

CATVISION LIMITED

CIN: L92111DL1985PLC021374

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

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

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

Email: catvision@catvisionindia.com

NOTICE

NOTICE IS HEREBY GIVEN THAT the 29th Annual General Meeting of the members of Catvision Limited will be held on Tuesday, 30th September, 2014 at 12.30 p.m., at Riverside Sports & Recreation Club, Club Avenue, Mayur Vihar, Phase I, New Delhi-110091 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sudhir Damodaran (DIN 01091518), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To consider and, if thought fit, to pass with or without modification, the following resolution as **Ordinary Resolution:**

“RESOLVED THAT M/s. GAUR & ASSOCIATES, Chartered Accountants (Registration Number 005354C), be and are hereby appointed as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next Annual General Meeting to be held in 2017 (subject to ratification of re-appointment by the members at every AGM held after this AGM) of the Company at remuneration to be decided by the Audit Committee of the Board in consultation with the Auditors, which may be paid on a progressive billing basis to be agreed between the Auditor and the Audit Committee of the Board or such other officer of the Company as may be approved by the Audit Committee/the Board.”

SPECIAL BUSINESS:

4. Appointment of Mr. Jagdish Prasad (DIN 03440960) as an Independent Director of the Company for a period of five years.

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Clause 49 of the Listing Agreement, Mr. Jagdish Prasad (DIN 03440960), Director of the

Company whose period of office is liable to retire by rotation and in respect of whom Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6), be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, with effect from 30th September, 2014 to hold office for a term of five consecutive years up to 29th September, 2019.”

5. Appointment of Dr. Sunil Anand (DIN 00770353) as an Independent Director of the Company for a period of five years.

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Clause 49 of the Listing Agreement, Dr. Sunil Anand (DIN 00770353), Director of the Company whose period of office is liable to retire by rotation and in respect of whom Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6), be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, with effect from 30th September, 2014 to hold office for a term of five consecutive years up to 29th September, 2019.”

6. Appointment of Mr. Raman Rajiv Misra (DIN 01602244) as an Independent Director of the Company for a period of five years.

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time

being in force) and Clause 49 of the Listing Agreement, Mr. Raman Rajiv Misra (DIN 01602244), Director of the Company whose period of office is liable to retire by rotation and in respect of whom Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6), be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, with effect from 30th September, 2014 to hold office for a term of five consecutive years up to 29th September, 2019.”

7. Appointment of M/s. S.K. Bhatt & Associates as the Cost Auditor of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audits and Auditors) Rules, 2014 (including any statutory modification (s) or re-enactment (s) thereof, for the time being in force), the Cost Auditors viz. S.K. Bhatt & Associates, Cost and Management Accountants, F-103, DAV Complex, Opp. Samachar Apartment, Mayur Vihar Phase- 1, Delhi-91, be and are hereby appointed by the Board of Directors of the Company to conduct the audit of the cost records of Company for the financial year ending 31st March, 2015 at a remuneration of Rs. 50, 000 (Fifty Thousand) plus service tax and out of pocket expenses as may be incurred by such Cost Auditors in connection with the Cost Audit of the Company.

RESOLVED FURTHER THAT the Managing Director and/or Company Secretary and/or Chief Financial Officer of the Company be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary or expedient to give effect to this resolution.”

8. Adoption of new Articles of Association of the Company incorporating provisions of the Companies Act, 2013

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the existing Articles of Association of the Company be and is hereby replaced with the new Articles of Association and the new Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in place and in substitution

of the existing Articles of Association.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper, expedient, or incidental for the purpose of giving effect to this resolution.”

9. Variation in term of office of Mr. S.A. Abbas (DIN 00770259), Managing Director of the Company so as to make his office liable for retirement by rotation.

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the term of office of Mr. S.A. Abbas (DIN 00770259), the Managing Director of the Company, who is a non-retiring Director in terms of the erstwhile provisions of the Companies Act, 1956 shall henceforth be liable to retire by rotation as per the Companies Act, 2013.”

10. Variation in term of office of Mr. Sudhir Damodaran (DIN 01091518), Executive Director of the Company so as to make his office liable for retirement by rotation.

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the period of office of Mr. Sudhir Damodaran (DIN 01091518), the Executive Director of the Company, who is a non-retiring Director in terms of the erstwhile provisions of the Companies Act, 1956 shall henceforth be liable to retire by rotation as per the Companies Act, 2013.”

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

Place: Noida, U.P.
Date : 11th August, 2014

S.A. Abbas
Managing Director
DIN 00770259

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

NOTES:

1. **A Member entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and the proxy need not be a member of the Company. The proxy form should be lodged with the Company at its Registered Office at least 48 hours before the commencement of Annual General Meeting.**
2. Corporate Members are requested to send to the Registered Office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Annual General Meeting.
3. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at this AGM is annexed.
4. The Register of the Members and share transfer books of the Company shall remain closed from 26th September, 2014 to 30th September, 2014 (both days inclusive).
5. Member/proxy holder must bring attendance slip to the meeting and hand it over at the entrance duly signed.
6. Members desiring any information with regard to accounts are requested to write to the Company so as to reach latest by 20th September, 2014, to enable the management to give the information at the time of the meeting.
7. Members holding shares in identical order of names in more than one folio are requested to write to the company to enable consolidation of their holdings in one folio.
8. Members who are holding shares in demat mode are requested to notify any change in their residential address, Bank Account details and or email address immediately to their respective Depository Participants.
9. Members who are holding shares in physical form are requested to immediately intimate any change in their residential address to the Registrar & Transfer Agent of the Company M/s RCMC Share Registry Pvt. Ltd., B-25/1, First Floor, Okhla Industrial Area, Phase-2, New Delhi-110020, so that changes could be affected in the Register of Members before the closure.
10. Additional information, pursuant to Clause 49 of the Listing Agreement with Stock Exchanges, on Directors, recommended by the Board of Directors for appointment/re-appointment at the Annual General Meeting forms part of the Report on Corporate Governance in the Annual Report.
11. Members may also note that, additionally, the Notice of 29th AGM will be available on the Company's website www.catvisionindia.com
12. Instructions of E-Voting are as below:
 - I. Open internet browser by typing the following URL : <https://www.evoting.nsdl.com>
 - II. Click on Shareholder – Login
 - III. Enter your User ID and existing password. The User ID is your Demat account number which is (DP-ID+ CLIENT –ID)
 - IV. Click Login
 - V. If you are logging in for the first time, Password Change Menu appears. Change the Password of your choice with minimum 8 digits / characters or a combination thereof. Please note the new Password for all the future e-voting cycles offered on NSDL e-voting Platform. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential.
 - VI. Home page of “Opens” appears. Click on “e-Voting”: Active Voting Cycles
 - VII. Select E-Voting Event Number (EVEN) of Catvision Limited for casting vote in favour or against the Item(s) of business. (Kindly note that vote once casted cannot be modified. For an EVEN, you can log-in any number of times on e-voting platform of NSDL till you have voted on the resolution or till the end date of voting period i.e up to close of September 27, 2014, whichever is earlier).
 - VIII. Now you are ready for ‘e-Voting’ as ‘Cast Vote’ page opens. Voting period commences on and from September 25, 2014 at 10.00 a.m. and ends on September 27, 2014 at 5.00 p.m.
 - IX. Institutional members (i.e. members other than individuals, HUF, NRIs, etc.) are also required to send scanned copy (PDF/JPG format) of the relevant board resolution / authority letter, etc. together with the attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through email at : ppdkothari71@gmail.com, with a copy marked to evoting@nsdl.co.in.
 - X. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - XI. Once you have voted on the resolution, you will not be allowed to modify your vote.

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

The e-voting period shall commence on 25th September, 2014 (10:00 A.M.) to 27th September, 2014 (5:00 P.M.). During this period the members of the Company, holding shares either in physical form or in dematerialized form, as on 01st September, 2014 (cut-off date) may cast their vote electronically. Thereafter, the portal shall be disabled by the NSDL for voting. Members may note that once the vote on a resolution is cast, it cannot be changed subsequently.

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

The Scrutinizer will submit the report to the Chairman of the Meeting, after the completion of scrutiny of the e-voting and ballot forms on or before 30th September, 2014.

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

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

S.A. Abbas

Managing Director
DIN 00770259

Place: Noida, U.P.
Date : 11th August, 2014

Registered Office

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

ANNEXURE TO THE NOTICE

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

Item No 4, 5 & 6: Appointment of Independent Directors as per Section 149 of the Companies Act, 2013

Mr Jagdish Prasad, Dr. Sunil Anand and Mr. Raman Rajiv Misra are Independent Directors of the Company and it is proposed to appoint them under Section 149 of the Companies Act, 2013 (Act) to hold office for 5(five) consecutive years w.e.f. 30th September, 2014.

Mr Jagdish Prasad, Dr. Sunil Anand and Mr. Raman Rajiv Misra are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Director. The Company has received notices in writing from members' alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidatures of Mr Jagdish Prasad, Dr. Sunil Anand and Mr. Raman Rajiv Misra for the office of Independent Directors of the Company.

The Company has also received declarations from the aforesaid Directors that they meet with the criteria of independence as prescribed under sub-Section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr Jagdish Prasad, Dr. Sunil Anand and Mr. Raman Rajiv Misra fulfill the conditions for appointment as Independent Directors as specified in the Act and the rules made thereunder. Mr Jagdish Prasad, Dr. Sunil Anand and Mr. Raman Rajiv Misra are independent of the Management.

Brief resume of the aforesaid Directors and name of companies in which they hold directorship and membership/ Chairmanship of the Committees, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange, is provided in the notice.

Copy of the draft letters for respective appointment of Mr Jagdish Prasad, Dr. Sunil Anand and Mr. Raman Rajiv Misra as Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company on all working days (Monday to Friday) between 11.00 a.m. to 1.00 p.m. prior to the date of the Annual General Meeting.

This statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

Mr Jagdish Prasad, Dr. Sunil Anand and Mr. Raman Rajiv Misra being appointees and their relatives to the extent of their holding, none of the other Directors / Key Managerial Personnel of the Company or their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4, 5 and 6.

The resolution set out in Item No. 4, 5 and 6 of this notice is accordingly recommended for your approval.

Item No. 7: Appointment of M/s. S. K. Bhatt & Associates as the Cost Auditor of the Company

The Board of Directors of your Company approved the appointment and remuneration of M/s S.K. Bhatt & Associates, Cost and Management Accountants, F-103, DAV Complex, Opp. Samachar Apartment, Mayur Vihar Phase-1, Delhi-91, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2015.

In terms of the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audits and Auditors) Rules, 2014, the remuneration payable to the Cost auditors has to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing the resolution as set out in item No. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2015.

None of the Directors / Key Managerial Personnel of the Company or their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7.

The resolution set out in Item No. 7 of this notice is accordingly recommended for your approval.

Item No. 8: Adoption of new Articles of Association of the Company incorporating provisions of Companies Act, 2013

The existing Articles of Association (AoA) of the Company is based on the provisions of the Companies Act, 1956. Several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956. With the enactment of the Companies Act, 2013, several clauses of the existing AoA of the Company requires alteration and/ or deletion. Given this position, it is considered expedient to replace the existing AoA with the new AoA.

The new AoA to be substituted in place of the existing AoA, inter alia, incorporates various provisions and Table F of Schedule I of the Companies Act, 2013, which sets out the model AoA for a Company limited by shares, and also carries forward certain provisions from the existing Articles of Association suitably rephrased and which are not in conflict with the provisions of the Companies Act, 2013.

Accordingly this Resolution is being placed for approval of the Members. The proposed Articles of Association is available for inspection by the Members at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on all working days (Monday to Friday) up to the date of this Annual General Meeting.

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

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

Item No. 9: Variation in the term of office of Mr. S.A. Abbas, Managing Director of the Company so as to make his office liable for retirement by rotation.

Under the provisions of the erstwhile Companies Act, 1956, two-third of the Board of Directors should have been liable for retirement by rotation. The Board of Directors of your Company at present consists of 5 members, with 3 of them being Independent Directors and 2 Executive Directors, where Independent Directors were liable to be retire by rotation and Executive Directors were non- rotational directors, hence the Company was compliant with the provisions of the Companies Act, 1956.

As per Companies Act, 2013, the provisions of Section 152 provides that not less than two-third of the total number of directors of a public company shall be persons whose period of office is liable to retire by rotation, where the term "total number of directors" does not include Independent Directors whether appointed under the Companies Act, 2013 or any other law for the time being in force.

In the light of the above referred provisions of the Companies Act, 2013, it is necessary to elect whole time Directors as Directors liable to retire by rotation. Hence the Board has at its meeting held on 11th August, 2014 decided that Mr. S. A. Abbas, Managing Director of the Company shall also be liable for retirement by rotation during the period of his contract.

Except Mr. S.A. Abbas, none of the Directors / Key Managerial Personnel of the Company or their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9.

The resolution set out in Item No. 9 of this notice is accordingly recommended for your approval.

Item No. 10: Variation in the term of office of Mr. Sudhir Damodaran, Executive Director of the Company so as to make his office liable for retirement by rotation.

Under the provisions of the erstwhile Companies Act, 1956, two-third of the Board of Directors should have been liable for retirement by rotation. The Board of Directors of your Company at present consists of 5 members, with 3 of them being Independent Directors and 2 Executive Directors, where Independent Directors were liable to be retire by rotation and Executive Directors were non- rotational directors, hence the Company was compliant with the provisions of the Companies Act, 1956.

As per Companies Act, 2013, the provisions of Section 152 provides that not less than two-third of the total number of directors of a public company shall be persons whose period of office is liable to retire by rotation, where the term "total number of directors" does not include Independent Directors whether appointed under the Companies Act, 2013 or any other law for the time being in force.

In the light of the above referred provisions of the Companies Act, 2013, it is necessary to elect whole time Directors as Directors liable to retire by rotation. Hence the Board has at its meeting held on 11th August, 2014 decided that Mr. Sudhir

Damodaran, Executive Director of the Company shall also be liable for retirement by rotation during the period of his contract.

Except Mr. Sudhir Damodaran, none of the Directors / Key Managerial Personnel of the Company or their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution set out at Item No. 10.

The resolution set out in Item No. 10 of this notice is accordingly recommended for your approval.

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

| Name of the Director | Mr. Sudhir Damodaran | Mr. Jagdish Prasad | Dr. Sunil Anand | Mr. Raman Rajiv Misra |
|--|-----------------------------------|---|--|--|
| Date of Birth | 28/12/1957 | 11/12/1955 | 10/10/1955 | 26/02/1955 |
| Date of Appointment | 30th September, 2014 | 27th May, 2013 | 15th July, 2005 | 31st October, 2002 |
| Qualification | Science Graduate | B-Tech | MBBS | Economics Honours Graduate |
| List of outside Directorship held | Catvision Unitron Private Limited | - Agniroth Photonics Pvt. Ltd | - DAA Business Associates Private Ltd. - Advance Gene Decode Labs Pvt. Ltd. | - Mexim India Pvt. Ltd. - Three S Infrastructure Private Limited - Mexim Good Living Private Limited |
| Chairman/Member of the Committee of the Board of the Company | — | Member - Audit Committee - Remuneration Committee | Member - Audit Committee - Remuneration Committee - Share Transfer and Investors' Grievance Committee | Chairman - Audit Committee - Remuneration Committee Member - Share Transfer and Investors' Grievance Committee |

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

Place: Noida, U.P.
Date : 11th August, 2014

S.A. Abbas
Managing Director
DIN 00770259

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

CATVISION LIMITED

CIN: L92111DL1985PLC021374

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

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

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

Email: catvision@catvisionindia.com

FORM NO. MGT-11

PROXY FORM

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

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

I/We, being the member(s) of holding.....shares of **Catvision Limited**, hereby appoint

1. Name : E-mail Id :
 Address :
 Signature :or failing him
2. Name : E-mail Id :
 Address :
 Signature :or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the Catvision Limited, to be held on Tuesday, the 30th September, 2014 at 12.30 P.M. at Riverside Sports & Recreation Club, Club Avenue, Mayur Vihar, Phase I, New Delhi-110091 and at any adjournment thereof in respect of such resolutions as are indicated below:

| S.No. | Resolution | Optional | |
|--------------------------|---|----------|---------|
| | | For | Against |
| Ordinary Business | | | |
| 1. | To receive, consider and adopt the audited Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon. | | |
| 2. | To appoint a Director in place of Mr. Sudhir Damodaran, who retires by rotation and, being eligible, offers himself for re-appointment. | | |
| 3. | To re-appoint M/s. Gaur & Associates, Chartered Accountants, having firm registration no. 005354C, as Auditors of the Company to hold office, from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to authorize the Board to fix their remuneration. | | |
| Special Business | | | |
| 4. | Appointment of Mr. Jagdish Prasad as an Independent Director of the Company for a period of five years. | | |
| 5. | Appointment of Dr. Sunil Anand as an Independent Director of the Company for a period of five years. | | |
| 6. | Appointment of Mr. Raman Rajiv Misra as an Independent Director of the Company for a period of five years. | | |
| 7. | Appointment of M/s. S.K. Bhatt & Associates as the Cost Auditor of the Company. | | |
| 8. | Adoption of new Articles of Association of the Company incorporating provisions of Companies Act, 2013. | | |
| 9. | Variation in the term of office of Mr. S.A. Abbas, Managing Director of the Company so as to make him liable for retirement by rotation. | | |
| 10. | Variation in the term of office of Mr. Sudhir Damodaran, Executive Director of the Company so as to make him liable for retirement by rotation. | | |

Signed this.....day of.....2014.

Affix
 Re. 1/-
 Revenue
 Stamp

.....
Signature of shareholder

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

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

CATVISION LIMITED

CIN: L92111DL1985PLC021374

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

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

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

BALLOT FORM

The member who are not able to attend the 29th Annual General Meeting can send their assent or dissent in writing in respect of the resolutions as set out in the notice by sending the duly filed and signed Poll form to Mr. Pramod Kothari, Scrutinizer, Pramod Kothari & Co., Company Secretaries, G- 28C, Block- G, Kanchanjunga Apartment, Sector - 53, Noida - 201 301 (UP), so as to reach him on and before 27th September, 2014.

| | | | |
|--------------------|--|-------|--|
| Name & Address | | | |
| Client Id | | DP Id | |
| No. of Shares held | | | |

I/We hereby exercise my/our vote in respect of the ordinary Resolution(s)/ Special Resolution(s) as specified in the Notice of Catvision Limited dated 11th August, 2014 to be passed through ballot/poll for the business stated in the said notice by conveyance my /our assent or dissent to the resolution in the relevant box.

| Sl. No. | Resolution | Type of resolution (Ordinary/Special) | I/we assent to the resolution (For) | I/We dissent to the resolution (Against) |
|--------------------------|---|---------------------------------------|-------------------------------------|--|
| Ordinary Business | | | | |
| 1. | To receive, consider and adopt the audited Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon. | Ordinary | | |
| 2. | To appoint a Director in place of Mr. Sudhir Damodaran, who retires by rotation and, being eligible, offers himself for re-appointment. | Ordinary | | |
| 3. | To re-appoint M/s. Gaur & Associates, Chartered Accountants, having firm registration no. 005354C, as Auditors of the Company to hold office, from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to authorize the Board to fix their remuneration. | Ordinary | | |
| Special Business | | | | |
| 4. | Appointment of Mr. Jagdish Prasad as an Independent Director of the Company for a period of five years | Ordinary | | |
| 5. | Appointment of Dr. Sunil Anand as an Independent Director of the Company for a period of five years. | Ordinary | | |
| 6. | Appointment of Mr. Raman Rajiv Misra as an Independent Director of the Company for a period of five years. | Ordinary | | |
| 7. | Appointment of M/s. S.K. Bhatt & Associates as the Cost Auditor of the Company | Ordinary | | |
| 8. | Adoption of new Articles of Association of the Company incorporating provisions of Companies Act, 2013. | Special | | |
| 9. | Variation in the term of office of Mr. S.A. Abbas, Managing Director of the Company so as to make him liable for retirement by rotation. | Ordinary | | |
| 10. | Variation in the term of office of Mr. Sudhir Damodaran, Executive Director of the Company so as to make him liable for retirement by rotation. | Ordinary | | |

Signature of the Member/Beneficial Owner:

ATTENDANCE SLIP

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

I hereby record my presence at the **29th Annual General Meeting of Catvision Limited** held on 30th September, 2014 at 12.30 P.M. at Riverside Sports & Recreation Club, Club Avenue, Mayur Vihar, Phase I, New Delhi-110091

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

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

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Member's/Proxy's Signature