
		Chief Financial Officer	Company Secretary	Total
1.	Gross salary			
	a) Salary as per provisions contained in section 17(1) of the Income-Tax Act, 1961	856,800	69,265	926,065
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961	1,253,856	91,371	1,345,227
	c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961			
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit- others, specify	-	-	-
5.	Others, please specify	-	-	-
	Total	2,110,656	160,636	2,271,292

Excludes benefits paid on resignation/superannuation i.e. gratuity, leave encashment etc.

VII. Penalties / Punishment/ Compounding of Offences:

During the year, no penalties were levied against the company, its directors or any of its officers under the Companies Act, 2013 nor was there any punishment or compounding offences against the company, its directors or any of its officers.

REPORT ON CORPORATE GOVERNANCE

The Securities and Exchange Board of India (SEBI) has introduced a Code of Corporate Governance by incorporating Clause 49 in the Listing Agreement of the Stock Exchanges. Your company has complied in all matters and a report on the implementation of the Corporate Governance of the Listing Agreement by the company is furnished below:

A. PHILOSOPHY ON CORPORATE GOVERNANCE:

Corporate Governance encompasses the manner in which corporations are governed, directed and controlled. It not only tells the company what to do as a company with the profits, but also how to make them. It addresses how your company manages its economic and social responsibilities as well as its relationship with all key stakeholders.

Your company strives to achieve excellence in corporate governance and it believes in and practices good corporate governance. Your company is committed to the adoption of the best governance practices and its adherence in the true spirit, at all times. The company's philosophy on corporate governance is aimed at strengthening confidence among shareholders, customers and employees and ensuring a long-term relationship of trust by maintaining transparency and disclosures. This philosophy is backed by principles of concern, commitment, ethics, excellence and learning in all its acts and relationships with stakeholders, customers and associates. The objective of the company is not only to meet the statutory requirements of the Code of Corporate Governance as prescribed under Clause49 of the Listing Agreement, but to develop such systems and follow such practices and procedures as would make the management completely transparent and accountable in its interaction with employees, shareholders, lending institutions and its customers, thereby enhancing the shareholders' value and protecting the interest of the shareholders.

The Report on Corporate Governance is divided into four parts: Board of Directors, Committees of the Board of Directors; Shareholders Information and Other Disclosures.

B. BOARD OF DIRECTORS:

In terms of the company's Corporate Governance Policy, all statutory and other significant and material information are placed before the Board to enable it to discharge its responsibilities.

a. Composition of the Board of Directors:

The Board of Directors of your company has an optimum combination of executive and non-executive directors. The non-executive directors include independent professionals having considerable experience and expertise in their respective areas. Together they bring diverse experience, skills and vast expertise.

The business of the company is managed by the Board of Directors. As on the date of this report, there are six Directors on the Board with three being Executive Directors. The Directors are specialists in their respective fields and possess required technical and leadership skills. The responsibilities of the Board, inter- alia, include formulation of policies, taking initiatives, performance review, monitoring of plans, pursuing of policies and procedures. The composition of the Board as on 31st March, 2015:

Category of Directors	No. of Directors	% of total No. of Directors
Executive Directors	3	50%
Non-Executive Independent Directors	3	50%

The brief description of the Directors, along with the companies in which they hold directorship and the membership of the committees of the Board are given hereunder:

Mr. S. A. Abbas:

Mr. S. A. Abbas is B. Tech. from IIT Kanpur and MBA from IIM Calcutta. He is the Managing Director and one of the principal promoters of the Company. He has built a team of professionals who have been given independent charge of various functions in the company. He is also an invitee member of the Audit Committee and a member of the Shareholders/ Investors Grievance Committee of the company. Under his dynamic leadership Catvision has become one of the leading names in the cable TV industry. Apart from the company, Mr. Abbas also holds the position of Director in Catvision Unitron Pvt. Ltd. and Unicat Ltd. Mr. S. A. Abbas holds 635,685 equity shares in Catvision Limited.

Mr. Sudhir Damodaran:

Mr. Sudhir Damodaran is a Science Graduate from Bangalore University. He is the Executive Director and one of the principal promoters of the company. He is instrumental in building the marketing network and setting up the hotel systems division of the company. Mr. Sudhir Damodaran holds the position of Director in Catvision Unitron Pvt. Ltd. and holds 617,975 equity shares in Catvision Limited.

Mrs. Hina Abbas:

Mrs. Hina Abbas is a Graduate from Aligarh Muslim University. She was inducted in the Board of Directors on 12th February, 2015 as an Additional Director. She has been associated with Catvision from many years and holds the position of Head of the Department to P&A. Mrs. Abbas holds the position of Director in Total Telemedia Private Limited and holds 3000 equity shares in Catvision Limited.

Dr. Sunil Anand:

Dr. Sunil Anand is a professionally qualified MBBS and MD. He was inducted in the Board of Directors on 15th July, 2005 as an Independent Director. He has been in the business of medical projects & consultancy and is having vast experience. Dr. Anand holds directorship in DAA Business Associates Private Limited and Advance Gene Decode Labs Private Limited and holds 100 equity shares in Catvision Limited.

Mr. Raman Rajiv Misra:

Mr. Raman Rajiv Misra is an Economics Honors Graduate from Punjab University, He was inducted in the Board of Directors on 31st October, 2002 as an Independent Director. He has been in the business of International Trading and real state. Mr. Misra also holds directorship in Mexim India Private Limited, Three S Infrastructure Private Limited and Mexim Good Living Private Limited.

Jagdish Prasad:

Mr. Jagdish Prasad is B.Tech from IIT Kanpur. He was inducted in the Board of Directors on 27th May, 2013 as an independent Director. Mr. Prasad earlier worked with a software development company in California. He is currently based at Sacramento, USA, but has business interests in India. Mr. Prasad also holds directorship in Agniroth Photonics Private Limited

b. Board Membership & Terms:

Independent Directors are not liable to retire by rotation and one-third of the Directors retires every year and, if eligible, offers themselves for re-appointment.

c. Meeting and Attendance:

The company's Governance Policy requires the Board to meet at least four times in a year. The intervening period between two Board meetings was well within the maximum gap of four months prescribed under Clause 49 of the Listing Agreement with the Stock Exchange. The annual calendar of meetings is determined in advance at the beginning of each year. None of the Directors of the company was a member of more than ten committees nor was the Chairman of more than five committees across all companies in which he is a Director. The meetings of the Board are generally held at the corporate office of the company.

During the financial year under review, 5 Board Meetings were held. The dates on which these meetings held were 31st May, 2014, 11th August, 2014, 30th September, 2014, 14th November, 2014 and 12th February, 2015. The intervening period between any two Board Meeting were well within the maximum time gap of four months prescribed under Clause 49 of the Listing Agreement. Particulars of Directors, their attendance at the Annual General Meeting and Board Meetings, are as under:

Name of the Directors	Category	Attendance			No. of other Directorships and Committee Memberships / Chairmanships		
		No. of Board Meetings					
		Held	Attended	Last AGM	Director	Member	Chairman
S. A. Abbas	PD/ED	5	5	Yes	2	1	1
Sudhir Damodaran	PD/ED	5	2	No	1	1	None
Hina Abbas (Inducted from 12th February, 2015)	ED	5	1	No	1	None	None
Dr. Sunil Anand	ID	5	5	Yes	2	3	None
Raman Rajiv Misra	ID	5	4	Yes	3	1	2
Jagdish Prasad	ID	5	3	No	1	2	None

Note: PD - Promoter Director, ED - Executive Director, ID - Independent Director.

d. Availability of information supplied to the Board:

The Board of Directors has complete access to all information with the company. Inter-alia, the following information is provided to the Board and the agenda papers for the meetings are circulated in advance of each meeting.

- Annual operating plans and budgets and any updates, capital budget and any updates
- Quarterly results of the company and its operating divisions or business segments;
- Minutes of meeting of audit committee and other committees of the Board;
- Information on recruitment and remuneration of senior officers just below the Board level;
- Materially important show cause, demand, prosecution and penalty notices;

- Fatal or serious accidents or dangerous occurrences;
- Any materially significant effluent or pollution problems;
- Any materially relevant default in financial obligations to and by the company or substantial non-payment for goods sold by the company;
- Any issue, which involves possible public or products liability, claims if substantial in nature, etc.;
- Details of any joint venture or collaboration agreement;
- Transactions that involve substantial payment towards goodwill, brand equity or intellectual property;
- Significant labour problems and their proposed solutions;
- Significant development in the human resources and industrial relations front;
- Sale of material nature, of investments, assets, which is not in the normal course of business;
- Quarterly details of foreign exchange exposure and the steps taken by the management to limit the risks of adverse exchange rate movement;
- All other matters required to be placed before the Board for its review/information/ approval/ under the statutes, including Clause 49 of the Listing Agreement with Stock Exchange;
- Non-compliance of any regulatory requirements of statutory nature or listing requirements as well as shareholders services such as non-payment of dividend and delays in share transfer;
- The Board has established procedures to enable it to periodically review compliance reports of all laws applicable to the company, prepared by the company as well as steps taken by the company to rectify instances of non-compliance.

e. Code of Conduct:

The Board has laid down the code of conduct for the Board and Senior Management Team of the company. The Board members and Senior Management team have affirmed compliance with the code.

f. Non-Executive Directors' Compensation and Disclosure:

Sitting Fee paid to Non-Executive and Independent Directors are approved by the Board of Directors and have the shareholders' approval. The details of sitting fee paid/to be paid to the Non- Executive Directors and Independent Directors are given separately in this report.

C. COMMITTEES OF THE BOARD OF DIRECTORS:

Currently, the Board has three committees, the Audit Committee, the Remuneration Committee and the Share Transfer and Investors Grievance Committee. The Board is responsible for constituting, assigning, co-opting and fixing of terms of service for committee members and it delegates powers to these committees.

a. Audit Committee:

The Audit Committee of the Board of Directors comprises three Non-Executive Independent Directors viz. Mr. Raman Rajiv Misra, Chairman, Dr. Sunil Anand and Mr. Jagdish Prasad as members. All the three directors are independent directors. The Managing Director, the Chief Financial Officer and the representative of Statutory Auditors are the invitees to the Audit Committee. The Company Secretary is the Secretary to the Committee. The representatives of the Cost Auditors are invited to the meeting of the Audit Committee where matters relating to the cost audit are considered. All the members of the audit committee are financially literate and have accounting and financial management expertise. The constitution and composition of the Audit Committee is in accordance with the provisions of Section 177 of the Companies Act, 2013, and the requirements of Clause 49 of the Listing Agreement with Stock Exchanges.

The powers and role of the Committee encompass accounting matters, financial reporting and internal controls. The terms of reference of the Audit Committee are as contained in Clause 49 of the Listing Agreement with stock exchanges and Section 177 of the Companies Act 2013. During the year, the Committee has met four times. The statutory Auditors of the company were also invited to attend the Audit Committee meetings.

Name of the Member	Status	No. of Meetings	
		Held	Attended
Mr. Raman Rajiv Misra	Chairman	4	4
Dr. Sunil Anand	Member	4	4
Mr. Jagdish Prasad	Member	4	3

Power of Audit Committee:

The Audit Committee have powers, which include the following:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

Role:

The role of the Audit Committee includes the following:

1. Oversight of the company's financial reporting process and the disclosure of its financial information, to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing with the Management, the periodical financial statements before submission to the Board for approval, with particular reference to:
   a. Matters required to be included in the Director's Responsibility Statement to be included in the Directors' report in terms of Clause (c) of Sub-Section 3 of Section 133 of the Companies Act, 2013;
   b. Changes, if any, in accounting policies and practices and reasons for the same;
   c. Major accounting entries involving estimates based on the exercise of judgment by the management;
   d. Significant adjustments made in the financial statements arising out of audit findings;
   e. Compliance with listing and other legal requirements relating to financial statements;
   f. Disclosure of any related party transactions; and
   g. Qualifications in the draft Audit Report.
5. Reviewing with the management, the periodical financial statements before submission to the Board for approval.
6. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
7. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
8. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
9. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
10. Discussion with internal auditors any significant findings and follow up there on.
11. Reviewing the findings of any Internal Investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
12. Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
13. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
14. Reviewing the functioning of Whistle Blower mechanism in the company.
15. Reviewing other areas that may be brought under the purview of the role of Audit Committee as specified in the Listing Agreement and the Companies Act, as and when amended.

Review of information by Audit Committee:

The Audit Committee reviews the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by the Management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses;
5. The appointment, removal and terms of remuneration of the Chief internal Auditor;
6. Risk Management Policy of your company.

Subsidiary Companies:

The company does not have any subsidiary company.

Accounting Treatment:

The financial statements have been prepared as per generally accepted accounting principles and in accordance with the prescribed accounting standards.

Risk Management:

The company has a Risk Management policy that facilitates the identification and assessment of new risks and review of existing risks. The communication is being done regularly, across the organization to spread awareness on risks, root causes and action plan through in-house risk management awareness. The potential risks are shared and debated among the employees of the company to create desire among them to control risks in their respective work and areas. The management is committed further to strengthen its risk management capabilities in order to protect and enhance shareholders value. Continuous efforts are made in creating new opportunities, improving competencies/knowledge in various areas leading to improved performance.

b. Nomination & Remuneration Committee:

The company has constituted an independent Remuneration Committee with an objective of determining on behalf of the Board and Shareholders, the company's policy on specific remuneration packages for the Managing Director and Executive Director including pension rights and compensation payment. There is no pecuniary relationship or transactions of the non-executive directors vis-à-vis the company. As on 31st March, 2015, the Remuneration Committee comprises of Mr. Raman Rajiv Misra, Dr. Sunil Anand and Mr. Jagdish Prasad. The Nomination & Remuneration Committee is entrusted with the responsibility of finalizing the remuneration of Managing Director and Executive Director and to assist the Board of Directors of the company on the following:

a. Review of Human Resource policies and practices of the company and, in particular, policies regarding remuneration of Executive Directors and Senior Management.

b. In principle approval of compensation philosophy.

c. Induction of new people.

The company does not pay any remuneration to its Non-Executive Directors except sitting fees for attending the meetings of the Board and committees.

Name of the Member	Status	No. of Meetings	
		Held	Attended
Mr. Raman Rajiv Misra	Chairman	1	1
Dr. Sunil Anand	Member	1	1
Mr Jagdish Prasad	Member	1	1

The details of the remuneration and sitting fees paid during the year ended 31st March, 2015 is as follows:

Sl. No.	Name of the Member	Salary	Perquisites and Other Benefits	Sitting Fee	Total
1.	Mr. S. A. Abbas	1,800,000	2,145,719	-	3,945,719
2.	Mr. Sudhir Damodaran	1,605,000	1,178,500	-	2,783,500
3.	Mrs. Hina Abbas	56,250	64,550		120,800
4.	Mr. Raman Rajiv Misra	-	-	25,000	25,000
5.	Dr. Sunil Anand	-	-	20,000	20,000
6.	Mr. Jagdish Prasad	-	-	10,000	10,000

Policy for selection and appointment of directors and their remuneration:

The Nomination and Remuneration (N&R) Committee has adopted a Charter which, inter alia, deals with the manner of selection of Board of Directors and Managing Director and their remuneration.

In case of appointment of Independent Directors, the N&R Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the company so as to enable the Board to discharge its function and duties effectively. The N&R Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.

The N&R Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.

i. Qualification, expertise and experience of the Directors in their respective fields;

ii. Personal, Professional or business standing;

iii. Diversity of the Board.

In case of re-appointment of Non-Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

Remuneration:

The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board meetings. A Non Executive Director shall be entitled to receive sitting fees for each meeting of the Board attended by him, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

For the purpose of selection of the Managing Director & Whole Time Director, the N&R Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board.

The Committee will also ensure that the incumbent fulfills such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

Remuneration Policy for the Managing Director & Whole Time Director:

At the time of appointment or re-appointment, the Managing Director & Whole Time Director shall be paid such remuneration as may be mutually agreed between the company (which includes the N&R Committee and the Board of Directors) and the Managing Director & Whole Time Director within the overall limits prescribed under the Companies Act, 2013.

The remuneration shall be subject to the approval of the Members of the company in General Meeting. The remuneration of the Managing Director & Whole Time Director comprises only of fixed component. The fixed component comprises salary, allowances, perquisites, amenities and retiral benefits.

Remuneration Policy for the Senior Management Employees:

In determining the remuneration of the Senior Management Employees (i.e. KMPs and Executive Committee Members) the N&R Committee shall ensure that the relationship of remuneration and performance benchmark is clear. The Managing Director will carry out the individual performance review based on the standard appraisal matrix and shall take into account the appraisal score card and other factors mentioned herein above, whilst recommending the annual increment and performance incentive to the N&R Committee for its review and approval.

c) Stakeholders Relationship Committee:

The Board of Directors of the company has constituted a Stakeholders Relationship Committee, comprising of Mr. S.A. Abbas, Mr. Raman Rajiv Misra and Dr. Sunil Anand. The Committee, inter-alia, oversees and reviews all matters connected with securities transfer. The Committee also looks into redressal of shareholders' complaints. The Committee also overseas the performance of the Registrar and Transfer Agents and recommends measures for overall improvement to provide the quality services to its valued investors.

RCMC Share Registry Pvt. Ltd. has been appointed as Registrar and Share Transfer Agent to register share transfer, coordinate with the Depositories and to look after the redressal of shareholders' and investors' complaints. The Company Secretary is nominated as the Compliance Officer. The activities of the Registrar & Share Transfer Agent are independently audited by a practicing Company Secretary.

Name of the Member	Status	No. of Meetings	
		Held	Attended
Mr. S.A. Abbas	Chairman	3	3
Mr. Raman Rajiv Misra	Member	3	3
Dr. Sunil Anand	Member	3	3

The Board of Directors has delegated the power of approving the transfer of securities to the Stakeholders Relationship Committee which includes the Managing Director, the Company Secretary, the Chief Financial Officer and the Compliance Officer. The Board has designated Ms. Rency George, Company Secretary, as the Compliance Officer of the company. All the complaints received were replied to the satisfaction of shareholders during the year under review. Outstanding complaints as on 31st March, 2015 were Nil.

D. CEO/CFO CERTIFICATION:

The Managing Director and Chief Financial Officer of the company have disclosed the required information to the Board as well as disclosed the required information to the Board as well as disclosed the required information to the Statutory Auditor and Audit Committee in terms of Clause 49 (V) of the Listing Agreement. A certificate on this is annexed in the report

E. SHAREHOLDER INFORMATION:

a) Separate Meeting of Independent Directors:

A separate meeting of Independent Directors of the Company was held on 12th February, 2015, without the attendance of Non-Independent directors & members of management, to interalia:

i) Review the performance of non-independent directors and Board as a whole;

ii) Review the performance of the Chairman of the Company, taking into account the views of executive directors;

iii) Assess the quality, quantity and timeliness of flow of information between the company management and Board that is necessary for the Board to effectively and reasonably perform their duties.

All the Independent Directors were present in the meeting.

b) Annual General Meeting:

The 30th Annual General meeting of the company shall be held on 30th September, 2015 at 12.30 p.m. at Riverside Sports & Recreation Club, Club Avenue, Mayur Vihar, Phase I, New Delhi-110091. The last three General Meetings of the company were held as under:

Annual General Meeting	Days, Date and Time	Special Resolutions Passed There at
29th	Tuesday, 30th September, 2014 at 11.30 p.m.	1
28th	Monday, 30th September, 2013 at 12.30 p.m.	2
27th	Saturday, 29th September, 2012 at 11.30 a.m.	3

e) Postal Ballot:

For the year ended March 31, 2015 Postal Ballot was conducted pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014 for passing two special resolutions and one ordinary resolution.

f) Financial year:

The financial year of the company starts from 1st April of a year and ends on 31st March of the following year.

g) Date of Book Closure:

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).

c) Financial Calendar:

For each calendar quarter, the financial results are reviewed and taken on record by the Board during the last week of the month subsequent to the quarter ending. The audited annual accounts as at 31st March, 2015 are approved by the Board, after a review thereof by the Audit Committee.

Financial Reporting for	Tentative Timer Period
Quarter ending June, 30, 2015	by 15th August, 2015
Quarter ending September 30, 2015	by 15th November, 2015
Quarter ending December 31, 2015	by 15th February, 2015
Quarter ending March 31, 2016	by 15th May, 2016

The Annual General Meeting to consider such annual accounts is held in the second quarter of the financial year.

d) Listing on Stock Exchanges:

The Equity Shares of the company are presently listed at The Bombay Stock Exchange Limited, Mumbai. The annual fee of ₹ 200000/- for financial year 2015-16 has been paid to the stock exchanges where the shares of the company are listed.

Pursuant to Clause 5 of the Securities and Exchange Board of India (Delisting of Securities) Guidelines, 2003, the company, in the month of March, 2004, applied for voluntary delisting of its Equity Shares The Calcutta Stock Exchange Limited but the delisting approval from The Calcutta Stock Exchange Limited is still awaited. The company has been continuously following it with them.

h) Stock Code:

Trading Symbol at the Stock Exchange Limited, Mumbai is 531158

The ISIN Number in NSDL & CDSL is INE 660B01011.

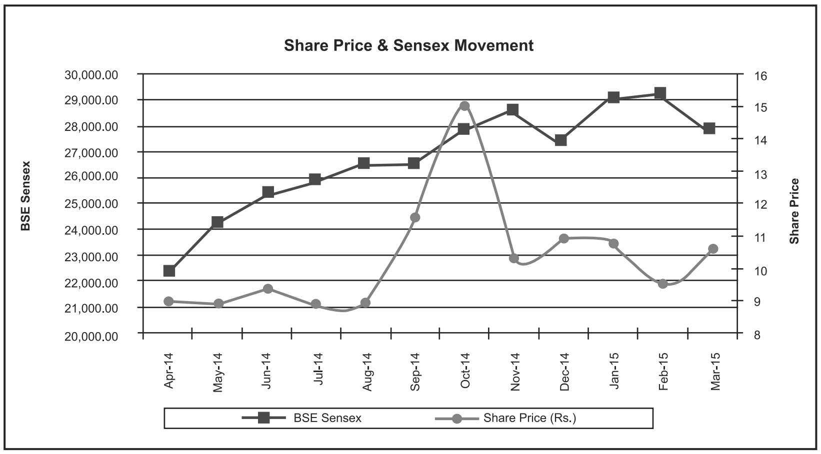
i) Market Price Data:

The monthly high and low prices and volume of Equity Shares traded on The Bombay Stock Exchange Limited, Mumbai during the period April, 2014 to 31st March, 2015 are as under:

Months	Month's High (₹)	Month's Low (₹)	Volume of Shares Traded (Nos.)
April-2014	9.41	8.94	4
May-2014	8.94	8.94	-
June-2014	10.25	8.17	101
July-2014	9.85	8.51	107
August-2014	9.50	8.63	58
September-2014	11.50	9.31	41

Months	Month's High (₹)	Month's Low (₹)	Volume of Shares Traded (Nos.)
October-2014	15.90	12.07	63
November-2014	14.25	10.30	32
December-2014	12.07	8.86	60
January-2015	11.29	10.29	8
February-2015	10.20	7.92	28
March-2015	10.50	8.97	40

j) Relative performance of the share price of the Company in comparison to the BSE Sensex:



k) Share Transfer System:

Application for transfer, transmission and transposition are received by the company at its Registered Office or Head Office or at the office of its Registrar and Transfer Agent. As the shares of the company are in dematerialized form, the transfer is duly processed by NSDL/CDSL in electronic form through the respective depository participant. Shares, which are in physical form, are processed by the Registrar & Share Transfer Agent on a regular basis and the certificates are dispatched directly to the investors. The Share Transfer and Transactions Committee of the Board of Directors of the company is empowered to approve transfer transmission, etc. Such approvals are generally accorded on fixed dates, two times every month and, thereafter, transfers are registered and duly endorsed certificates are sent to the shareholders.

l) Distribution of Shareholding:

i) The distribution of shareholding by size class as at 31st March, 2015 is as follows :

Shareholding of Value of ₹	Folios		Shares	
	Numbers	% age	Numbers	% age
00000-5000	2296	82.95	4776420	8.76
05001-10000	244	8.82	214678	3.94
10001-20000	98	3.54	150603	2.76
20001-30000	43	1.55	110991	2.04
30001-40000	8	0.29	28832	0.53
40001-50000	16	0.58	74859	1.37
50001-100000	25	0.90	196017	3.59
100001 and above	38	1.37	4199978	77.01
Total	2768	100.00	5453600	100.00

ii) The Distribution of shareholding, by ownership, as at 31st March, 2015 is as follows:

Category	No. of Shares Held	Percentage of Shares
Promoters:	1,562,284	28.65
Financial Institution / Bank	16,900	0.31
General Public:		
- Individuals/Trust	1,610,036	29.52
- Bodies Corporate	1,296,486	23.77
- NRI	967,894	17.75
Total	**5,453,600**	**100.00**

m) Dematerialisation of Shares:

The shares of the company are in compulsory demat segment and are available for trading in the depository systems as per notification issued by Securities and Exchange Board of India (SEBI). In order to enable the shareholders to hold their shares in electronic form and to facilitate scrip-less trading, the company has enlisted its shares with the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL). As at 31st March, 2015, 37,63,617 Equity Shares out of 54,53,600 Equity Shares of the company, forming 68.79% of the company's paid up capital is held in the dematerialized form.

n) Other Information:

1)	Date of Incorporation	:	28th June, 1985
2)	Registration No.	:	L92111DL1985PLC021374
3)	Registered Office	:	H-17/2, 2nd Floor, Main Vikas Marg, Laxmi Nagar, Delhi-110092, India
4)	Location of Plants	:	F-87, Selaqui Industrial Area Dehradun-248197, (Uttarakhand)
5)	Head Office	:	E-14 & 15, Sector-8, Noida, Distt. Gautam Budh Nagar, U.P. 201301. Ph. No. 0120-936750
6)	Overseas Office	:	C1, 705 C, Ajman Free Zone, Ajman- UAE
7)	Website	:	www.catvisionininda.com
8)	E-mail	:	catvision@catvisionindia.com
9)	Registrar & Share Transfer Agent	:	RCMC Share Registry Pvt Ltd. B-25/1, First Floor, Okhla Industrial Area, Phase - II, New Delhi - 110020 Ph. No.: 011 - 26387320, 21, Fax : 011 - 26387332 E-mail: shares@rcmcdelhi.com

o) Means of Communication:

The company has been disclosing its corporate financial results quarterly, half-yearly and annually. The quarterly and half-yearly unaudited financial results of the company were sent to all the stock exchanges where its Equity Shares are listed. The results are normally published in the main editions of the Business Standard, Money Makers etc. Annual results are sent to each shareholder. The detailed information about its products is displaced on its website www.catvisionindia.com.

No presentations were made to institutional investors and analysts during the year under review. The Management Discussion and Analysis forms part of the Directors' Report in the Annual Report:

p) Reconciliation of Share Capital Audit:

A qualified practicing Company Secretary carried out quarterly Reconciliation of Share Capital to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit confirmed that the total issued/ paid-up capital was in agreement with the aggregate of the total number of shares in physical form and the total number of dematerialized form held with NSDL and CDSL. A Copy of the Audit Report is submitted to the Bombay Stock Exchange Limited, Mumbai where the securities of the company are listed.

F. OTHER DISCLOSURES:

a) Appointment & Re-appointment of Director:

Mr. S.A. Abbas, retires by rotation and being eligible, offers himself for re-appointment. Mrs. Hina Abbas was appointed as an Additional Director and whose term expires at the ensuing Annual General Meeting, being eligible, offers herself for re-appointment as Director of the Company. There candidature for appointment will be proposed to shareholders at the Annual General Meeting in accordance with the provisions of the Companies Act, 2013.

b) Management Discussion and Analysis Report:

Investors are cautioned that the discussion contains forward looking statements that involve risks and uncertainties including but not limited to, risks inherent in the company's growth strategy, dependence on certain businesses, dependence on availability of qualified and trained manpower and other factors. The following discussion and analysis should be read in conjunction with the company's financial statements included herein and the notes thereto.

Company Overview:

Catvision Limited, a public limited company incorporated under the Indian Companies Act, 1956, is listed on the Bombay Stock Exchange (Code: 53118). The company was incorporated as Catvision Products Limited on 28th June 1985. The name of the company was changed to Catvision Limited after obtaining a fresh certificate of incorporation.

The company has 2 businesses: (1) Manufacturing and sales of cable television equipment and systems to cable TV operators and multi system operators (MSOs); and (2) Sales, installation and operation of cable TV and energy management systems and services to hotels.

Business Overview:

The financial statements have been prepared in compliance with the requirement of the Companies Act, 2013, guidelines issued by the Securities Exchange Board of India (SEBI) and Generally Accepted Accounting Principles (GAAP) in India. Our management accepts responsibility for the integrity and objectivity of these financial statements and estimates and judgments used thereon and which have been made on a prudent and reasonable basis.

The turnover of your company was Rs 3272.05 lacs as compared to Rs. 3327.13 lacs in the previous year resulting in a marginal decline of 0.98% over the last year. During the year under review, the country went through parliamentary election and a new Government was formed. The new Government took the decision to defer the digitalization of cable TV by one year. This had an adverse impact on the market as operators deferred their purchases.

Indian Economy:

During the year under review, the people of India elected a new Central Government with complete majority that was missing since the last few decades. The Indian Economy in 2014-15 emerged as one of the largest and fastest-growing economies in the world with a promising economic outlook. As adjusted for a methodological revision in India's GDP calculation, GDP for Fiscal 2014-15 increased by 6.09%.

The Government of India has taken several steps to increase GDP. The Prime Minister has put Indian manufacturing on top priority. His 'Make in India' and 'Digital India' campaigns aim at transforming India into a manufacturing hub. They will facilitate investment, foster innovation, enhance skill development, protect intellectual property, and build world class manufacturing infrastructure.

Media and Entertainment Industry

The Indian Media and Entertainment (M&E) industry is a sunrise sector for the economy and is recording high growth rates. Starting with one channel – Doordarshan - liberalization in 1991 opened the Indian television market. Today there are close to 800 Channels operating in India and applications for almost equal numbers are pending for approval before the appropriate Ministry. The M&E industry is poised to grow at a CAGR of 13.9%, from Rs. 1026 billion in 2014 to reach to Rs. 1964 billion by 2019.

Indian Cable television industry is passing through digitalization and changes:

India now has 277 millions households with television sets of which over 145 million have access to cable or satellite television. TV-owning households have been growing at 8-9% annually with digital TV penetration at 64% due to mandatory digitalization of cable TV services.

Analog switchover:

The Ministry of Information and Broadcasting issued a notification on 11th November 2011, setting 31st March 2015 as the deadline for complete shift from analogue to digital systems. Chennai, Delhi, Kolkata, and Mumbai had to switch by 31st October 2012. The second phase of 38 cities, including Bangalore, Chandigarh, Nagpur, Patna, and Pune, was to switch by 31st March 2013. The remaining urban areas were to digitalize by 30th November 2014 and the rest of the country by 31st March 2015. These dates were subsequently modified to 31st December, 2014 and 31st December 2015 respectively. With limited availability of Set Top Boxes, and to allow the domestic manufacturers more time to meet the huge demand for Set Top Boxes (STBs), the newly elected Government has extended both deadlines by one year.

Under its Make-in-India policy, the Government has initiated several initiatives to boost the local manufacturing of STBs: Compulsory BIS registration for overseas manufactured STBs, increase in the custom duty of STBs and allowing STBS to be procured against concessional rate of VAT are few of them.

Your company will be a big participant in the digitalization process since it offers several products, a strong brand and 30 years of experience in the industry. In order to take advantage of digitization, your company entered into a joint venture to manufacture CATV digital headend in India. The first product of the JV is a digital encoder branded TRINETRA, which your company is selling in good numbers to cable operators. The response has been very good and with this your company is in a commanding position to sell in Phase-3 and Phase -4 markets, which are the real markets of your company.

During the year under review your company sold 42000 Set Top Boxes under its brand to various operators across the country. The overwhelming response has forced your company to consider in-housing manufacturing of STBs at its factory. In order to do that your company has concluded discussions with design house and proposes to commence in-house manufacturing of STBs from the first quarter of 2015-16.

Hotel Systems & Services:

The Indian tourism and hospitality industry has proved to be strong and resilient and a fundamental contributor to the Indian economy. The long terms outlook for the Indian hospitality business continues to be positive, both for the business as well as the leisure segments with potential for economic growth.

The industry outlook in the previous year seemed to be subdued. There was a marginal growth of 10% in occupancies in 2014-15. However, this trend was geographically concentrated in specific cities like Mumbai. The rate integrity was weak. The average room rent touched new lows on a month-to month basis with a steady discount in the previous year, although the discount appears to be narrowing. The domestic demand continues to grow at lower pace, however, the global volatile economic scenario makes demand forecasting and pricing the room inventory difficult. Although the Government of India has initiated several steps to boost this industry viz- easier e-visa regime, mission 'Make-in-India', Swachh Bharat Abhiyan, Digital India, Smart Cities and other similar initiative which will build positive global image for the country and will have long term impact for the travel and tourism industry. It is expected that the travel and tourism industry in India will grow by 9-11% in 2015-16 and will contribute 7% of India's GDP, and generate 37.4 million jobs. India has around 29000 premium rooms under development, to be launched over the next five to six years.

Your company has positioned itself as one of the dominant solutions providers in SMATV and IPTV solutions under one roof in association with world class leading manufacturers of such equipment and systems for the hotel industry.

Strengths & Opportunities:

Your company not only has a complete range of digital head-end systems and fibre optic products, but also possesses the skills to provide installation and technical support to customers, perhaps better than any other Indian company. The in-house manufacturing of digital headend and STBs puts the company in a commanding position. Your company has successfully installed digital head-ends with operators across the country and is the only domestic company who has pan India presence in the market.

Several opportunities are available to the company in the foreseeable future. In CATV the biggest opportunity is the digitization of cable networks – both in the residential as well as hospitality sectors. The government's thrust on digitization and addressability for cable television is expected to increase the pace of digitization leading to tremendous growth for digital cable. As an experienced leader in the industry, it is going to be a big opportunity for your company. In the hospitality sector too the migration to IPTV has started to happen; and here it will not be just for new properties but for existing ones too. The prospects for the hotel industry in India are bright. With revival in the global economy, international tourist inflow into the country is expected to rise which will open up new investment opportunities to hotels and your company will get benefited with this.

Threats & Challenges:

The economic slowdown and Government Policy on digitalization, TRAI policy on tariff fixation will remain the biggest threats to the company's operations. Being in the technology sector your company faces a threat from new and disruptive technology. A lot is happening in the TV space and several technologies are fighting for market share. It is for this reason that your company remains technology agnostic. Catvision is familiar with all emerging trends and has positioned itself as a system integrator. Let the customer choose the technology most appropriate for him. While there is immense potential for hospitality industry, concerns for growth of the industry remain. These include high real estate prices in the country, interest cost, shortage of manpower, high tax structure, and non-uniformity in taxes

The company incurs a significant portion of its expenses (mainly material cost) in foreign currencies, particularly in US$. Accordingly, the company is exposed to fluctuations in the exchange rates between the US$ and the Rupee, the company's reporting currency, which may have substantial impact on its expenses. Increasing salary cost and escalating operating expenses are continuously mounting pressure on margins.

Segment performance:

	Current (₹)	Previous (₹)
Products	**265,464,281**	254,265,906
Services	**61,572,029**	78,264,135

c. **Risks and Concerns:**

Industry Risk:

The major risks, which prevail in the industry, are changes in government policies, regulations, technological obsolescence, impact due to fluctuations in the economy by changes in global and domestic economies, changes in local market conditions, competition in the industry, fluctuations in interest and foreign exchange rates and other social factors. Since the demand for company's products is affected by the word economic growth, domestic economic growth, the global and domestic recession could also lead to a downturn in the Cable television industry.

Company specific Risks:

The company has made significant investments in joint venture companies for developing next generation products. Such investment are strategic and are aligned with exact delivery schedules. If there is delays in delivering the product it might face serious challenges subsequently in the market.

There is competition from the organized and un-organized sectors. The un-organized sector imposes unhealthy competitive environment. The success of your company will be dependent upon its ability to compete in areas such as quality product, brand recognition, quality and of service level and product range.

Your company has a high dependency on imports in respect of which it faces fluctuations in currency risks.

Your company employs various policies and methods to counter these risks effectively. It keeps improving the quality of its products and services, reducing the dependency on the imports, continuous monitoring the foreign currency exposures.

d. **Internal Control Systems:**

Your company has in place adequate internal control procedures commensurate with nature of its business and the size of its operations covering all corporate functions. The internal control systems are designed to provide reasonable assurance regarding the effectiveness and efficiently of operations, the adequacy of safeguards for assets, the reliability of financial controls and compliance with applicable laws and regulations.

The system focuses on optimum utilization of resources and adequate protection of Company's assets. The internal control system provides for adherence to approved procedures, polices, guidelines, and authorization. In order to ensure that all checks and balances are in place and all the internal controls systems and procedures are in order, regular and exhaustive internal audit is conducted at regular intervals and covers the key areas of operation. All significant audit observations and follow-up actions thereon are reported to the Audit Committee.

The Audit Committee of the Board oversees the adequacy of the internal control environment through regular reviews of the audit findings and monitoring implementations of the recommendations through compliance reports submitted to the.

e. **Human Resources/Industrial Relations, including number of people employed:**

Your company's industrial relations continued to be harmonious during the year under review. Your company conducts regular in-house training programs for employees at all levels. The focus is on maintaining employee motivation at a high level with stress on leadership development.

f. **Cautionary Statement:**

Estimation and expectation made in this Management Discussion and Analysis may differ from actual performance due to various factors. The important factors that could make a difference to your company's operations include economic conditions affecting demand/supply, price conditions in the domestic and international markets, and changes in Government regulations, tax laws, other statutes and other incidental factors.

The financial statements have been prepared in compliance with the requirement of the Companies Act, 2013, guidelines issued by the Securities Exchange Board of India (SEBI) and Generally Accepted Accounting Principles (GAAP) in India. Our management accepts responsibility for the integrity and objectivity of these financial statements and estimates and judgments used thereon and which have been made on a prudent and reasonable basis.

The turnover of your company was ₹ 3284.32 lacs as compared to ₹ 3327.13 lacs in the previous year resulting a marginal decline of 0.98% over the last year. During the year under review, the country went through parliamentary election and new Government was formed. The new Government took the decision to defer the digitalization for two years which has an adverse impact in market.

Indian Economy:

During the year under review, people of India elected a new Central Government with complete majority which was missing since last few decades. The Indian Economy in 2014-15 has emerged as one of the largest economies with promising economic outlook. As adjusted for a methological revision in India's GDP calculation , GDP for Fiscal 2014 increased by 6.09%.

The Government of India has taken several steps to increase GDP. The Prime Minister has put Indian manufacturing on top priority. His 'Make in India' and '100 Smart Cities Mission' campaign aim at transforming India into a manufacturing hub. It will facilitate investment, foster innovation, enhance skill development, protect intellectual property, and build world class manufacturing infrastructure.

Media and Entertainment Industry:

The Indian Media and Entertainment (M&E) industry is a sunrise sector for the economy and is making high growth strides. Starting with one channel Doordarshan, liberalization in 1991 opened the Indian television market. Today there are close to 800 Channels operating in India and applications for almost equal numbers are pending for approval before the appropriate Ministry. The M&E industry is poised to grow at a CAGR of 13.9%, to grow from ₹ 1026 billion in 2014 to reach to ₹ 1964 billion by 2019.

Indian Cable television industry is passing through digitalization and changes:

In late 1991, India launched series of economic liberalization and changes and social reforms and under the new policies, the Government of India allowed private and foreign broadcasters to engage in limited operation in India. Starting with one channel in 1992 currently there are around 800 channels operating in the country whereas applications for equal numbers are pending before the Ministry of Information and Broadcasting for its approval. India has now 277 millions individuals with television sets of which over 145 millions have access to cable or satellite televisions, including 78 millions households which are DTH subscribers. TV owing household have been growing at 8-9% but the digital TV penetration is at 64% which is due to mandatory digitization of Cable Services.

Analog switchover:

The Ministry of Information and Broadcasting issued a notification on 11 November 2011, setting 31 March 2015 as the deadline for complete shift from analogue to digital systems. In December 2011, Parliament passed the Cable Television Networks (Regulation) Amendment Act to digitise the cable television sector by 2014.Chennai, Delhi, Kolkata, and Mumbai had to switch by 31 October 2012. The second phase of 38 cities, including Bangalore, Chandigarh, Nagpur, Patna, Pune, etc. was to switch by 31 March 2013. The remaining urban areas were to digitise by 30 November 2014 and the rest of the country by 31 March 2015 which were subsequently modified to 31st December, 2014. With limited availability of Set Top Boxes , and to allow the domestic manufacturers more time to meet the huge demand for Set Top Boxes (STBs), the newly elected Government has extended the deadline for its digitisation drive by to two years. Information and Broadcasting Ministry has issued a Notification as per which the deadline for the areas which came under Phase III of the digitisation drive has been extended from September 30, 2014 to December 31, 2015 and for Phase IV, the deadline is now December 31, 2016 from December 31, 2014 and when the Phase IV of Digitisation is achieved, the entire country would be covered by digital headends.

Under its Make-in India policy, the Government has initiated several initiatives to boost the local manufacturing of STBs, compulsory BIS registration for overseas manufactured STBs, increase in custom duty on STBs and finally allowing the STBS to be procured against concessional rate of VAT are few of them.

Your company will be a big participant in the digitalization process since it offers several products, a strong brand and 30 years of experience in the industry. In order to take advantage of digitization, your company entered into a joint venture to manufacture CATV digital headend in India. Your company has successfully sold its digital encoder-TRINETRA, to local operators and MSOs. The response was very goods and with this, your company is in commending positions to sell it in the Phase-3 and Phase -4 areas which is the real market of your company.

CERTIFICATION ON FINANCIAL STATEMENTS OF THE COMPANY

We, S.A. Abbas, Managing Director and Vinod Rawat, Chief Financial Officer of Catvision Limited ('the Company'), certify that:

(a) We have reviewed the financial statements and the cash flow statement of the company for the year ended March 31, 2015 and that to the best of our knowledge and belief:

   i) these statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;

   ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

(b) To the best of our knowledge and belief, no transactions entered into by the company during the year ended March 31, 2015 are fraudulent, illegal or violative to the company's Code of Conduct.

(c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting and have disclosed to the Auditors and Audit Committee deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps taken or proposed to be taken to rectify these deficiencies.

(d) During the year:

   i) there has not been any significant change in internal control over financial reporting;

   ii) there have been no instances of significant fraud of which we are aware that involve management or other employees having significant role in the Company's internal control system over financial reporting.

S.A. Abbas
Managing Director
(DIN 00770259)

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

Vinod Rawat
Chief Financial Officer

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To,

The members of Catvision Limited, New Delhi

We have examined the compliance of the conditions of Corporate Governance by Catvision Limited for the year ended on 31st March 2015, as stipulated in Clause 49 of the Listing Agreement of the said company with the Stock Exchanges.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of the procedures and implementation thereof adopted by the company for ensuring the compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us and representations made by the Directors and the Management:

We certify that the company has complied with the conditions of Corporate Governance as stipulated in the Clause 49 of the above mentioned Listing Agreement.

As required by the Guidance Note issued by the Institute of Chartered Accountants of India, we have to state that as on 31st March 2015, there were no investor grievances remaining unattended / pending for a period exceeding one month against the company as per the records maintained by the company.

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

For **GAUR & ASSOCIATES**
Chartered Accountants
Firm Reg. No. 005354C

R. K. Gaur
Partner
Membership No. 72146

Place : Noida-UP
Date : 30th May, 2015

INDEPENDENT AUDITORS' REPORT

To

The Members of Catvision Limited

Report on the Financial Statements:

We have audited the accompanying financial statements of Catvision Limited ('the Company'), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the Financial Statements:

The Company's Board of Directors is responsible for the matters stated in section 134 (5) of the Companies Act, 2013 ("the Act")with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.This responsibility also includes the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgment and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors Responsibility:

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the Accounting and Auditing Standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by company's directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion:

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

(i) in the case of the Balance sheet, of the state of affairs of the company as at March 31, 2015;

(ii) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and

(iii) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements:

As required by section 143(3) of the Act, we report that:

a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

b. in our opinion proper books of account as required by law have been kept by the company so far as it appears from our examination of those books;

c. the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account;

d. in our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e. on the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of sub section (2) of section 164 of the Companies Act, 2013.

f. With respect to the other matters included in the auditor's report and to best of our information and according to the explanation given to us.

   1) The company has disclosed the impact of pending litigation on its financial position in its financial statement.

   2) The company has made provision, as required under the applicable law or Accounting Standards, for material foreseeable losses, if any, on long term contracts including derivative contracts.

   3) There has been no delay in transferring amounts, required to be transferred, to the investor's education and protection fund by the company.

For **GAUR & ASSOCIATES**
Chartered Accountants
Firm Reg. No. 005354C

R. K. Gaur
Partner
Membership No. 72146

Place : Noida-UP
Date : 30th May, 2015

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

To the Members of Catvision Limited

i. In respect of its fixed assets:

a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.

b) As explained to us, all the fixed assets have been physically verified by the management at regular intervals, which in our opinion is reasonable, having regard to the size of the company and nature of its assets. No material discrepancies were noticed on such physical verification.

ii. In respect of its inventories:

a) The inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.

b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.

c) The Company has maintained proper records of inventories. As per the information and explanation given to us, no material discrepancies were noticed on physical verification.

iii. The company has not granted any loans, secured or unsecured during the year. Therefore, the provisions of Clause (iii) of paragraph 3 of the CARO 2015 are not applicable to the Company.

iv. In our opinion and according to the information and explanations given to us, the company has an adequate internal control system commensurate with its size and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any major weaknesses in such internal control system.

v. According to the information and explanations given to us, the company has accepted deposit from the directors & shareholders of the company. Necessary compliance of directives issued by the Reserve Bank of India and the Companies Act, 2013 have been complied with.

vi. We have broadly reviewed the cost records maintained by the company pursuant to the Companies (Cost Records and Audit) Rules, 2014 prescribed by the Central Government under Section 148(1)(d) of the Companies Act, 2013 and are of the opinion that, prima facie, the prescribed accounts and cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

vii. In respect of statutory dues:

a) According to the information and explanations given to us statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, duty of Customs, Duty of Excise, Value Added Tax, Cess and other material statutory dues have been generally regularly deposited with the appropriate authorities. No undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2015 for a period of more than six months from the date of becoming payable.

b) There were no disputed dues of Income Tax, Sales Tax, Wealth Tax, Service Tax, duty of Customs, Duty of Excise, Value Added Tax, Cess outstanding which have not been deposited as on March 31, 2015.

c) As per records of the company and according to information supplied to us, there were no amounts that were due to be transferred to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 2013 and rules made thereunder.

viii. The company does not have accumulated losses at the end of the financial year. The company has not incurred cash losses during the financial year covered by the audit and in the immediately preceding financial year.

ix. Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the company has not defaulted in repayment of dues to financial institutions, banks and debenture holders.

x. The company has not given guarantees for loans taken by others from banks and financial institutions. Therefore, the provisions of Clause (x) of paragraph 3 of the CARO 2015 are not applicable to the company.

xi. The company has raised new term loans during the year. The term loans outstanding at the beginning of the year and those raised during the year have been applied for the purposes for which they were raised.

xii. In our opinion and according to the information and explanations given to us, no fraud by the company and no material fraud on the company has been noticed or reported during the year.

For **GAUR & ASSOCIATES**
Chartered Accountants
Firm Reg. No. 005354C

R. K. Gaur
Partner
Membership No. 72146

Place : Noida-UP
Date : 30th May, 2015

BALANCE SHEET AS AT 31ST MARCH, 2015

	Note No.	As at 31.03.2015 (₹)	As At 31.03.2014 (₹)
I. EQUITY AND LIABILITES			
1. Shareholders' Funds :			
Share Capital	4	**54,536,000**	54,536,000
Reserve & Surplus	5	**76,064,306**	72,664,832
		130,600,306	127,200,832
2. Non-Current Liabilities :			
Long Term Borrowings	6	**962,384**	1,941,485
Deferred Tax Liabiities(net)	7	**4,153,140**	5,693,674
Other Long Terms Liabilities	8	**2,903,514**	1,670,181
Long Term Porvisions	9	**3,494,990**	3,008,269
		11,514,028	12,313,609
3. Current Liabilities :			
Short Term Borrowings	10	**37,636,714**	25,398,030
Trade Payable	11	**26,368,835**	28,332,604
Other Current Liabilities	12	**24,737,145**	32,849,238
Short Term Provisions	13	**4,327,576**	2,895,231
		93,070,270	89,475,103
TOTAL		**235,184,604**	228,989,544
II. ASSETS			
1. Non-Current Assets:			
Fixed Assets	14		
Tangible Assets (Original Cost less accumulated depreciation)		**36,925,981**	38,588,198
Intangible Assets (Original Cost less accumulated depreciation)		**411,190**	556,471
Non current Investment	15	**27,301,909**	12,328,980
Long term Loans and Advances	16	**4,247,124**	5,500,353
Other Non Current Asssts	17	**13,641,283**	9,652,563
		82,527,487	66,626,565
2. Current Assets:			
Current Investment	18	**30,000**	30,000
Inventories	19	**68,451,832**	61,372,242
Trade Receivables	20	**67,638,065**	64,430,004
Cash and Bank Balance	21	**3,912,078**	13,558,920
Short term Loans & Advances	22	**12,625,142**	22,971,813
Other Current Assets			
		152,657,117	162,362,979
TOTAL		**235,184,604**	228,989,544
Significant Accounting Policies	1-3		

The accompanying notes are integral part of the financial statements
As per our report of even date.

For **GAUR & ASSOCIATES**
Chartered Accountants
Firm Regn. No. 005354C

R. K. Gaur
Partner
Membership No. 72146

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

Rency George
Company Secretary

Vinod Rawat
Chief Financial Officer

For and on behalf of the Board

S. A Abbas	Managing Director	DIN: 00770259
S. Damodaran	Executive Director	DIN: 01091518
Dr. Sunil Anand	Director	DIN: 00770353
Raman Rajiv Misra	Director	DIN: 01602244
Jagdish Prasad	Director	DIN: 03440960
Hina Abbas	Director	DIN: 01980925

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2015

	Note No.	Year Ended 31.03.2015 (₹)	Year Ended 31.03.2014 (₹)
REVENUE			
Revenue from Operations	23	**326,783,460**	332,530,041
Other Income	24	**421,132**	183,814
TOTAL REVENUE (I)		**327,204,592**	332,713,855
EXPENSES			
Cost of material consumed	25	**60,138,330**	65,261,369
Purchase of products for sale	26	**131,522,964**	115,659,874
Change in inventories of finished goods, work-in-progress and stock-in-trade	27	**2,476,814**	(783,541)
Other Manufacturing Expenses	28	**31,225,180**	48,281,565
Employees benefits expenses	29	**44,894,849**	45,037,512
Finance Cost	30	**5,645,667**	6,727,679
Depreciation and amortization	14	**7,054,330**	5,658,924
Other Expenses	31	**38,531,126**	39,879,778
TOTAL EXPENSES (II)		**321,489,260**	325,723,160
Profit before Tax (I-II)		**5,715,332**	6,990,695
Tax Expenses			
- Current Year		**(2,070,267)**	(2,063,304)
- Deferred Tax		**1,540,534**	661,250
Profit after Tax		**5,185,599**	5,588,641
Earning per Equity Share of face value of ₹ 10 each	38		
Basic and Diluted		**0.95**	1.02
Significant Accounting Policies	1-3		

The accompanying notes are integral part of the financial statements
As per our report of even date.

For **GAUR & ASSOCIATES**
Chartered Accountants
Firm Regn. No. 005354C

R. K. Gaur
Partner
Membership No. 72146

Place : Noi1da, U.P.
Date : 30th May, 2015

Rency George
Company Secretary

Vinod Rawat
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For and on behalf of the Board

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S. Damodaran	Executive Director	DIN: 01091518
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Raman Rajiv Misra	Director	DIN: 01602244
Jagdish Prasad	Director	DIN: 03440960
Hina Abbas	Director	DIN: 01980925

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

	Year Ended 31.03.2015 (₹)	Year Ended 31.03.2014 (₹)
CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax	**5,715,332**	6,990,695
Adjustment for :		
Depreciation	**7,054,330**	5,658,924
Interest Expenses	**5,645,667**	6,727,679
Profit on sale of Fixed Assets	**(7,047)**	-
Interest earned & other Income	**421,132**	183,814
Exchange difference on translation of foreign operations	**(73,667)**	833,580
Operating Profit Before Working Capital Changes	**17,913,483**	20,027,064
Adjustment for Changes in working Capital :		
Trade & other Receivables	**(3,208,061)**	18,845,860
Inventories	**(7,079,590)**	2,804,543
Loans & Advanaces (Net of prior period adjustments)	**5,192,469**	(14,992,012)
Trade Payable & Provisions	**(6,660,677)**	(136,228)
	(11,755,859)	6,522,163
Cash Generated from Operations	**6,157,624**	26,549,227
Finance Cost paid	**(5,645,667)**	(6,727,679)
Taxes paid	**(2,063,304)**	(1,785,034)
Net Cash from Operating Activities	**(1,551,347)**	18,036,514
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	**(6,999,861)**	(1,644,987)
(Addition) / Deletion in Capital Work in Progress	**-**	-
Sale of Fixed Assets	**47,619**	-
Addtion in Non current Investment	**(12,554,218)**	(14,074,000)
Interest & Miscllaneous Income Earned	**421,132**	183,814
Net Cash Used in Investing Activities	**(19,085,328)**	(15,535,173)
CASH FLOW FROM FINANCING ACTIVITIES		
Increase/ (Decrease) in Long Term Borrowing	**(1,248,850)**	(1,271,053)
Increase/ (Decrease) in Working Capital Borrowing	**12,238,684**	(16,536,427)
Money received against share warrants	-	2,512,809
Capital Investment Subsidy Received	-	1,057,920
Net Cash from Financing Activities	**10,989,834**	(14,236,751)
Net Increase / (Decrease) in Cash (A+B+C)	**(9,646,841)**	(11,735,410)
Opening Cash and Cash Equivalents	**13,558,920**	25,294,330
Closing Cash and Cash Equivalents	**3,912,078**	13,558,920

Note: Figures in brackets represent Cash outflows, except interest earned & other income.

For **GAUR & ASSOCIATES**
Chartered Accountants
Firm Regn. No. 005354C

R. K. Gaur
Partner
Membership No. 72146

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

Rency George
Company Secretary

Vinod Rawat
Chief Financial Officer

For and on behalf of the Board

S. A Abbas	Managing Director	DIN: 00770259
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Jagdish Prasad	Director	DIN: 03440960
Hina Abbas	Director	DIN: 01980925

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

NOTE 1 : CORPORATE INFORMATION:

Catvision Limited, a public limited company incorporated under the Indian Companies Act, 1956, is listed on the Bombay Stock Exchange (Code: 53118). The company was incorporated as Catvision Products Limited on 28th June 1985. The name of the company was changed to Catvision Limited after obtaining a fresh certificate of incorporation.

NOTE 2 : BASIS OF PREPERATION:

The company has prepared its financial statements in accordance with generally accepted accounting principles in India (Indian GAAP). While preparing these financial statements, the company has complied with accounting standards notified under the Companies (Accounting Standards) Rules, 2006, (as amended) and the relevant provisions of the Companies Act, 1956.

The financial statements have been prepared on an accrual basis and under the historical cost convention which are carried at revalued amounts.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

NOTE 3 : SIGNIFICANT ACCOUNTING POLICIES:

3.1. CHANGE IN ACCOUNTING POLICY:

i. The accounting policies adopted in the preparation for financial statements are consistent with those of the previous year.

ii. The preparation of financial statements in conformity with generally accepted accounting principles in India (Indian GAAP) requires the management to make estimates, judgment and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future period.

3.2. REVENUE RECOGNITION:

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

Sale of goods:

Revenue from domestic sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of the goods. The Company collects sales taxes and value added taxes (VAT) on behalf of the government and, therefore, these are not economic benefits flowing to the Company. Hence, they are excluded from revenue.

Export sales are recognized at the time of handing over of export consignment to authorities for clearance.

Income from services:

Revenue from hotel operations and from maintenance contracts are recognized pro-rata over the period of the contract as and when services are rendered. The company collects service tax on behalf of the government and, therefore, it is not an economic benefit flowing to the Company. Hence, it is excluded from revenue. Revenue from channel marketing is recognized as and when it is billed to the customer irrespective to the period and accordingly expenses are also accounted for.

Interest:

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate.

3.3. FIXED ASSETS AND DEPRECIATION:

Tangible Assets:

Fixed assets are stated at cost less accumulated depreciation. Cost comprises the purchase price and any directly attributable cost of bringing the asset to its working condition for its intended use. Expenditure for addition, improvement and renewal are capitalized and all other expenditure on existing fixed assets, including day to day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of Profit and Loss for the period which during which the expenses are incurred.

Intangible Assets:

The company capitalizes software where it is reasonably estimated that the software has an enduring useful life. Software is depreciated over an estimated useful life of three years. Any subsequent amount incurred in up-gradation or improvement of the software is charged to profit and loss account as an expenses.

Capital work-in-progress:

Capital work-in-progress comprises of the cost of assets that are not yet ready for their intended use at the reporting date. Cost of material and other expensesincurred on such material are shown as Capital work- in-progress for capitalization.

Depreciation :

Depreciation other than on land and capital work-in-progress is charged on Straight-line method as per the useful life prescribed in Schedule II of the Companies Act, 2013 on all fixed assets.

Depreciation on the amount of addition made to fixed assets due to up-gradation is provided at the rate applied to the existing assets on pro-rata basis.

Impairment of tangible and intangible assets:

The company assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, the company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets.

Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

Impairment losses of continuing operations, including impairment on inventories, are recognized in the Statement of Profit and Loss, except for previously revalued tangible fixed assets, where the revaluation was taken to revaluation reserve. In this case, the impairment is also recognized in the revaluation reserve up to the amount of any previous revaluation.

3.4 INVENTORY VALUATION:

Raw materials, components, stores, stock-in-trade and packing materials are valued at cost or net realizable value whichever is less. However, material and other items held for use in the production of inventories are not written down below the cost if the finished goods in which they will be incorporated are expected to be sold at or above cost. Cost of raw materials, components, stores, stock in trade is determined on a moving weighted average basis.

Semi-finished goods is valued at estimated cost. Finished goods are valued at cost or net realizable value whichever is less.

The cost of Semi-finished goods and finished goods include cost of conversion and other cost incurred in bringing the inventories to their present condition and location.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

3.5. VALUATION OF INVESTMENT:

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

Current investments are carried in the financial statements at lower of cost and fair value deter- mined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

3.6. FOREIGN CURRENCY TRANSACTIONS:

i. INDIA OPERATIONS :

a. Initial Recognition :

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the realization. Foreign Currency transactions are recorded at the exchange rate prevailing on the date of the transaction.

b. Exchange Differences:

The exchange difference between the rate prevailing on the date of transaction and on the date of settlement is recognized as income or expenses as the case may be.

Monetary assets and liabilities related to foreign currency remaining unsettled at the end of the year are translated at the exchange rate prevailing on the date on which transaction is recorded. Exchange differences arising on the settlement of monetary items or on restatement of monetary items at rates different from those at which they were initially recorded or reported in previous financial statements, are recognized as income or as expense in the year in which they arise.

In accordance with MCA notification on Accounting Standard - 11 on "The Effects of Changes in Foreign Exchange Rates", in respect of long term foreign currency loan taken for acquisition of assets, the exchange difference arising on reporting of said loan is adjusted to the cost of the assets.

c. Forward Exchange Contract:

In respect of forward exchange contracts entered into by the Company, the difference between the contracted rate and the rate at date of transaction is recognized as gain or loss over the period of contract except for difference in respect if liabilities incurred for acquiring fixed assets from a country outside India in which case such difference is adjusted in the carrying amount of the respective fixed assets. Exchange difference on such contracts are recognized in the statement of profit and loss in the year in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognized as income or as expenses for the year.

ii. FOREIGN BRANCH OFFICE OPERATIONS :

a. The assets and liabilities, both monetary and non-monetary, of the foreign operation are translated at the exchange rate prevailing on the balance sheet date.

b. Sales and Cost of material of the foreign operation are translated by applying monthly average exchange rate, Administrative expenses of the foreign operation are translated by applying quarterly average exchange rates; and

c. All resulting exchange differences are accumulated in Foreign Currency Translation Reserve.

3.7 FEE FOR TECHNICAL SERVICES:

Fee for technical services are charged to the profit and loss account over the period of the agreement for technical services.

3.8 EMPLOYEE BENEFITS:

a. **Defined Contribution Plan :**

The company has defined contribution plan for post employment benefits in the form of provident fund for all employees which are administrated by Regional Provident Fund Commissioner. Provident Fund and Family Pension Scheme are classified as defined contribution plan as the company has no further obligation beyond making the contribution The Company's contribution to defined contribution plans are charged to Profit and Loss Statement of the year when the contribution to the respective funds are due. There are no other obligations other than the contribution payable to the respective funds.

b. **Defined benefits plan :**

Company's liability toward Gratuity under the Payment of Gratuity Act, 1972 is defined obligation and provided for on the basis of actuarial valuation made at the end of each financial year by an independent actuary.

c. **Compensated Absences :**

Liability on account of other employee benefits like leave travel assistance, medical reimbursement are accounted for on accrual basis. Liability on account of leave encashment to employees was considered as short term compensation expense provided on actual basis as and when to pay.

3.9 PROVISIONS :

a. The Company does not make provision for doubtful debts and follows the practice of writing off bad debts as and when determined.

b. A provision is recognized when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not disclosed to its present value and are determined based on best management estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current management estimates.

3.10 TAXATION:

Tax expense comprises both current and deferred taxes. Current Income Tax is measured as the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred Income Tax reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred Tax is measured using the tax rates and the tax laws enacted or substantively enacted at the Balance Sheet date. Deferred income tax relating to items recognized directly in equity is recognized in equity and not in the Statement of Profit and Loss.

Deferred tax assets have been recognized only to the extent there is reasonable certainty that the assets can be realized in future. However where there is unabsorbed depreciation or carry forward loss under taxation laws, deferred tax assets are recognized only if there is virtual certainty of realization of such assets. Deferred tax assets are reviewed at each balance sheet date and written down or written up to reflect the amount that is reasonably/ virtually certain, as the case may be, to be realized.

3.11 EARNING PER SHARE (EPS):

Basic earning per share is calculated by dividing the net profit or loss for the year attributable to equity shareholder (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating Diluted Earning Per Share, the net profit or loss for the year attributable to equity shareholder and the weighted average number of shares outstanding during he year are adjusted for the effects of all dilative potential Equity Shares.

3.13 SEGMENT REPORTING:

Identification of segments:

The company's operating businesses are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different

products and services in the market. The analysis of geographical segments is based on the areas in which operating divisions of the company operate.

Allocation of common costs:

Common allocable costs are allocated to each segment according to the relative contribution of each segment .

Unallocated items

Unallocated items include general corporate income and expense items which are not allocated to any business segment.

Segment accounting policies

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the company as a whole.

3.14 ALLOCATION OF OVERHEADS AMONG THE UNITS/ SEGMENT:

a. Direct Expenses related to the manufacturing units or the braches has been directly accounted for in the respective units/branches and common overheads have been allocated among units/ branches in the ratio of the gross operating revenue of the respective units/ branches.

b. The direct expenses related to services being provided by the Company have been clubbed with the respective accounting heads.

c. The Company follows the accounting policy of disclosing of freight and distribution cost as net off.

3.15 IMPAIRMENT:

At each balance sheet date, the management reviews the carrying amounts of its assets to determine whether there is any indication that those assets were impaired. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of impairment loss. The recoverable amount is higher of net selling price of an asset and value in use determined by discounting the estimated future cash flow to their present value based on appropriate discount factor.

3.16 CONTINGENT LIABILITIES:

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements.

3.17 CASH AND CASH EQUIVALENT:

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less

3.18 MEASUREMENT OF EBITDA:

As permitted by the Guidance Note on the Revised Schedule VI to the Companies Act, 1956, the Company has elected to present earnings before interest, tax, depreciation and amortization (EBITDA) as a separate line item on the face of the statement of profit and loss. The company measures EBITDA on the basis of profit/ (loss) from continuing operations.

In its measurement, the Company does not include depreciation and amortization expense, finance costs and tax expense.

3.19 SERVICE TAX CREDIT:

Service Tax credit on input services is accounted for on accrual basis on receipt of input services and it does not form part of cost of such services.

	As at 31.03.2015 (₹)	As At 31.03.2014 (₹)
NOTE 4: SHARE CAPITAL		
a. Authorised:		
6,500,000 Equity Shares of ₹ 10 each (Previous Year 6,500,000 Equity Shares of ₹ 10 each)	**65,000,000**	65,000,000
b. Issued, Subscribed & Paid- Up Capital:		
5,453,600 Equity Shares of ₹ 10 each (Previous Year 5,453,600 Equity Shares of ₹ 10 each	**54,536,000**	54,536,000
	54,536,000	54,536,000

c. Reconciliation of Shares outstanding at the beginning and at the end of the year:

	As at 31.03.2015		As at 31.03.2014	
	No. of Shares	Rupees	No. of Shares	Rupees
At the beginning of the year	**5,453,600**	**54,536,000**	4,653,600	46,536,000
Issued during the year	**-**	**-**	800,000	8,000,000
Outstanding at the end of the year	**5,453,600**	**54,536,000**	5,453,600	54,536,000

d. The rights, power and preference relating to each class of shares:

(i) The company has only one class of shares having a par value of ₹ 10/- per share. Each holder of Equity Shares is entitled to vote per share. The Company declares and pay dividend in Indian Rupees.

(ii) In the event of liquidation of the Company, the holders of equity shares will be eligible to receive the remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportions to the number of equity shares held by the shareholders.

e. Details of shareholders holding more than 5% shares in the Company set out as below (legal ownership)

	As at 31.03.2015 No. of Shares	**As At 31.03.2014 No. of Shares**
S. A Abbas	**635,685**	635,685
Sudhir Damodaran	**617,975**	617,975
Vizwise Commerce Pvt. Ltd.	**696,737**	696,737
Global Impex Limited	**800,000**	800,000

As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

NOTE 5: RESERVE AND SURPLUS

	As at 31.03.2015 (₹)		**As At 31.03.2014 (₹)**	
Securities Premium Reserve:		**18,413,000**		18,413,000
Capital Reserve:		**1,057,920**		1,057,920
Foreign Currency Monetary Item Translation Difference Account:				
Balance as at the beginning of the year	**1,256,447**		422,867	
Exchange gain/ (loss) during the year	**(73,667)**	**1,182,780**	833,580	1,256,447
General Reserve:				
Balance as at the beginning of the year	**291,824**		291,824	
Appropiated during the year	**-**	**291,824**	-	291,824
Surplus in Statement of Profit and Loss:				
Balance as at the beginning of the year	**51,645,641**		46,057,000	
Add: Profit for the year	**5,185,599**		5,588,641	
	56,831,240		51,645,641	
Less: Appropriations:				
Adjusted for depreciation for earlier years	**1,712,458**	**55,118,782**	-	51,645,641
		76,064,306		72,664,832

NOTE 6: LONG TERM BORROWINGS

	Non-Current portion		Current Maturities	
	As at 31.03.2015	As at 31.03.2014	As at 31.03.2015	As at 31.03.2014
a. Secured Loans:				
From others:				
Vehicle Loans	**962,384**	1,941,485	**991,003**	1,260,752
	962,384	1,941,485	**991,003**	1,260,752

Vehicle Loans: The company has availed vehicle loans for purchase of vehicles from Kotak Mahindra Primes Ltd. The respective loans are repayable over a period of five years in monthly instalments and are secured by way of hypothecation of respective vehicles financed under the respective loan. Company has not defaulted in repayment.

NOTE 7: DEFERRED TAX LIABILITY (NET):

Deferred tax has been provided in accordance with Accounting Standard- 22 "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India. The computation of Deferred Tax Assets/ Deferred Tax Liabilities as on 31st March 2014 is as follows:

	Deferred Tax Liability As at 31.03.2015 (₹)	Deferred Tax Liability As at 31.03.2014 (₹)
Deferred Tax Liability arising on account of timing difference:		
Difference between Book & Tax Depreciation	**4,153,140**	5,693,674
Sub Total - (A)	**4,153,140**	5,693,674
Deferred Tax Assets arising on account of timing difference:		
Unabsorbed Depreciation	**-**	-
Sub Total - (B)	**-**	-
Net Deferred Tax Liability (A-B)	**4,153,140**	5,693,674

	As at 31.03.2015 (₹)	As At 31.03.2014 (₹)
NOTE 8: OTHER LONG TERM LIABILITIES:		
i. Others	**2,903,514**	1,670,181
	2,903,514	1,670,181

NOTE 9: LONG TERM PROVISION:

	Long-term		Short-term	
	As at 31.03.2015	As at 31.03.2014	As at 31.03.2015	As at 31.03.2014
Provisions for Employee Benefits:				
Employees Retirement Benefits	**3,494,990**	3,008,269	**96,966**	486,721
	3,494,990	3,008,269	**96,966**	486,721

	As at 31.03.2015 (₹)	As At 31.03.2014 (₹)
NOTE 10: SHORT TERM BORROWINGS:		
a. Secured Loans:		
I. Working Capital Loan repayable on demand	**37,636,714**	25,398,030
	37,636,714	25,398,030

The Cash credit facilities from Axis Bank Ltd., B-2, B-3, sector -16, Noida, U.P are repayable on demand and are secured by first legal mortgage on land , building and plant and machinery of the Company situated at Noida and Selaqui-Dehra Dun and hypothecation of Stock, Book Debts and personal guarantees of Promoter Directors.

	As at 31.03.2015 (₹)	As At 31.03.2014 (₹)
NOTE 11: TRADE PAYBLE:		
Trade payable* (Refer Note 34)	**26,368,835**	28,332,604
	26,368,835	28,332,604
NOTE 12: OTHER CURRENT LIABILITIES:		
Future Income Accounted for in Advance	**1,484,974**	1,508,429
Advances from Customers	**12,415,824**	20,832,849
Other Current Liabilities	**9,567,478**	8,969,342
Current maturitiees of Long Term Debts (Note. 6)	**991,003**	1,260,752
Unpaid Dividend	**277,866**	277,866
	24,737,145	32,849,238
NOTE 13: SHORT TERM PROVISIONS:		
Provisions for Employees Benefits (Note. 9)	**96,966**	486,721
Provisions for Taxation	**2,070,267**	2,063,304
Provisions for Bills awaited	**2,160,343**	345,206
	4,327,576	2,895,231

NOTE 14: FIXED ASSETS

(₹)

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As At 01/04/2014	Additions	Deletions	As At 31/03/2015	As At 01/04/2014	For the period	Deletions	As At 31/03/2015	As At 31/03/2015	As At 31/03/2014
(i) TANGIBLE ASSETS										
Land	1,056,904	-	-	**1,056,904**	-	-	-	**-**	**1,056,904**	1,056,904
Building	11,548,663	-	-	**11,548,663**	4,167,272	238,225	-	**4,405,497**	**7,143,166**	7,381,391
Plant & Machinery	17,777,078	4,753,909	-	**22,530,987**	10,294,415	1,087,704	100,138	**11,482,257**	**11,048,730**	7,482,663
Electrical Fittings	2,205,637	-	-	**2,205,637**	971,825	146,925	-	**1,118,750**	**1,086,887**	1,233,812
Office Equipments	5,376,914	769,404	-	**6,146,318**	1,987,131	836,938	1,498,735	**4,322,804**	**1,823,514**	3,389,783
Furniture & Fixtures	5,362,639	358,953	-	**5,721,592**	3,715,524	366,780	23,289	**4,105,593**	**1,616,999**	1,647,115
Computers	5,434,109	442,926	-	**5,877,035**	4,080,141	764,469	90,296	**4,934,906**	**942,129**	1,353,968
Vehicles	11,937,449	-	258,886	**11,678,563**	4,877,448	964,153	218,314	**5,623,287**	**6,055,276**	7,060,001
Cable TV Networks	50,731,507	674,669	-	**51,406,176**	42,748,946	2,503,854	-	**45,252,800**	**6,153,376**	7,982,561
TOTAL	**111,430,900**	**6,999,861**	**258,886**	**118,171,875**	**72,842,702**	**6,909,048**	**1,930,772**	**81,245,894**	**36,925,981**	**38,588,198**
Previous Year	109,905,332	1,525,568	-	111,430,900	67,326,397	5,516,305		72,842,702	38,588,198	42,578,935
(ii) INTANGIBLE ASSETS										
Computer Software	1,040,123	-	-	**1,040,123**	483,652	145,282	-	**628,934**	**411,190**	556,471
TOTAL	**1,040,123**	**-**	**-**	**1,040,123**	**483,652**	**145,282**	**-**	**628,934**	**411,190**	**556,471**
Previous Year	920,704	119,419	-	1,040,123	341,033	142,619	-	483,652	556,471	579,671

	As at 31.03.2015 (₹)	As At 31.03.2014 (₹)
NOTE 15: NON-CURRENT INVESTMENTS:		
- Bombay Mercantile Co-op. Bank Ltd	**4,980**	4,980
- Investment in Indian Joint Venture Company	**5,617,960**	3,000,000
- Investment in Foreign Joint Venture Company	**21,678,969**	9,324,000
	27,301,909	12,328,980
NOTE 16: LONG TERM LOANS AND ADVANCES:		
(Unsecured but conisered good)		
Advance for share application money	**-**	2,418,711
Capital Advances (Yamuna Expressway Industrial Development Authority)	**2,734,416**	1,650,000
Security Deposits	**1,512,708**	1,431,642
	4,247,124	5,500,353
NOTE 17: OTHER NON-CURRENT ASSETS:		
Long Term receivables (Refer Note No.)	**13,641,283**	9,652,563
	13,641,283	9,652,563
NOTE 18: CURRENT INVESTMENTS:		
- Fidelity India Mutual Fund-units	**30,000**	30,000
	30,000	30,000
NOTE 19: INVENTORIES:		
(As taken, valued, and certified by the management)		
Finished Goods	**17,913,561**	16,951,202
Stock in Trade of goods acquired for Trading	**24,320,695**	28,017,076
Raw Materials & Components	**23,837,585**	14,301,290
Stores and Spares	**133,990**	113,881
Semi-Finished Goods	**2,246,001**	1,988,793
	68,451,832	61,372,242
NOTE 20: TRADE RECEIVABLES:		
(Unsecured, considered good)		
- Debts outstanding for a period exceeding six months	**19,438,762**	21,086,664
- Other Debts	**48,199,303**	43,343,340
	67,638,065	64,430,004
NOTE 21: CASH AND CASH EQUIVALENT:		
Cash in hand	**112,778**	103,667
Balance with Scheduled Banks:		
- In Current Accounts	**1,029,717**	10,794,811
- In fixed Deposit Accounts *	**1,991,717**	2,382,576
- Earmarked Balance with Bank-Dividend Account	**277,866**	277,866
Cheques in Hand	**500,000**	-
	3,912,078	13,558,920

* Balance with bank held as margin money against letter of credit and bank guarantees is ₹ 19,91,717/-(Previous year ₹ 23,82,576/-)

	As at 31.03.2015 (₹)	As At 31.03.2014 (₹)
NOTE 22: SHORT TERM LOANS AND ADVANCES:		
(Unsecued, considered good)		
Advance recoverable in cash or in kind for the value to be received	**4482729**	11,607,706
Prepaid Expenses	**1,743,464**	4,225,960
Advance Tax including tax deducted at source	**2,026,061**	2,316,760
Balance with Sales Tax Department	**12,909**	22,383
Balance with Service Tax Department	**183,437**	101,708
Claim for Refunds of Additional Duty of Customs	**1,907,938**	3,666,877
Advances against expenditure due by directors or officer of the company	**997,854**	646,441
Other Current Assets	**1,270,750**	383,978
	12,625,142	22,971,813

	Year Ended 31.03.2015 (₹)	Year Ended 31.03.2014 (₹)
NOTE 23: REVENUE FROM OPERATIONS:		
Sales of Products	**265,464,281**	254,265,906
Servicing Income	**17,324,069**	44,715,676
Other Operating Income	**43,995,110**	33,548,459
	326,783,460	332,530,041
NOTE 24: OTHER INCOME:		
Interest Earned	**161,235**	183,814
Miscellaneous Income	**259,897**	-
	421,132	183,814
NOTE 25: MATERIAL CONSUMED:		
Opening Stock	**14,301,290**	17,631,749
Add: Purchases	**69,674,625**	61,930,910
Less: Closing Stock	**23,837,585**	14,301,290
	60,138,330	65,261,369
NOTE 26: PURCHASES FOR SALE:		
	131,522,964	115,659,874
NOTE 27: CHANGE IN INVENTORIES:		
Opening Stocks		
Finished Goods	**16,951,202**	16,227,705
Semi-Finished Goods	**1,988,793**	2,287,669
Stock in-trade of goods acquired for Trading	**28,017,076**	27,658,156
(i)	**46,957,071**	46,173,530
Closing Stocks		
Finished Goods	**17,913,561**	16,951,202
Semi-Finished Goods	**2,246,001**	1,988,793
Stock in-trade of goods acquired for Trading	**24,320,695**	28,017,076
(ii)	**44,480,257**	46,957,071
Sub Total-(i) - (ii)	**2,476,814**	(783,541)

	Year Ended 31.03.2015 (₹)	Year Ended 31.03.2014 (₹)
NOTE 28: OTHER MANUFACTURING EXPENSES:		
Store and Spares Consumed	**372,471**	1,943,311
Power and Fuel	**305,636**	363,388
Other Manufacturing Expenses	**439,753**	715,351
Software Charges to Broadcasters*	**30,107,320**	45,259,515
	31,225,180	48,281,565
NOTE 29: EMPLOYEES REMUNERATION AND BENEFITS:		
Salary, Wages and Other Benefits	**41,559,162**	41,616,726
Staff Welfare Expenses	**613,750**	484,033
Contribution to Provident Fund and other Funds	**2,721,937**	2,936,753
	44,894,849	45,037,512
NOTE 30: FINANCE COST:		
Interest	**4,424,953**	3,963,463
Bank Charges	**1,151,778**	1,515,847
Foreign Currency Fluctuations	**68,936**	1,248,369
	5,645,667	6,727,679
NOTE 31: OTHER ADMINISTRATIVE AND SELLING EXPENSES:		
Insurance	**553,058**	508,807
Rent and Hire Charges	**5,206,069**	4,970,673
Travelling and Conveyance	**10,748,384**	13,898,591
Vehicles Running and Maintenance	**687,952**	698,451
Advertisement, Selling and Distribution	**601,687**	471,448
Freight and Distribution Charges	**894,523**	859,474
Trade and Business Discount	**709,952**	325,589
Business Promotion	**1,614,147**	2,363,194
Postage and Telephone	**1,697,617**	1,869,435
Project Implementation Expenses	**276,107**	1,216,344
Sales Incentives	**2,435,594**	255,976
Miscellaneous Expenses	**969,956**	861,332
Meetings and Celebration	**425,717**	328,527
Security Services	**954,419**	881,976
Legal and Professional Charges	**5,213,523**	5,253,312
Fee and Subscription Expenses	**590,715**	419,756
Water and Electricity Expenses	**1,127,057**	1,180,773
Printing & Stationery	**347,848**	323,011
Bad Debits written off	**198,718**	(129,064)
Expired/ Dis-allowed Addl Duty Written Off	**-**	129,809
Auditors' Remuneration		
- Audit Fee	**162,922**	162,922
- Taxaion Matters	**22,472**	22,472
- Management Consultancy	**67,416**	67,416
Repair & Maintenance:		
- Building	**1,153,656**	1,045,771
- Plant & Machinery	**88,931**	146,598
- Others	**1,782,686**	1,747,185
	38,531,126	39,879,778

	As at 31.03.2015 (₹)	As At 31.03.2014 (₹)
NOTE 32: CONTINGENT LIABILITIES AND COMMITMENT:		
i) Unexpired Bank Guarantee	**5,375,986**	774,272
ii) Claim against the company not acknowledged as debits*	**800,000**	4,186,003
iii) Unexpired Letter of Credits	**4,842,245**	2,935,885

a. The company has suitably defended the said claim before the appropriate court.

b. Based on the favorable decisions in similar cases/legal opinions taken by the company/discussions with its legal advisors etc. the company believes that it has good cases in respect of the item no. (ii) and hence no provision there against is considered necessary.

NOTE 33: EMPLOYEES BENEFIT:

a) The Company has adopted the revised Accounting Standard (AS) 15, 'Employee Benefits' issued by the Institute of Chartered Accountants of India w.e.f. 1st April 2007.

b) **Contribution to Provident Fund :** Amount of ₹ 2394994/- (Previous year ₹ 2367949/-) is recognised as an expense and included in Employees Remuneration and benefits (Refer Note 29) in the Statement of Profit & Loss for the year ended 31st March 2015.

c) **Gratuity :** The following table sets out the status of the Defined Benefits Plan as at 31st March 2015 which is based on the report submitted by an Independent Actuary :

	Year Ended 31.03.2015 (₹)	Year Ended 31.03.2014 (₹)
Amount recognised in Balance Sheet		
Present value of the obligation at the end of the year	**5,751,701**	5,074,379
Fair value of plan assets	**2,159,745**	1,579,389
Net Liability recognised in Balance Sheet	**3,591,956**	3,494,990
Expenses recognised in Profit & Loss Account		
Current Service Cost	**528,743**	451,219
Interest Cost	**456,694**	415,245
Expected return on plan asset	**(138,197)**	(93,189)
Net actuarial (gain) / loss recognised	**194,296**	(304,059)
Expenses recognised Statement of Profit & Loss	**1,041,536**	469,216
Changes in Defined Benefit Obligation		
Present Value of obligation at the beginning of the year	**5,074,379**	5,033,272
Interest Cost	**456,694**	415,245
Current Service Cost	**528,743**	451,219
Benefits Paid	**(527,099)**	(535,881)
Actuarial (gain) / loss on obligation	**218,984**	(289,476)
Present Value of obligation at the end of the year	**5,751,701**	5,074,379
Changes in Fair Value of Planned Assets		
Fair value of plan asset at the beginning of the year	**1,579,389**	1,018,460
Expected return on plan asset	**138,197**	93,189
Contributions	**546,472**	497,949
Benefits Paid	**(129,001)**	(44,792)
Actuarial (gain) / loss on plan asset	**24,688**	14,583
Fair value of plan asset at the end of the year	**2,159,745**	1,579,389

	Year Ended 31.03.2015 (₹)	Year Ended 31.03.2014 (₹)
Actuarial (Gain) / Loss recognised		
Actuarial (Gain) / Loss on obligation	**218,984**	(289,476)
Actuarial (Gain) / Loss on plan assets	**(24,688)**	(14,583)
Total Actuarial (Gain) / Loss	**194,296**	(304,059)
Actuarial (Gain) / Loss recognised	**194,296**	(304,059)
Assumptions used in accounting for gratuity plan		
Discount Rate (p.a.)	**8.00%**	9.00%
Salary Escalation Rate	**5.00%**	5.75%
Expected rate of return (p.a.)	**9.00%**	8.75%
Withdrawal rate (p.a.)	**4.00%**	8.00%
Average outstanding service of employees upto retirement	**24 Years**	24.96 Years

NOTE 34:

The company has initiated the process of obtaining confirmation from suppliers who have registered themselves under Micro and Small Medium Enterprises Development Act. 2006 (MSMED Act, 2006). Based on the information available with the Company, the balance due Micro and Small Medium Enterprises as defined under the MSMSED Act, 2006 is Nil. Further no interest during the year has been paid or payable under the terms of the MSMED Act. 2006.

Some of the customers and suppliers accounts are pending confirmation/reconciliation and the same have been taken as the balances appearing in the books. Any differences arising on account of such reconciliation, which are not likely to be material, will be accounted for as and when these reconciliations are completed.

NOTE 35: RELATED PARTY DISCLOSURE:

As per Accounting Standard (AS- 18) issued by the Institute of Chartered Accountants of India, information in terms of the said Standard, are disclosed below :

(a) The name of related parties of the Company are as under :-

i. Company having substantial interest

Name of the Company	**Country of Incorporation**
Catvision Unitron Pvt. Ltd.	India
Unicat Ltd.	UAE

ii. Associates:-

Name of the Company	**Country of Incorporation**
Catvision Unitron Pvt. Ltd.	India
Unicat Ltd.	UAE

iii. Key Managerial Personnel :

Particulars	**Relation**
Mr. S. A. Abbas	Managing Director
Mr. Vinod Rawat	Chief Financial Officer
Ms. Rency George	Company Secretary

iv. Others Key Managerial Personnel :

Particulars	**Relation**
Mr. Sudhir Damodaran	Executive Director
Mrs. Hina Abbas	Executive Director

v. Transactions with Related parties during the year ended 31st MARCH, 2015 :

		Key Managerial Personnel ₹	Joint Ventures Company ₹
1)	Purchases: Goods		11,912,252
	Fixed Assets		4,539,345
2)	Cost of Reimbursements		600,000
3)	Allotment of Shares		14,972,929
4)	Deposits:	**1,400,000**	
5)	Managerial Remuneration:	**6,850,019**	-
6)	Balance outstanding at the end of the year:		
	Trade Payable		12,528
	Other Liabilites		-
	Outstanding Deposits		-
7)	Significant related transations:		
	Purchases of goods		11,912,252
	Purchases of fixed assets		4,539,345
	Remuneration	**6,850,019**	

NOTE 36:

Joint Venture Disclosure :

(i) The Company's Jointly Controlled Entity is :

Name of the Entity	Country of Incorporation	% of ownership interest	
		2015	**2014**
Catvision Unitron Pvt. Ltd.	India	**50%**	50%
Unicat Ltd.	UAE	**50%**	50%

(ii) The company's share of each of the Assets, Liabilities. Income, and Expenses (each without elimination of the effect of transactions between the company and the Joint Venture) with respect to its interest in Jointly Controlled Entity is :

NOTE 37: EARNING PER SHARE (EPS):

		Year Ended 31.03.2015 (₹)	Year Ended 31.03.2014 (₹)
i.	Profit after provision of Tax	**5,185,599**	5,588,641
ii.	Weighted Average No. of Equity Shares of ₹ 10 each	**5,453,600**	5,453,600
iii.	Nominal Value of Equity Shares	**10**	10
iv.	Basic and diluted Earning Per Share (EPS)	**0.95**	1.02

NOTE 38: MANAGERIAL REMUNERATION:

i)	**Managing Director and other whole time Directors:**		
	a) Salary	**3,461,250**	3,600,000
	b) Contribution to Provident Fund	**415,650**	432,000
	c) Allowances and Perquisites	**2,973,119**	3,282,964
		6,850,019	7,314,964
ii)	**Non- whole time Directors:**		
	Sitting fee	**55,000**	60,000
		55,000	60,000

Notes: The above figures do not include provision for gratuity as separate acturial valuation is not available for whole time directors.

NOTE 39: SEGMENT REPORTING POLICIES

a) Primary Segment:

Based on the guiding principle given in the Accounting Standard - 17 "Segment Reporting" issued by the Institute of Chartered Accountants of India, the Company has identified two business segments as primary segments. The reportable business segments are "Products" and "Operations & Services". These segments have been identified considering the nature of the products and the internal financial reporting systems.

Revenue and expenses have been accounted for based on the basis of their relationship to the operating activities of the segments. Revenue and expenses, which relate to the enterprise as whole and are not allocable to segments on a reasonable basis, have been included under Unallocable Revenue and Expenses. Assets and Liabilities, which relate to the enterprise as a whole and are not allocable to segments on a reasonable basis, have been included under Unallocable Assets/Liabilities.

PARTICULARS	Products Sale		Services		TOTAL	
	2014-15	**2013-14**	**2014-15**	**2013-14**	**2014-15**	**2013-14**
1. **REVENUE:**						
Segment Revenue	**265,464,281**	254,265,906	**61,572,029**	78,264,135	**327,036,310**	332,530,041
Total Revenue	**265,464,281**	**254,265,906**	**61,572,029**	**78,264,135**	**327,036,310**	**332,530,041**
2. **RESULTS :**						
Segment Result	**31,517,616**	36,481,824	**10,216,406**	4,581,054	**41,734,022**	41,062,878
Less: Unallocable Expenses						
Interest	**-**	-	**-**	-	**5,019,158**	4,366,539
Other Unallocable Expenses	**-**	-	**-**	-	**31,167,814**	29,889,458
Add: Unallocable Income	**-**	-	**-**	-	**168,282**	183,814
Less: Provision for Tax including FBT & Deferred Tax	**-**	-	**-**	-	**529,733**	1,402,054
Net Profit after Tax	**31,517,616**	**36,481,824**	**10,216,406**	**4,581,054**	**5,185,599**	**5,588,641**
3. **OTHER INFORMATION :**						
Segment Assets	**161,854,362**	151,872,166	**17,016,950**	27,901,545	**178,871,312**	179,773,711
Unallocable Corporate Assets	**-**	-	**-**	-	**56,313,292**	49,215,833
Total Assets	**161,854,362**	**151,872,166**	**17,016,950**	**27,901,545**	**235,184,604**	**228,989,544**
Segment Liabilities	**34,552,290**	38,230,239	**11,061,227**	16,684,757	**45,613,517**	54,914,996
Unallocable Corporate Liabilities	**-**	-	**-**	-	**54,817,641**	41,180,042
Total Liabilities	**34,552,290**	**38,230,239**	**11,061,227**	**16,684,757**	**100,431,158**	**96,095,038**
Capital Expenditure	**-**	-	**-**	-	**-**	-
Depreciation	**1,510,426**	828,256	**2,455,122**	2,697,476	**3,965,548**	3,525,732
Unallocable Depreciation	**-**	-	**-**	-	**3,088,782**	2,133,192

b) Secondary Segment :

The following is the distribution of company's consolidated revenue by geographic market, regardless of where the goods were produced / procured.

	Year Ended 31.03.2015 (₹)	**Year Ended 31.03.2014 (₹)**
Geographic Segment :		
Revenue - Domestic Market	**212,117,470**	232,567,588
Revenue - Overseas Market	**114,918,840**	99,962,453
	327,036,310	332,530,041

	Year Ended 31.03.2015 (₹)	Year Ended 31.03.2014 (₹)
NOTE 40: DETAILS OF SALE		
Modulators	**16,756,451**	23,895,220
Amplifiers	**9,580,072**	16,905,322
Power Supplies	**2,275,512**	2,598,151
Optical Node & Transmiters	**83,879,886**	77,919,144
Tap-Off/ Splitters	**10,965,137**	11,236,492
Digital Satelite Receiver & Set Top Boxes	**68,526,370**	14,678,810
Dish Antenna & other equipments	**5,823,068**	4,644,947
CATV, ITV & MATV Systems & Equipments	**50,382,087**	76,580,079
Cables	**14,423,302**	12,127,323
CCTV Cameras & Monitoring Equipments	**46,094**	25,617
Energy Control System & Equipments	**162,872**	8,121,663
Other Miscellanesous Items	**2,643,430**	5,533,138
	265,464,281	254,265,906

	Year Ended 31.03.2015 (₹)	Year Ended 31.03.2014 (₹)
NOTE 41: DETAILS OF MATERIAL CONSUMED		
Ics	**23,599,314**	30,710,277
Transistors	**379,678**	332,021
Transformers	**5,636,289**	7,711,793
Crystals	**56,541**	52,025
Printed Circuit Boards	**1,592,367**	2,324,233
Diodes	**356,268**	449,374
Attenutators	**621,908**	807,974
Housings	**7,123,059**	9,312,493
Connectors	**985,562**	2,147,573
SMPS	**383,511**	358,851
Others (Incuding consumables and semi finished goods)	**17,745,957**	11,098,226
Packing material	**1,773,138**	2,198,716
	60,510,801	67,204,680

	Year Ended 31.03.2015 (₹)	Year Ended 31.03.2014 (₹)
NOTE 42: DETAILS OF PURCHASE OF TRADED GOODS		
Modulators	**5,387,946**	14,067,052
Amplifiers	**110,882**	473,037
Power Supplies	**937,147**	424,262
Optical Node & Transmiters	**2,006,586**	4,758,223
Tap-Off/ Splitters	**4,652,119**	1,880,873
Digital Satelite Receiver & Set Top Boxes	**63,066,499**	12,919,154
Dish Antenna & other equipments	**4,577,904**	3,348,717
CATV, ITV & MATV Systems & Equipments	**37,656,130**	55,375,987
Cables	**11,518,165**	13,068,497
CCTV Camras & Monitoring Equipments	**23,433**	29,283
LED Pannel, Parts & Accessories	**-**	-
Energy Control System & Equipments	**131,211**	5,543,451
Other Miscellanesous Items	**1,454,942**	3,771,338
	131,522,964	115,659,874

NOTE 43: VALUE OF IMPORTED AND INDIGENOUS RAW MATERIAL AND COMPONENTS CONSUMED

	% of Total Consumption	Value (Rupees)	% of Total Consumption	Value (Rupees)
Imported	**18%**	**10,961,633**	25%	16,634,067
Indigenous	**82%**	**49,291,959**	75%	50,869,489
	100%	**60,253,592**	100%	67,503,556

	Year Ended 31.03.2015 (₹)	Year Ended 31.03.2014 (₹)
NOTE 44: VALUE OF IMPORTS CALCULATED ON CIF BASIS		
Raw Material & Traded Goods	**110,916,005**	103,109,092
NOTE 45: EXPENDITURE IN FOREIGN CURRENCY		
Travelling & Other Administrative Expenses	**2,492,209**	4,891,120
Rent	**457,809**	416,003
	2,950,018	5,307,123
NOTE 46: EARNING IN FOREIGN CURRENCY		
FOB Value of Exports	**9,958,365**	3,875,782
Overseas Merchant Trade Sale	**66,234,042**	63,682,311
Channel Marketing & others	**38,726,433**	32,404,360
	114,918,840	99,962,453

* Including value of exports made to Nepal

NOTE 47:
Figures of the previous year have been regrouped/ reclassified whereever necessary.

NOTE 48:
The figures have been rounded off to the nearest Rupee.

For **GAUR & ASSOCIATES**
Chartered Accountants
Firm Regn. No. 005354C

R. K. Gaur
Partner
Membership No. 72146

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

Rency George
Company Secretary

Vinod Rawat
Chief Financial Officer

For and on behalf of the Board

S. A Abbas	Managing Director	DIN: 00770259
S. Damodaran	Executive Director	DIN: 01091518
Dr. Sunil Anand	Director	DIN: 00770353
Raman Rajiv Misra	Director	DIN: 01602244
Jagdish Prasad	Director	DIN: 03440960
Hina Abbas	Director	DIN: 01980925

INDEPENDENT AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENT

To

The Members of Catvision Limited

Report on the Consolidated Financial Statements:

We have audited the accompanying consolidated financial statements of Catvision Limited ('the Company'), which comprise the consolidated Balance Sheet as at March 31, 2015, the Statement Consolidated of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the Consolidated Financial Statements:

The company's Board of Directors is responsible for the matters stated in section 134 (5) of the Companies Act, 2013 ("the Act")with respect to the preparation of these consolidated financial statements that give a true and fair view of the financial position, financial performance and cash flows of the company and its jointly owned entities in accordance with the Accounting Principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.This responsibility also includes the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate Accounting Policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors Responsibility:

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We have taken into account the provisions of the Act, the Accounting and Auditing Standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the company's preparation of the consolidated financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of Accounting Policies used and the reasonableness of the accounting estimates made by company's directors, as well as evaluating the overall presentation of the consolidated financial statements.

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

Opinion:

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

(i) in the case of the Consolidated Balance sheet, of the state of affairs of the company and its associates as at March 31, 2015;

(ii) in the case of the consolidated Statement of Profit and Loss, of the profit for the year ended on that date; and

(iii) in the case of the consolidated Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements:

As required by section 143(3) of the Act, we report that:

a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

b. in our opinion proper books of account as required by law have been kept by the company and its associates so far as it appears from our examination of those books;

c. the Consolidated Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account;

d. in our opinion, the consolidated Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in section 133 of the Companies Act, 2013, read with rule 7 of the Companies (Accounts) Rules, 2014.

e. on the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of sub section (2) of section 164 of the

Companies Act, 2013.

f. With respect to the other matters included in the auditor's report and to best of our information and according to the explanation given to us.

1) The company, associate and joint venture has disclosed the impact of pending litigation on its financial position in its consolidated financial statement.

2) The company, associate and joint venture has made provision, as required under the applicable law or Accounting Standards, for material foreseeable losses, if any, on long term contracts including derivative contracts.

3) There has been no delay in transferring amounts, required to be transferred, to the investor's education and protection fund by the company, associate or joint venture.

For **GAUR & ASSOCIATES**
Chartered Accountants
Firm Reg. No. 005354C

R. K. Gaur
Partner
Membership No. 72146

Place : Noida-UP
Date : 30th May, 2015

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

1. a) The company, associate and joint venture have maintained proper records to show full particulars including quantitative details and situations of fixed assets.

   b) As per the information and explanations given to us, the fixed assets of the company, associate and joint venture have been physically verified by the management at reasonable intervals and no serious discrepancies between the book records and physical verification were noticed.

   c) During the year the company, associate or joint venture has not disposed off any substantial /major part of fixed assets apart from a vehicle of the company.

2. a) As per the information and explanations given to us, the inventories have been physically verified by the management at reasonable intervals during the year.

   b) In our opinion and as per the information and explanations given to us, procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and nature of its business.

   c) The company, associate and joint venture are maintaining proper records of inventories. In our opinion, discrepancies noticed on physical verification of inventory were not material in relation to the operations of the company and the same have been properly dealt with in the books of account.

3. As per information furnished, the company, associate or joint venture has not granted any loans to companies, firms or other parties.

4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchase of inventory and fixed assets and for the sale of goods. During the course of audit, no major weakness has been noticed in the internal controls.

5. a) Based on the audit procedures applied by us and according to the information and explanations provided by the management, we are of the opinion that the transactions that need to be entered into the prescribed statutory register have been so entered.

   b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the prescribed statutory register maintained under section 189 of the Companies Act, 2013 and exceeding the value of five lakh rupees in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.

6. The company has accepted deposits from its shareholders and necessary compliances have been made as per provisions of Section 73 to 76 of the Companies Act, 2013. The associate and joint venture has not accepted any deposit.

7. In our opinion, the company, associate and joint venture has an internal audit system commensurate with the size of the company and nature of its business.

8. The maintenance of cost records has been prescribed by the Central Government only for the company not for associate or joint venture.

9. (a) According to information and explanations given to us and the records examined by us, the company, associate and joint venture has generally been regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income tax, value added tax, wealth tax, custom duty, excise duty, cess and other statutory dues wherever applicable.

   b) According to information and explanations given to us, no undisputed arrears of statutory dues were outstanding as at March 31, 2015, for a period of more than six months from the date they became payable.

   c) According to the records of the company, associate and joint venture, there are no dues outstanding in respect of Income Tax, DVAT, Customs Duty, Wealth-Tax, Service Tax, Excise-Duty, cess, etc, on account of any dispute.

10. There are no accumulated losses of the company, associate or joint venture as on March 31, 2015. The company, associate or joint venture has not incurred any cash losses during the financial year covered by our audit and the immediately preceding financial year.

11. The company associate and joint venture has not defaulted in repayment of dues to Banks and payments have been made as per the repayment schedule sanctioned by the banks. The company, associate or joint venture has no borrowings from financial institutions or by way of debentures.

12. Based on our examination of the records and the information and explanations given to us, the company, associate or joint venture has not granted any loans and/ or advances on basis of security by way of pledge of shares, debentures and other securities.

13. Clause (xiii) of the Order is not applicable to the company, associate or joint venture as the companies is not a Chit Fund company or Nidhi/Mutual Benefit Fund/ Society.
14. Clause (xiv) of the Order is not applicable to the company, associate or joint venture as the company is not dealing or trading in shares, securities, debentures and other investments.
15. According to information and explanations given to us, the company, associate or joint venture has not given any guarantee for loans taken by others from banks or financial institutions.
16. The company, associate or joint venture has applied funds from term loans raised during the year only for the purpose for which those term loans were raised.
17. During the year under purview the company, associate or joint venture has not made any long term Investments out of funds raised on short term basis or vice versa.
18. The company, associate and joint venture has not made any preferential allotment of shares during the year.
19. Clause (xix) of the Order is not applicable to the company, associate or joint venture, as the companies has not issued any debentures.
20. The company, associate or joint venture has not raised any money by public issues during the year covered by our report.
21. As per the information and explanations given to us, no fraud on or by the company, associate and joint venture has been noticed or reported during the year.

For **GAUR & ASSOCIATES**
Chartered Accountants
Firm Reg. No. 005354C

R. K. Gaur
Partner
Membership No. 72146

Place : Noida-UP
Date : 30th May, 2015

CONSOLIDATED BALANCE SHEET AS AT 31ST .MARCH, 2015

	Note No.	As at 31.03.2015 (₹)	As At 31.03.2014 (₹)
I. EQUITY AND LIABILITES			
Shareholders' Funds :			
Share Capital	4	**54,536,000**	54,536,000
Reserve & Surplus	5	**73,348,077**	71,286,640
		127,884,077	125,822,640
Non-Current Liabilities :			
Long Term Borrowings	6	**1,044,493**	1,941,485
Deferred Tax Liabiities(net)	7	**4,153,140**	5,693,674
Other Long Terms Liabilities	8	**5,305,765**	5,904,918
Long Term Porvisions	9	**3,494,990**	3,008,269
		13,998,388	16,548,346
Current Liabilities :			
Short Term Borrowings	10	**37,636,714**	25,398,030
Trade Payable	11	**34,059,184**	31,442,039
Other Current Liabilities	12	**25,111,925**	33,203,975
Short Term Provisions	13	**4,830,782**	2,893,231
		101,638,605	92,937,275
TOTAL		**243,521,070**	235,310,261
II. ASSETS			
Non-Current Assets:			
Fixed Assets	14		
Tangible Assets		**37,695,008**	39,011,718
Intangible Assets		**12,957,553**	849,323
Capital Work in progress		**12,604,898**	13,000,385
Goodwill on Consolidation		**339,894**	-
Non current Investment	15	**4,980**	4,980
Long term Loans and Advances	16	**4,293,124**	5,790,998
Other Non Current Asssts	17	**17,472,915**	9,787,788
		85,368,372	68,445,192
Current Assets:			
Current Investment	18	**30,000**	30,000
Inventories	19	**68,955,815**	63,814,029
Trade Receivables	20	**69,684,890**	64,430,004
Cash and Bank Balance	21	**6,347,534**	15,568,899
Short term Loans & Advances	22	**13,134,459**	23,022,137
		158,152,698	166,865,069
TOTAL		**243,521,070**	235,310,261
Significant Accounting Policies	1-3		

The accompanying notes are integral part of the financial statements
As per our report of even date.

For **GAUR & ASSOCIATES**
Chartered Accountants
Firm Regn. No. 005354C

R. K. Gaur
Partner
Membership No. 72146

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

Rency George
Company Secretary

Vinod Rawat
Chief Financial Officer

For and on behalf of the Board

S. A Abbas	Managing Director	DIN: 00770259
S. Damodaran	Executive Director	DIN: 01091518
Dr. Sunil Anand	Director	DIN: 00770353
Raman Rajiv Misra	Director	DIN: 01602244
Jagdish Prasad	Director	DIN: 03440960
Hina Abbas	Director	DIN: 01980925

CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2015

	Note No.	Year Ended 31.03.2015 (₹)	Year Ended 31.03.2014 (₹)
REVENUE			
Revenue from Operations	23	**329,219,827**	332,532,291
Other Income	24	**601,961**	185,732
TOTAL REVENUE (I)		**329,821,788**	332,718,023
EXPENDITURE			
Raw material consumed	25	**65,073,454**	65,264,789
Purchase of stock -in-trade, finished, semi-finished & other products	26	**127,356,607**	115,659,874
Change in inventories of finished goods, work-in-progress and stock in trade	27	**2,476,814**	(783,541)
Other Manufacturing Expenses	28	**31,225,180**	48,281,565
Employees benefits expenses	29	**45,181,933**	45,670,579
Finance Cost	30	**5,696,144**	6,734,449
Depreciation and amortization expenses	14	**8,693,504**	5,718,610
Other Expenses	31	**39,704,783**	40,555,265
TOTAL EXPENSES (II)		**325,408,419**	327,101,590
Profit before Tax (I-II)		**4,413,369**	5,616,433
Tax Expenses			
- Current Year		**(2,070,267)**	(2,063,304)
- Deferred Tax		**1,540,534**	661,250
Profit after Tax		**3,883,036**	4,214,379
Earning per Equity Share of face value of ₹ 10 each	38		
Basic and Diluted		**0.80**	0.91
Significant Accounting Policies	1-3		

The accompanying notes are integral part of the financial statements
As per our report of even date.

For **GAUR & ASSOCIATES**
Chartered Accountants
Firm Regn. No. 005354C

R. K. Gaur
Partner
Membership No. 72146

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

Rency George
Company Secretary

Vinod Rawat
Chief Financial Officer

For and on behalf of the Board

S. A Abbas	Managing Director	DIN: 00770259
S. Damodaran	Executive Director	DIN: 01091518
Dr. Sunil Anand	Director	DIN: 00770353
Raman Rajiv Misra	Director	DIN: 01602244
Jagdish Prasad	Director	DIN: 03440960
Hina Abbas	Director	DIN: 01980925

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

	Quarter Ended 31.03.2015 (₹)	Year Ended 31.03.2014 (₹)
CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax	**4,413,369**	5,616,433
Adjustment for :		
Depreciation	**8,693,504**	5,718,610
Interest Expenses	**5,696,144**	6,734,449
Profit on sale of Fixed Assets	**(127,917)**	-
Interest earned & other Income	**601,961**	185,732
Exchange difference on translation of foreign operations	**(230,153)**	829,650
Operating Profit Before Working Capital Changes	**19,046,908**	19,084,874
Adjustment for Changes in working Capital :		
Trade & other Receivables	**(5,254,886)**	18,845,860
Inventories	**(5,141,786)**	362,756
Loans & Advances (Net of prior period adjustments)	**9,887,678**	(5,915,260)
Trade Payable & Provisions	**(3,453,858)**	7,562,681
	(3,962,852)	20,856,037
Cash Generated from Operations	**15,084,056**	39,940,911
Finance Cost paid	**(5,696,144)**	(6,734,449)
Taxes paid	**(2,063,304)**	(1,785,034)
Net Cash from Operating Activities	**7,324,608**	31,421,428
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	**(23,082,933)**	(15,421,430)
(Addition) / Deletion in Capital Work in Progress	**-**	-
Sale of Fixed Assets	**2,189,374**	-
Addtion in Non current Investment	**(6,187,253)**	(11,302,946)
Interest & Miscllaneous Income Earned	**(601,961)**	(185,732)
Net Cash Used in Investing Activities	**(27,682,773)**	(26,910,108)
CASH FLOW FROM FINANCING ACTIVITIES		
Increase/ (Decrease) in Long Term Borrowing	**(1,101,884)**	(1,271,053)
Increase/ (Decrease) in Working Capital Borrowing	**12,238,684**	(16,536,427)
Money received against share warrants	**-**	2,512,809
Capital Investment Subsidy Received	**-**	1,057,920
Net Cash from Financing Activities	**11,136,801**	(14,236,751)
Net Increase / (Decrease) in Cash (A+B+C)	**(9,221,365)**	(9,725,431)
Opening Cash and Cash Equivalents	**15,568,899**	25,294,330
Closing Cash and Cash Equivalents	**6,347,534**	15,568,899

Note: Figures in brackets represent Cash outflows, except interest earned & other income.

For **GAUR & ASSOCIATES**
Chartered Accountants
Firm Regn. No. 005354C

R. K. Gaur
Partner
Membership No. 72146

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

Rency George
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S. A Abbas	Managing Director	DIN: 00770259
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Raman Rajiv Misra	Director	DIN: 01602244
Jagdish Prasad	Director	DIN: 03440960
Hina Abbas	Director	DIN: 01980925

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

Note 1. Company overview:

Catvision Limited, (the company) is a listed public limited Company incorporated under the provisions of the Companies Act, 1956. Its shares are listed at the Mumbai Stock Exchange. The company is inter-alia engaged in the business of manufacturing and selling of CATV, SMATV and IPTV equipments and providing related services including channel marketing services. The company caters to both domestic and international markets. The majority controlled entities are engaged in the designing and developing, re-engineering and maintenance of new generation products for cable television industry.

Note 2. Basis of preparation of Consolidated Financial Statements:

The consolidated financial statements relates to Catvision Limited and its Jointly Controlled Entities. The consolidated financial statements have been prepared on the following basis:

(a) The financial statements of the company and its jointly controlled entities have been combined on a line-by-line basis by adding together book values of like items of assets, liabilities, income and expenses, after eliminating intra-group balances and transactions and resulting unrealized gain/loss as per Accounting Standard (AS) 21, “Consolidated Financial Statements” as specified under Section 133 of the Companies Act, 2013 read with Rules 7 of the Companies (Accounts) Rules, 2014.

(b) In the case of jointly controlled foreign entity revenue and expenses items are consolidated at the monthly average exchange rate prevailing during the year. The opening balance in the Statement of Profit and Loss and the opening balance in Reserve and Surplus have been converted at the rates prevailing as at the respective Balance Sheet dates. All the assets and liabilities as at the year-end are converted at the rates prevailing as on that date. Any exchange difference arising on consolidated is shown under the Foreign Currency Translation Reserve.

(c) Investment in the jointly controlled entities have been accounted for under the equity method as per Accounting Standard-23, ‘Accounting for investment in Associates in Consolidated Financial Statement’ as specified under Section 133 of the Companies Act, 2014 read with Rules 7 of the Companies (Accounts) Rules, 2014.

(d) Interest in jointly controlled entities have been accounted for by using the proportionate consolidation method as per Accounting Standard-27 ‘ Financial Reporting of Interests in Joint Ventures’, as specified under Section 133 of the Companies Act, 2013 read with Rules 7 of the Companies (Accounts) Rules, 2014. The financial statements of Catvision and jointly controlled entities have been combined on a line-by-line basis by adding together book values of like items of assets, liabilities, income and expenses after eliminating intra-group balances and transactions and resulting unrealized gain/ loss. The consolidated financial statements are prepared by applying uniform accounting policies in use at Catvision. Minority interests have been excluded.

(e) The consolidated financial statements of the jointly controlled entities are drawn up to 31st March, 2015, at the same reporting date as of Catvision.

(f) The difference between the cost of investment in jointly controlled entities and the company’s share of equity as at time of making the investment in jointly controlled entities is recognized in the financial statements as Goodwill on consolidation or Capital Reserve on consolidation as the case may be.

1. Interest in joint ventures which. are included in the consolidation in thre presentation of these consolidate Financial Statements are:

S. No.	Name of the Entity	Country of Incorporation	% of ownership interest as at 31st March, 2015
1.	Catvision Unitron Pvt. Ltd.	India	50%
2.	Unicat Limited	UAE	50%

2. The following amounts are included in the financial statement in respect of the Jointly Controlled Entities based on the proportionate consolidation method prescribed in the Accounting Standard relating to Financial Reporting Interest in Joint Venture (AS 27))as specified in Section 133 of the Companies Act, 2013, read with Rules 7 of the Companies (Accounts) Rules, 2014 (post elimination)

	31st March, 2015 ₹	31st March, 2014 ₹
Assets:		
Fixed Assets (including CWIP)	25,920,289	13,716,755
Non-current assets	3,877,632	13,398,131
Current assets	5,495,581	6,002,089
Liabilities:		
Non-current liabilities	2,484,360	4,234,737
Current Liabilities	8,574,599	3,464,172
Contingent Liabilities	-	-

Income:		
Income from operations	2,436,367	2,250
Other income	180,829	1,918
Expenses:		
Cost of material	768,767	3,420
Employees benefit expenses	287,084	633,067
Depreciation	1,639,174	59,686
Finance Cost	50,476	6,770
Other administrative expenses	1,173,656	675,484

Note 3. SIGNIFICANT ACCOUNTING POLICIES:

The consolidated financial statements have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP) and comply with Accounting Standards specified under Section 133 of the companies Act, 2013 read with Rules 7 of the Companies (Accounts) Rules, 2014.

The preparation of the consolidated financial statements in conformity with GAAP requires the management to make estimates and assumptions in the reported balances of Assets and Liabilities and disclosures relating to contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. The management believes that the estimates used in preparation of financial statements are prudent and reasonable. The future results however could be different from these estimates. The significant accounting policies adopted in presentation of the consolidated financials are as under:

3.1. REVENUE RECOGNITION:

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

Sale of goods:

Revenue from domestic sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of the goods. The company collects sales taxes and value added taxes (VAT) on behalf of the government and, therefore, these are not economic benefits flowing to the Company. Hence, revenue from sales is net of sales tax.

Export sales are recognized at the time of handing over of export consignment to authorities for clearance.

Income from services:

Revenue from hotel operations and from maintenance contracts are recognized pro-rata over the period of the contract as and when services are rendered. The company collects service tax on behalf of the government and, therefore, it is not an economic benefit flowing to the Company. Hence, it is excluded from revenue. Revenue from channel marketing is recognized as and when it is billed to the customer irrespective to the period and accordingly expenses are also accounted for.

Interest:

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate.

3.2. FIXED ASSETS AND DEPRECIATION:

Tangible Fixed Assets:

Tangible fixed assets are stated at cost less accumulated depreciation and impairment loss, if any. Cost comprises the purchase price and any directly attributable cost of bringing the asset to its working condition for its intended use. Expenditure for addition, improvement and renewal are capitalized and all other expenditure on existing fixed assets, including day to day repair and maintenance expenditure and cost of replacing parts, are charged to the consolidated Statement of Profit and Loss for the period which during which the expenses are incurred.

When an asset is scrapped or otherwise disposed off, the cost and related depreciations are removed from the books of accounts and resultant profit (including capital profit) or loss, if any, is reflected in the consolidated Statement of Profit and Loss.

Intangible Assets:

The intangible fixed include cost of acquired software, cost incurred in development of technological software. Intangible assets are initially measured at acquisition cost, including any directly attributable cost of preparing the asset for its intended use. Internally developed intangibles are capitalized if, and only if the following criteria can be demonstrated

a) the technical feasibility and the company's intention and ability of completing the project;
b) the probability that the project will generate future economic benefits
c) the availability of adequate technical financial and other resources to complete the project;
d) the ability to measure development expenditure reliably

Software is depreciated over an estimated useful life of six years. Any subsequent amount incurred in up-gradation or improvement of the software is charged to profit and loss account as an expenses.

Capital work-in-progress comprises of the cost of assets that are not yet ready for their intended use at the reporting date. Cost of material and other expenses incurred on such material are shown as Capital work-in-progress for capitalization. Expenditure on intangible asset projects which are not yet ready for intended use are carried as intangible asset under development and shown CWIP.

Depreciation :

a. **Indian Entities:**

Depreciable amount for assets is the cost of an asset or other amount substituted for cost less its estimated residual value. Depreciation of tangible assets has been provided on the Straight-Line Method as per the useful life prescribed in Schedule II of the Companies Act, 2013.

Depreciation on the amount of addition made to fixed assets due to up-gradation is provided at the rate applied to the existing assets on pro-rata basis.

b. **International Entities:**

Depreciation on assets is provided at Straight-Line Method bases on the estimated useful life determined by the management of the respective entities.

Amortization:

Intangible assets with finite lives are amortized over their economic life and assessed for the intangible asset may be impaired. The amortization periods are reviewed and impairment evaluation are carried out at least once in a year.

Impairment of Assets:

The company assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, the company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets.

Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

Impairment losses of continuing operations, including impairment on inventories, are recognized in the Consolidated Statement of Profit and Loss, except for previously revalued tangible fixed assets, where the revaluation was taken to revaluation reserve. In this case, the impairment is also recognized in the revaluation reserve up to the amount of any previous revaluation.

3.3. INVENTORY:

Raw materials, components, stores, stock-in-trade and packing materials are valued at cost or net realizable value whichever is less. However, material and other items held for use in the production of inventories are not written down below the cost if the finished goods in which they will be incorporated are expected to be sold at or above cost. Cost of raw materials, components, stores, stock in trade is determined on a moving weighted average basis.

Semi-finished goods is valued at estimated cost. Finished goods are valued at cost or net realizable value whichever is less.

The cost of Semi-finished goods and finished goods include cost of conversion and other cost incurred in bringing the inventories to their present condition and location.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

3.4. VALUATION OF INVESTMENT:

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

3.5. FOREIGN CURRENCY TRANSACTIONS:

I. **INDIA OPERATIONS :**

a. **Initial Recognition :**

On initial recognition all foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the realization. Foreign Currency transactions are recorded at the exchange rate prevailing on the date of the transaction.

b. **Subsequent Recognition:**

As at the reporting date, non-monetary items which are carried out at historical cost and denominated in a foreign currency are reported using the exchange rate at the date of the transaction. All non-monetary transaction which are carried out at fair value or other similar valuation denominated in foreign currency using exchange rate that existed when the values are determined. All monetary assets and liabilities in foreign currency are restated at the end of accounting period.

Exchange Differences:

The exchange difference between the rate prevailing on the date of transaction and on the date of settlement is recognized as income or expenses as the case may be.

Monetary assets and liabilities related to foreign currency remaining unsettled at the end of the year are translated at the exchange rate prevailing on the date on which transaction is recorded. Exchange differences arising on the settlement of monetary items or on restatement of monetary items at rates different from those at which they were initially recorded or reported in previous financial statements, are recognized as income or as expense in the year in which they arise.

In accordance with MCA notification on Accounting Standard - 11 on "The Effects of Changes in Foreign Exchange Rates", in respect of long term foreign currency loan taken for acquisition of assets, the exchange difference arising on reporting of said loan is adjusted to the cost of the assets.

c. Forward Exchange Contract:

In respect of forward exchange contracts entered into by the company, the difference between the contracted rate and the rate at date of transaction is recognized as gain or loss over the period of contract except for difference in respect if liabilities incurred for acquiring fixed assets from a country outside India in which case such difference is adjusted in the carrying amount of the respective fixed assets. Exchange difference on such contracts are recognized in the statement of profit and loss in the year in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognized as income or as expenses for the year.

II. FOREIGN BRANCH OFFICE OPERATIONS :

(a) The assets and liabilities, both monetary and non-monetary, of the foreign operation are translated at the exchange rate prevailing on the balance sheet date.

(b) Sales and Cost of material of the foreign operation are translated by applying monthly average exchange rate, Administrative expenses of the foreign operation are translated by applying quarterly average exchange rates; and

(c) All resulting exchange differences are accumulated in Foreign Currency Translation Reserve.

(d) Assets and Liabilities of foreign entity is translated into Indian Rupees on the basis of the closing exchange rates as at the end of the period. Income and expenditure and cash flow are generally translated using average exchange rate of the month. Foreign exchange difference resulting from such transaction are recorded in the Foreign Currency Translation Reserve

3.6. FEE FOR TECHNICAL SERVICES:

Fee for technical services are charged to the profit and loss account over the period of the agreement for technical services.

3.7. EMPLOYEE BENEFITS:

a. Defined Contribution plan :

The company has defined contribution plan for post employment benefits in the form of provident fund for all employees which are administrated by Regional Provident Fund Commissioner. Provident Fund and Family Pension Scheme are classified as defined contribution plan as the company has no further obligation beyond making the contribution. The company's contribution to defined contribution plans are charged to Statement Profit and Loss of the year when the contribution to the respective funds are due. There are no other obligations other than the contribution payable to the respective funds.

b. Defined benefits plan :

Company's liability toward Gratuity under the Payment of Gratuity Act, 1972 is defined obligation and provided for on the basis of actuarial valuation made at the end of each financial year by an independent actuary. Actuarial gains and losses are recognized in the Statement of Profit and Loss in the period I which they incur. The retirement benefit obligation recognized in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognized past service cost, as reduced by fair value of scheme assets.

c. Compensated Absences:

Liability on account of other employee benefits like leave travel assistance, medical reimbursement are accounted for on accrual basis. Liability on account of leave encashment to employees was considered as short term compensation expense provided on actual basis as and when to pay.

3.8. PROVISIONS :

The company does not make provision for doubtful debts and follows the practice of writing off bad debts as and when determined.

A provision is recognized when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not disclosed to its present value and are determined based on best management estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current management estimates.

3.9. TAXATION:

Tax expense which comprises both current and deferred taxes are accounted for in the same period to which the revenue and expenses relates. Provision for current Income Tax is measured as the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred Income Tax reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred Tax is measured using the tax rates and the tax laws enacted or substantively enacted at the Balance Sheet date. Deferred income tax relating to items recognized directly in equity is recognized in equity and not in the Statement of Profit and Loss.

Deferred tax assets have been recognized only to the extent there is reasonable certainty that the assets can be realized in future. However where there is unabsorbed depreciation or carry forward loss under taxation laws, deferred tax assets are recognized only if there is virtual certainty of realization of such assets. Deferred tax assets are wed at each balance sheet date and written down or written up to reflect the amount that is reasonably/ virtually certain, as the case may be, to be realized.

3.10 EARNING PER SHARE (EPS):

Basic earning per share is calculated by dividing the net profit or loss for the year attributable to equity shareholder (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating Diluted Earning Per Share, the net profit or loss for the year attributable to equity shareholder and the weighted average number of shares outstanding during he year are adjusted for the effects of all dilative potential Equity Shares.

3.11 SEGMENT REPORTING:

Identification of segments

The company's operating businesses are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and services in the market. The analysis of geographical segments is based on the areas in which operating divisions of the company operate.

Allocation of common costs:

Common allocable costs are allocated to each segment according to the relative contribution of each segment.

Unallocated items

Unallocated items include general corporate income and expense items which are not allocated to any business segment.

Segment accounting policies

The company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the company as a whole.

Allocation of overhead among the unit/segment:

Direct Expenses related to the manufacturing units or the braches has been directly accounted for in the respective units/branches and common overheads have been allocated among units/ branches in the ratio of the gross operating revenue of the respective units/ branches.

The direct expenses related to services being provided by the company have been clubbed with the respective accounting heads.

The company follows the accounting policy of disclosing of freight and distribution cost as net off.

3.12 IMPAIRMENT:

At each balance sheet date, the management reviews the carrying amounts of its assets to determine whether there is any indication that those assets were impaired. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of impairment loss. The recoverable amount is higher of net selling price of an asset and value in use determined by discounting the estimated future cash flow to their present value based on appropriate discount factor.

3.13 CONTINGENT LIABILITIES:

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements.

3.14 CASH AND CASH EQUIVALENT:

Cash comprises cash in hand and demand deposits with banks. Cash equivalent are such short term short-term investments with an original maturity of three months or less, highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of change in value.

3.15 CASH FLOW STATEMENT:

Cash flows are reported using indirect method whereby profit/(loss) before extra-ordinary items and tax is adjusted for the effect of transactions of non-cash nature and deferrals or accruals of past or future cash receipts or payment. Cash flows for the year are classified by operating, investing and financing activities.

3.16 SERVICE TAX CREDIT:

Service Tax credit on input services is accounted for on accrual basis on receipt of input services and it does not form part of cost of such services.

	As at 31.03.2015 (₹)	As At 31.03.2014 (₹)
NOTE 4 : SHARE CAPITAL:		
a. Authorised:		
6,500,000 Equity Shares of ₹ 10 each (Previous Year 6,500,000 Equity Shares of ₹ 10 each)	**65,000,000**	65,000,000
b. Issued , Subscribed & Paid- Up Capital:		
5,453,600 Equity Shares of ₹ 10 each (Previous Year 5,453,600 Equity Shares of ₹ 10 each	**54,536,000**	54,536,000
	54,536,000	54,536,000

c. Reconciliation of Shares outstanding at the beginning and at the end of the year:

	As at 31.03.2015		As at 31.03.2014	
	No. of Shares	(₹)	No. of Shares	(₹)
At the beginning of the year	**5,453,600**	**54,536,000**	4,653,600	46,536,000
Issued during the year	**-**	**-**	800,000	8,000,000
Outstanding at the end of the year	**5,453,600**	**54,536,000**	5,453,600	54,536,000

d. The rights, power and preference relating to each class of shares:

(i) The company has only one class of shares having a par value of ₹ 10/- per share. Each holder of Equity Shares is entitled to vote per share. The Company declares and pay dividend in Indian Rupees.

(ii) In the event of liquidation of the Company, the holders of equity shares will be eligible to receive the remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportions to the number of equity shares held by the shareholders.

e. Details of shareholders holding more than 5% shares in the Company set out as below (legal ownership):

	As at 31.03.2015 No. of Shares	As At 31.03.2014 No. of Shares
S. A Abbas	**635,685**	635,685
Sudhir Damodaran	**617,975**	617,975
Vizwise Commerce Pvt. Ltd.	**696,737**	696,737
Global Impex Limited	**800,000**	800,000

As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

NOTE 5 : RESERVE AND SURPLUS:

	As at 31.03.2015 (₹)		As At 31.03.2014 (₹)	
Securities Premium Reserve		**18,413,000**		18,413,000
Capital Reserve (Capital Investment Subsidy)		**1,057,920**		1,057,920
Foreign Currency Translation Reserve (on Consolidation of Branches)		**(40,004)**		(3,930)
Foreign Currency Monetary Item Translation Difference Account				
Balance as at the beginning of the year	**1,256,447**		422,867	
Exchange gain/ (loss) during the year	**(73,667)**	**1,182,780**	833,580	1,256,447
General Reserve				
Balance as at the beginning of the year	**291,824**		291,824	
Appropiated during the year	**-**	**291,824**	-	291,824

	As at 31.03.2015 (₹)		As At 31.03.2014 (₹)	
Surplus in Statement of Profit and Loss				
Balance as at the beginning of the year	**50,271,379**		46,057,000	
Add: Profit for the year	**3,883,636**		4,214,379	
	54,155,015		50,271,379	
Less: Appropriations:				
Adjusted for depreciation for earlier years	**1,712,458**	**52,442,557**	-	50,271,379
		73,348,077		71,286,640

NOTE 6 : LONG TERM BORROWINGS:

	Non-Current portion		Current Maturities	
	As at 31.03.2015	**As at 31.03.2014**	**As at 31.03.2015**	**As at 31.03.2014**
a. **Secured Loans:**				
From others:				
Vehicle Loans	**1,044,493**	1,941,485	**991,003**	1,260,752
	1,044,493	1,941,485	**991,003**	1,260,752

Vehicle Loans: The Company has availed vehicle loans for purchase of vehicles from Kotak Mahindra Primes Ltd. The respective loans are repayable over a period of five years in monthly instalments and are secured by way of hypothecation of respective vehicles financed under the respective loan. Company has not defaulted in repayment.

NOTE 7 : DEFERRED TAX LIABILITY (NET):

Deferred tax has been provided in accordance with Accounting Standard- 22 “Accounting for Taxes on Income” issued by the Institute of Chartered Accountants of India. The computation of Deferred Tax Assets/ Deferred Tax Liabilities as on 31st March 2014 is as follows:

	Deferred Tax Liability As at 31.03.2015	Deferred Tax Liability As at 31.03.2014
Deferred Tax Liability arising on account of timing difference:		
Difference between Book & Tax Depreciation	**4,153,140**	5,693,679
Sub Total - (A)	**4,153,140**	5,693,679
Deferred Tax Assets arising on account of timing difference:		
Unabsorbed Depreciation	**-**	-
Sub Total - (B)	**-**	-
Net Deferred Tax Liability (A-B)	**4,153,140**	5,693,679

As on 31st March, 2015 net Deferred Assets were higher than Deferred Tax Liabilities, hence adopting a conservative approach the company has not recognized any Deferred Tax Asset (net).

	As at 31.03.2015 (₹)	As At 31.03.2014 (₹)
NOTE 8: OTHER LONG TERM LIABILITIES:		
i. Others	**5,305,765**	5,904,918
	5,305,765	5,904,918

NOTE 9 : LONG TERM PROVISION:

	Long-term		Short-term	
	As at 31.03.2015	As at 31.03.2014	As at 31.03.2015	As at 31.03.2014
Provisions for Employee Benefits				
Employees Retirement Benefits	**3,494,990**	3,008,269	**96,966**	486,721
	3,494,990	3,008,269	**96,966**	486,721

	As at 31.03.2015 (₹)	As At 31.03.2014 (₹)
NOTE 10 : SHORT TERM BORROWINGS:		
a. Secured Loans:		
I. Working Capital Loan repayable on demand	**37,636,714**	25,398,030
	37,636,714	25,398,030

The Cash credit facilities from Axis Bank Ltd., B-2, B-3, sector -16, Noida, U.P are repayable on demand and are secured by first legal mortgage on land , building and plant and machinery of the Company situated at Noida and Selaqui-Dehra Dun and hypothecation of Stock, Book Debts and personal guarantees of Promoter Directors.

NOTE 11 :TRADE PAYBLE:		
Trade payable* (Refer Note 35)	**34059184**	31,442,039
	34059184	31,442,039
NOTE 12 : OTHER CURRENT LIABILITIES:		
Future Income Received in Advance	**1,484,974**	1,508,429
Advances from Customers	**12,431,008**	20,832,849
Other Current Liabilities	**9,862,216**	9,324,079
Current maturitiees of Long Term Debts (Note. 6)	**1,055,861**	1,260,752
Unpaid Dividend	**277,866**	277,866
	25,111,925	33,203,975
NOTE 13 : SHORT TERM PROVISIONS:		
Provisions for Employees Benefits (Note. 9)	**96,966**	4,86,721
Provisions for Taxation	**2,070,267**	2,063,304
Provisions for Bill awaited	**2,663,549**	345,206
	4,830,782	2,893,231

NOTE 14 : FIXED ASSETS:

(₹)

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As At 01/04/2014	Additions	Deletions	As At 31/03/2015	As At 01/04/2014	For the period	Adjus-tment	As At 31/03/2015	As At 31/03/2015	As At 31/03/2014
(i) TANGIBLE ASSETS										
Land	1,056,904	-	-	**1,056,904**	-	-	-	**-**	**1,056,904**	1,056,904
Building	11,548,663	-	-	**11,548,663**	4,167,272	238,225	-	**4,405,497**	**7,143,166**	7,381,391
Plant & Machinery	18,098,172	6,975,957	2,131,121	**22,943,008**	10,303,314	1,171,270	41,869	**11,516,453**	**11,426,555**	7,794,858
Electrical Fittings	2,205,637	-	-	**2,205,637**	971,825	146,925	-	**1,118,750**	**1,086,887**	1,233,812
Office Equipments	5,376,914	953,312	93,764	**6,236,462**	1,987,131	870,416	1,480,920	**4,338,467**	**1,897,995**	3,389,783
Furniture & Fixtures	5,362,639	358,953	-	**5,721,592**	3,715,523	366,780	23,289	**4,105,592**	**1,616,000**	1,647,116
Computers	5,564,791	442,926	-	**6,007,717**	4,099,499	814,735	90,296	**5,004,530**	**1,003,187**	1,465,292
Vehicles	11,937,449	282,500	258,886	**11,961,063**	4,877,448	990,991	(218,314)	**5,650,125**	**6,310,938**	7,060,001
Cable TV Networks	50,731,507	674,669	-	**51,406,176**	42,748,946	2,503,854	-	**45,252,800**	**6,153,376**	7,982,561
TOTAL	**111,882,676**	**9,688,317**	**2,483,771**	**119,087,222**	**72,870,958**	**7,103,196**	**1,418,060**	**81,392,214**	**37,695,008**	**39,011,718**
(ii) INTANGIBLE ASSETS										
Computer Software	1,260,266	-	-	**1,260,266**	513,085	178,971	-	**692,056**	**568,210**	747,181
Other Intangible Assets	-	13,698,543	-	13,698,542	-	1,378,428	-	1,378,428	12,320,114	-
Prototype	104,139	-	-	**104,139**	1,997	32,913	-	**34,910**	**69,229**	102,142
TOTAL	**1,364,405**	**13,698,542**	**-**	**15,062,947**	**515,082**	**1,590,312**	**-**	**2,105,394**	**12,957,553**	**849,323**
(iii) Intangible assets under development	**13000385**	12,604,898	13000385	**12,604,898**	-	-	-	**-**	**12,604,898**	13,000,385
TOTAL	**13000385**	**12,604,898**	**13000385**	**12,604,898**	**-**	**-**	**-**	**-**	**12,604,898**	**13,000,385**

	As at 31.03.2015 (₹)	As At 31.03.2014 (₹)
NOTE 15 : NON-CURRENT INVESTMENTS:		
- Bombay Mercantile Co-op. Bank Ltd	**4,980**	4,980
	4,980	4,980
NOTE 16 : LONG TERM LOANS AND ADVANCES:		
(Unsecured but conisered good)		
Capital Advances (Yamuna Expressway Industrial Development Authority)	**2,734,416**	1,650,000
Security Deposits	**1,558,708**	1,431,642
Other Loans & Advances	**-**	2,709,356
	4,293,124	5,790,998
NOTE 17 : OTHER NON-CURRENT ASSETS:		
Long Term receivables	**13,641,283**	9,652,563
Miscellaneous Expenses to the extent not written off	**119,625**	135,225
Prepaid Expenses (to be amortized in future)	**3,712,007**	-
	17,472,915	9,787,788
NOTE 18 : CURRENT INVESTMENTS:		
- Fidelity India Mutual Fund- units	**30,000**	30,000
	30,000	30,000

	As at 31.03.2015 (₹)	As At 31.03.2014 (₹)
NOTE 19 : INVENTORIES:		
(As taken, valued, and certified by the management)		
Finished Goods	**17,913,561**	16,951,202
Stock in Trade of goods acquired for Trading	**24,320,695**	28,017,076
Raw Materials & Components	**23,990,345**	16,743,077
Stores and Spares	**133,990**	113,881
Semi- Finished Goods	**2,246,001**	1,988,793
	68,955,815	63,814,029
NOTE 20 : TRADE RECEIVABLES:		
(Unsecured, considered good)		
- Debts outstanding for a period exceeding six months	**19,438,762**	21,086,664
- Other Debts	**50,246,128**	43,343,340
	69,684,890	64,430,004
NOTE 21 : CASH AND CASH EQUIVALENT:		
Cash in hand	**114,065**	104,647
Balance with Scheduled Banks:		
- In Current Accounts	**1,838,886**	12,803,810
- In fixed Deposit Accounts *	**1,991,717**	2,382,576
- Earmarked Balance with Bank- Dividend Account	**277,866**	277,866
Cheques in Hand	**2,125,000**	-
	6,347,534	15,568,899

* Balance with bank held as margin money against letter of credit and bank guarantee is ₹ 19,91,717/-(Previous year ₹ 23,82,576/-)

NOTE 22 : SHORT TERM LOANS AND ADVANCES:		
(Unsecued, considered good)		
Advance recoverable in cash or in kind for the value to be received	**4,482,729**	11,533,400
Prepaid Expenses	**2,244,516**	4,225,960
Advance Tax including tax deducted at source	**2,032,057**	2,316,760
Balance with Sales Tax Department	**12,909**	22,383
Balance with Service Tax Department	**183,437**	101,708
Claim for Refunds of Additional Duty of Customs	**1,907,938**	3,666,877
Advances against expenditure due by directors or officer of the company	**997,854**	646,441
Other Current Assets	**1,273,019**	508,608
	13,134,459	23,022,137

	Year Ended 31.03.2015 (₹)	Year Ended 31.03.2014 (₹)
NOTE 23: REVENUE FROM OPERATIONS:		
Sales of Products	**267,900,648**	254,268,156
Servicing Income	**17,324,069**	44,715,676
Other Operating Income	**43,995,110**	33,548,459
	329,219,827	332,532,291

	Year Ended 31.03.2015 (₹)	Year Ended 31.03.2014 (₹)
NOTE 24: OTHER INCOME:		
Interest Earned	**221,194**	185,732
Miscellaneous Income	**380,767**	-
	601,961	185,732
NOTE 25: MATERIAL CONSUMED:		
Opening Stock	**16,743,077**	17,631,749
Add: Purchases	**72,671,945**	64,376,117
Less: Closing Stock	**24,341,568**	16,743,077
	65,073,454	65,264,789
NOTE 26: PURCHASE OF STOCK -IN-TRADE:		
	127,356,607	115,659,874
NOTE 27: CHANGE IN INVENTORIES :		
Opening Stocks		
Finished Goods	**16,951,202**	16,227,705
Semi-Finished Goods	**1,988,793**	2,287,669
Stock in -trade of goods acquired for Trading	**28,017,076**	27,658,156
(i)	**46,957,071**	46,173,530
Closing Stocks		
Finished Goods	**17,913,561**	16,951,202
Semi-Finished Goods	**2,246,001**	1,988,793
Stock in -trade of goods acquired for Trading	**24,320,695**	28,017,076
Sub-total-(ii) (ii)	**44,480,257**	46,957,071
Sub Total-(i) - (ii)	**2,476,814**	(783,541)
NOTE 28: OTHER MANUFACTURING EXPENSES :		
Store and Spares Consumed	**372,471**	1,943,311
Power and Fuel	**305,636**	363,388
Other Manufacturing Expenses	**439,753**	715,351
Software Charges to Broadcasters*	**30,107,320**	45,259,515
	31,225,180	48,281,565
NOTE 29 : EMPLOYEES REMUNERATION AND BENEFITS:		
Salary, Wages and Other Benefits	**41,837,776**	42,249,793
Staff Welfare Expenses	**622,220**	484,033
Contribution to Provident Fund and other Funds	**2,721,937**	2,936,753
	45,181,933	45,670,579
NOTE 30 : FINANCE COST:		
Interest	**4,427,293**	3,964,123
Bank Charges	**1,195,983**	1,521,957
Loss due to Foreign Currency Fluctuation	**72,868**	1,248,369
	5,696,144	6,734,449

	Year Ended 31.03.2015 (₹)	Year Ended 31.03.2014 (₹)
NOTE 31 : OTHER ADMINISTRATIVE AND SELLING EXPENSES:		
Insurance	**566,960**	508,807
Rent and Hire Charges	**5,296,819**	4,970,673
Travelling and Conveyance	**10,898,479**	14,084,810
Vehicles Running and Maintenance	**687,952**	698,451
Advertisement, Selling and Distribution	**601,687**	471,448
Freight and Distribution Charges	**905,155**	859,474
Trade and Business Discount	**709,952**	325,589
Business Promotion	**1,614,147**	2,390,725
Postage and Telephone	**1,716,296**	1,877,160
Project Implementation Expenses	**276,107**	1,216,344
Sales Incentives	**2,435,594**	255,976
Miscellaneous Expenses	**1,024,241**	1,100,194
Meetings and Celebration	**425,717**	328,527
Security Services	**954,419**	881,976
Legal and Professional Charges	**5,319,674**	5,410,572
Fee and Subscription Expenses	**590,715**	421,819
Water and Electricity Expenses	**1,140,536**	1,180,773
Printing & Stationery	**365,343**	333,191
Bad Debits written off	**198,863**	(129,064)
Expired/ Dis-allowed Addl Duty Written Off	**-**	129,809
Auditors' Remuneration		
- Audit Fee	**162,922**	202,947
- Taxaion Matters	**70,891**	22,472
- Management Consultancy	**73,596**	67,416
Repair & Maintenance:	**-**	-
- Building	**1,153,656**	1,045,771
- Plant & Machinery	**88,931**	146,598
- Others	**2,426,131**	1,752,807
	39,704,783	40,555,265

	As at 31.03.2015 (₹)	As At 31.03.2014 (₹)
NOTE 32 : CONTINGENT LIABILITIES AND COMMITMENT:		
i) Unexpired Bank Guarantee	**5,375,986**	774,272
ii) Claim against the company not acknowledged as debits*	**800,000**	4,186,003
iii) Unexpired Letter of Credits	**4,842,245**	2,935,885

a. The Company has suitably defended the said claim before the appropriate court.

b. Based on the favorable decisions in similar cases/legal opinions taken by the company/discussions with its legal advisors etc. the Company believes that it has good cases in respect of the item no. (ii) and hence no provision there against is considered necessary.

NOTE 33 : EMPLOYEES BENEFIT:

a) The Company has adopted the revised Accounting Standard (AS) 15, 'Employee Benefits' issued by the Institute of Chartered Accountants of India w.e.f. 1st April 2007.

b) Contribution to Provident Fund : Amount of ₹ 2394994/- (Previous year ₹ 2367949/-) is recognised as an expense and included in Employees Remuneration and benefits (Refer Note 29) in the Statement of Profit & Loss for the year ended 31st March 2015.

c) Gratuity : The following table sets out the status of the Defined Benefits Plan as at 31st March 2015 which is based on the report submitted by an Independent Actuary :

	Year Ended 31.03.2015 (₹)	Year Ended 31.03.2014 (₹)
Amount recognised in Balance Sheet		
Present value of the obligation at the end of the year	**5,751,701**	5,074,379
Fair value of plan assets	**2,159,745**	1,579,389
Net Liability recognised in Balance Sheet	**3,591,956**	3,494,990
Expenses recognised in Statement of Profit & Loss		
Current Service Cost	**528,743**	451,219
Interest Cost	**456,694**	415,245
Expected return on plan asset	**(138,197)**	(93,189)
Net actuarial (gain) / loss recognised	**194,296**	(304,059)
Expenses recognised Statement of Profit & Loss	**1,041,536**	469,216
Changes in Defined Benefit Obligation		
Present Value of obligation at the beginning of the year	**5,074,379**	5,033,272
Interest Cost	**456,694**	415,245
Current Service Cost	**528,743**	451,219
Benefits Paid	**(527,099)**	(535,881)
Actuarial (gain) / loss on obligation	**218,984**	(289,476)
Present Value of obligation at the end of the year	**5,751,701**	5,074,379
Changes in Fair Value of Planned Assets		
Fair value of plan asset at the beginning of the year	**1,579,389**	1,018,460
Expected return on plan asset	**138,197**	93,189
Contributions	**546,472**	497,949
Benefits Paid	**(129,001)**	(44,792)
Actuarial (gain) / loss on plan asset	**24,688**	14,583
Fair value of plan asset at the end of the year	**2,159,745**	1,579,389
Actuarial (Gain) / Loss recognised		
Actuarial (Gain) / Loss on obligation	**218,984**	(289,476)
Actuarial (Gain) / Loss on plan assets	**(24,688)**	(14,583)
Total Actuarial (Gain) / Loss	**194,296**	(304,059)
Actuarial (Gain) / Loss recognised	**194,296**	(304,059)
Assumptions used in accounting for gratuity plan		
Discount Rate (p.a.)	**8.00%**	9.00%
Salary Escalation Rate	**5.00%**	5.75%
Expected rate of return (p.a.)	**9.00%**	8.75%
Withdrawal rate (p.a.)	**4.00%**	8.00%
Average outstanding service of employees upto retirement	**24 Years**	24.96 Years

NOTE 34 :

The company has initiated the process of obtaining confirmation from suppliers who have registered themselves under Micro and Small Medium Enterprises Development Act. 2006 (MSMED Act, 2006). Based on the information available with the Company, the balance due Micro and Small Medium Enterprises as defined under the MSMSED Act, 2006 is Nil. Further no interest during the year has been paid or payable under the terms of the MSMED Act. 2006 Some of the customers and suppliers accounts are pending confirmation/reconciliation and the same have been taken as the balances appearing in the books. Any differences arising on account of such reconciliation, which are not likely to be material, will be accounted for as and when these reconciliations are completed.

NOTE 35 : RELATED PARTY DISCLOSURE:

As per Accounting Standard (AS- 18) issued by the Institute of Chartered Accountants of India, information in terms of the said Standard, are disclosed below :

(a) The name of related parties of the Company are as under :-

i. Company having substantial interest

Name of the Company	Country of Incorporation
Catvision Unitron Pvt. Ltd.	India
Unicat Ltd.	UAE

ii. Associates:-

Name of the Company	Country of Incorporation
Catvision Unitron Pvt. Ltd.	India
Unicat Ltd.	UAE

iii. Key Managerial Personnel :

Particulars	Relation
Mr. S. A. Abbas	Managing Director
Mr. Vinod Rawat	Chief Financial Officer
Ms. Rency George	Company Secretary

iv. Others Key Managerial Personnel :

Particulars	Relation
Mr. Sudhir Damodaran	Executive Director
Mrs. Hina Abbas	Executive Director

v. Transactions with Related parties during the year ended 31st March, 2015 :

		Key Managerial Personnel	Jointly Owned Entities
1)	Purchases :		
	Goods		11,912,252
	Fixed Assets		4,539,345
2)	Others :		
	Cost of Reimbursements		600,000
3)	Investments :		
	Purchase of Share		2,617,960
4)	Deposits :	**1,400,000**	
5)	Managerial Remuneration :	**6,850,019**	-
6)	Balance outstanding at the end of the year :		
	Trade Payable		12,528
	Other Liabilites		-
	Outstanding Deposits		-
7)	Significant related transation :		
	Purchases of goods		11,912,252
	Purchases of fixed assets		4,539,345
	Remuneration	**6,850,019**	

NOTE 36: Joint Venture Disclosure :

(i) The Company's Jointly Controlled Entity is :

Name of the Entity	Country of Incorporation	% of ownership interest	
		2015	**2014**
Catvision Unitron Pvt. Ltd.	India	**50%**	50%
Unicat Ltd.	UAE	**50%**	50%

NOTE 37:

In the opinion of the Board of Directors, Current Assets, Loans and Advances are approximately of the value stated, if realised in the ordinary course of business.

NOTE 38: EARNING PER SHARE (EPS):

		Year Ended 31.03.2015 (₹)	Year Ended 31.03.2014 (₹)
i.	Profit after provision of Tax	**3,883,636**	4,214,379
ii.	Weighted Average No. of Equity Shares of ₹ 10 each	**5,453,600**	5,453,600
iii.	Nominal Value of Equity Shares	**10**	10
iv.	Basic and diluted Earning Per Share (EPS)	**0.71**	0.77

NOTE 39 : MANAGERIAL REMUNERATION:

		Year Ended 31.03.2015 (₹)	Year Ended 31.03.2014 (₹)
i)	**Managing Director and other Whole-Time Directors:**		
	a) Salary	**3,416,250**	3,600,000
	b) Contribution to Provident Fund	**415,650**	432,000
	c) Allowances and Perquisites	**2,973,119**	3,282,964
		6,805,019	7,314,964
ii)	**Non- Whole Time Directors:**		
	Sitting fee	**55,000**	60,000
		55,000	60,000

Notes: The above figures do not include provision for gratuity as separate acturial valuation is not available for whole time directors.

NOTE 40 : SEGMENT REPORTING POLICIES:

a) Primary Segment: Based on the guiding principle given in the Accounting Standard - 17 "Segment Reporting" issued by the Institute of Chartered Accountants of India, the Company has identified two business segments as primary segments. The reportable business segments are "Products" and "Operations & Services". These segments have been identified considering the nature of the products and the internal financial reporting systems.

Revenue and expenses have been accounted for based on the basis of their relationship to the operating activities of the segments. Revenue and expenses, which relate to the enterprise as whole and are not allocable to segments on a reasonable basis, have been included under Unallocable Revenue and Expenses. Assets and Liabilities, which relate to the enterprise as a whole and are not allocable to segments on a reasonable basis, have been included under Unallocable Assets/Liabilities.

PARTICULARS	Products		Operations & Services		TOTAL	
	2014-15	**2013-14**	**2014-15**	**2013-14**	**2014-15**	**2013-14**
1. **REVENUE :**						
Segment Revenue	**268,021,518**	254,268,156	**61,572,029**	78,264,135	**329,593,547**	332,532,291
Total Revenue	**268,021,518**	254,268,156	**61,572,029**	78,264,135	**329,593,547**	332,532,291
2. **RESULTS :**						
Segment Result	**30,155,694**	35,105,647	**10,216,406**	4,581,054	**40,372,100**	39,686,701
Less: Unallocable Expenses						
Interest	**-**	-	**-**	-	**5,019,158**	4,366,539
Other Unallocable Expenses	**-**	-	**-**	-	**32,227,280**	32,693,569
Add: Unallocable Income	**-**	-	**-**	-	**228,241**	185,732
Less: Provision for Tax including FBT & Deferred Tax	**-**	-	**-**	-	**529,733**	1,402,054
Net Profit after Tax	**30,155,694**	35,105,674	**10,216,406**	4,581,054	**3,883,636**	4,214,379
3. **OTHER INFORMATION :**						
Segment Assets	**197,487,759**	151,872,166	**17,016,950**	27,901,545	**214,504,709**	194,732,067
Unallocable Corporate Assets	**-**	-	**-**	-	**29,016,362**	40,578,194
Total Assets	**197,487,759**	151,872,166	**17,016,950**	27,901,545	**243,521,071**	235,310,261
Segment Liabilities	**45,604,984**	38,230,239	**11,061,227**	16,684,757	**56,666,211**	54,914,996
Unallocable Corporate Liabilities	**-**	-	**-**	-	**54,749,988**	48,504,100
Total Liabilities	**45,604,984**	38,230,239	**11,061,227**	16,684,757	**111,416,199**	103,419,096
Depreciation	**3,149,600**	887,942	**2,455,122**	2,697,476	**5,604,722**	3,585,418
Unallocable Depreciation	**-**	-	**-**	-	**3,088,782**	2,133,192

b) Secondary Segment :

The following is the distribution of company's consolidated revenue by geographic market, regardless of where the goods were produced / procured.

	Year Ended 31.03.2015 (₹)	**Year Ended 31.03.2014 (₹)**
Geographic Segment:		
Revenue - Domestic Market	**212,653,412**	232,569,838
Revenue - Overseas Market	**116,940,135**	99,962,453
	329,593,547	332,532,291

	Year Ended 31.03.2015 (₹)	Year Ended 31.03.2014 (₹)
NOTE 41 : DETAILS OF SALE:		
Modulators	**16,756,451**	23,895,220
Amplifiers	**9,580,072**	16,905,322
Power Supplies	**2,275,512**	2,598,151
Optical Node & Transmiters	**83,879,886**	77,919,144
Tap-Off/ Splitters	**10,965,137**	11,236,492
Digital Satelite Receiver & Set Top Boxes	**70,962,737**	14,678,810
Dish Antenna & other equipments	**5,823,068**	4,644,947
CATV, ITV & MATV Systems & Equipments	**50,382,087**	76,580,079
Cables	**14,423,302**	12,127,323
CCTV Cameras & Monitoring Equipments	**46,094**	25,617
Energy Control System & Equipments	**162,872**	8,121,663
Other Miscellanesous Items	**2,643,430**	5,535,388
	267,900,648	254,268,156
NOTE 42 : DETAILS OF MATERIAL CONSUMED:		
Ics	**23,599,314**	30,710,277
Transistors	**379,678**	332,021
Transformers	**5,636,289**	7,711,793
Crystals	**56541**	52,025
Printed Circuit Boards	**1,592,367**	2,324,233
Diodes	**356268**	449,374
Attenutators	**621,908**	807,974
Housings	**7,468,530**	9,312,493
Connectors	**985,562**	2,147,573
Netra Processor Module	**1,817,113**	-
IO Interface Board	**1,230,767**	-
SMPS	**383,511**	358,851
Others (Incuding consumables and semi finished goods)	**19,194,939**	10,802,770
Packing material	**2,123,138**	2,198,716
	65,445,925	67,208,100
NOTE 43 : DETAILS OF PURCHASE OF TRADED GOODS:		
Modulators	**5,387,946**	14,067,052
Amplifiers	**110,882**	473,037
Power Supplies	**937,147**	424,262
Optical Node & Transmiters	**2,006,586**	4,758,223
Tap-Off/ Splitters	**4,652,119**	1,880,873
Digital Satelite Receiver & Set Top Boxes	**58,900,142**	12,919,154
Dish Antenna & other equipments	**4,577,904**	3,348,717
CATV, ITV & MATV Systems & Equipments	**37,656,130**	55,375,987
Cables	**11,518,165**	13,068,497
CCTV Camras & Monitoring Equipments	**23,433**	29,283
Energy Control System & Equipments	**131,211**	5,543,451
Other Miscellanesous Items	**1,454,942**	3,771,338
	127,356,607	115,659,874

NOTE 44 : VALUE OF IMPORTED AND INDIGENOUS RAW MATERIAL AND COMPONENTS CONSUMED:

	% of Total Consumption	Value (Rupees)	% of Total Consumption	Value (Rupees)
Imported	**17%**	**10,961,634**	25%	16,634,067
Indigenous	**83%**	**54,484,291**	75%	50,574,033
	100%	**65,445,925**	100%	67,208,100

	Year Ended 31.03.2015 (₹)	Year Ended 31.03.2014 (₹)
NOTE 45 : VALUE OF IMPORTS CALCULATED ON CIF BASIS:		
Raw Material & Traded Goods	**113,987,435**	103,109,092
NOTE 46 : EXPENDITURE IN FOREIGN CURRENCY:		
Travelling & Other Administrative Expenses	**3,418,952**	4,891,120
Rent	**457,809**	416,003
	3,876,761	5,307,123
NOTE 47 : EARNING IN FOREIGN CURRENCY:		
FOB Value of Exports	**9,958,365**	3,875,782
Overseas Merchant Trade Sale	**68,255,337**	63,682,311
Channel Marketing & others	**38,726,433**	32,404,360
	116,940,135	99,962,453

* Including value of exports made to Nepal

NOTE 48 :

Figures of the previous year have been regrouped/ reclassified whereever necessary.

NOTE 49 :

The figures have been rounded off to the nearest Rupee.

As per our report of even date.

For **GAUR & ASSOCIATES**
Chartered Accountants
Firm Regn. No. 005354C

R. K. Gaur
Partner
Membership No. 72146

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

Rency George
Company Secretary

Vinod Rawat
Chief Financial Officer

For and on behalf of the Board

S. A Abbas	Managing Director	DIN: 00770259
S. Damodaran	Executive Director	DIN: 01091518
Dr. Sunil Anand	Director	DIN: 00770353
Raman Rajiv Misra	Director	DIN: 01602244
Jagdish Prasad	Director	DIN: 03440960
Hina Abbas	Director	DIN: 01980925

Notes

CATVISION LIMITED

E-14 &15, Sector-8, Noida - 201 301 (U.P.)

May 30, 2015

Dear Members,

Re: Green Initiative in Corporate Governance

The Ministry of Corporate Affairs, vide its Circular No. 17/2011, dated 21.04.2011 followed and Circular No. 18/2011 dated 29.04.2012, has taken a "Green Initiatie" in Corporate Governance by allowing paperless compliances by the companies through electronic mode and introduced email address as one of the modes of sending communication to the shareholders under section 53 of the Companies Act, 1856.

The new arena of interface with the members is a welcome step as it would not only help to save the environment and facilitate fast communication but will also lead to cost-savings for your company.

To implement the above, the company proposes to send in future various documents, including Notices, Balance Sheet, Profit and Loss Account, Directors' Reports, Auditors' Report etc. to the members in electronic form to the email addresses of the members provided by them and made available to us by the Depositories (NSDL/CDESL). You are advised to update the same by registering changes, if any, in your email address from time to time with the concerned Depository.

The company shall also display full text of these communications/documents/reports in its websitewww.catvisionindia.com and physical copies of such communication/documents/reports will be made available at the registered office of the company for inspection by the shareholders during office hours on working days.

Please note that as members of the company, upon receipt of request, you will be entitled to receive free of cost, copy of such communication/documents/reports and all other documents required to be attached thereto.

In case you desire to receive the documents mentioned above in physical from, please write to us at catvision@catvisionindia.com quoting your Folio No./Client ID and DPID.

All those members who have not yet registered their email address, or are holding shares in physical form, are requested to immediately register their email address with NSDL/CDSL and/or with the company at catvision@catvisionindia.com along with Folio No./Client ID and DPID.

Thanking you,

Your faithfully,

For **Catvision Limited**

(S. A. Abbas)
Managing Director

CATVISION

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