



**32<sup>nd</sup>  
ANNUAL  
REPORT  
2016 - 2017**



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## *Corporate Information*

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### BOARD OF DIRECTORS

**Raman Rajiv Misra**  
*Independent Director*

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**Dr. Sunil Anand**  
*Independent Director*

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**Jagdish Prasad**  
*Independent Director*

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**Sudhir Damodaran**  
*Non-Executive Director*

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**S.A. Abbas**  
*Managing Director*

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**Hina Abbas**  
*Executive Director*

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### SENIOR MANAGEMENT

**S.A. Abbas**  
*Managing Director*

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**Hina Abbas**  
*Executive Director*

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**Rajesh Kukreja**  
*Vice President (Institutional Sales)*

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**Y. V. Kumar**  
*Vice President (Technical Services)*

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**D. S. Dogra**  
*General Manager (Supply Chain Management)*

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**Manoj Thakur**  
*Vice President (Direct Sales)*

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**Vinod Rawat**  
*Chief Financial Officer*

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### 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 & COMPLIANCE OFFICER

Ankita

### BANKERS

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

### 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](mailto:catvision@catvisionindia.com)  
Website : [www.catvisionindia.com](http://www.catvisionindia.com)

### OVERSEAS OFFICE

F-1, 110-D, Ajman Free Zone  
Ajman– United Arab Emirat  
Tel.: (0971) 50-6559424

### PLANT

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

### 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](mailto:shares@rcmcdelhi.com)

## DIRECTORS' REPORT

To,

The Members,

Your Directors take pleasure in presenting their 32nd Annual Report covering the business and operations and Audited Financial Statement of your Company for the financial year ended on 31st March, 2017.

### 1. Financial Highlights:

1.1 The highlights of the financial statement of your Company for the year under review along with previous year's figures are given as under : (₹ in Lacs)

Particulars	Standalone		Consolidated	
	Year Ended 31.03.17	Year Ended 31.03.16	Year Ended 31.03.17	Year Ended 31.03.16
Total Revenue	<b>5685.55</b>	5075.96	<b>5691.97</b>	5089.42
Earnings Before Interest, Depreciation, Taxation and Amortization (EBIDTA)	<b>336.02</b>	448.97	<b>352.89</b>	461.38
Interest and Finance Charges	<b>(72.87)</b>	(85.37)	<b>(73.65)</b>	(86.94)
Depreciation	<b>(48.61)</b>	(49.80)	<b>(90.06)</b>	(91.91)
Profit Before Tax	<b>214.54</b>	313.80	<b>189.18</b>	282.53
Provision for Tax -Current year	<b>(76.79)</b>	(116.55)	<b>(76.79)</b>	(116.55)
Provision for (Deferred Tax)/ Assets	<b>1.85</b>	10.88	<b>1.17</b>	10.88
Profit After Tax	<b>139.60</b>	208.13	<b>113.56</b>	176.86

### 1.2 Indian Accounting Standards:

The Ministry of Corporate Affairs (MCA), vide its notification in the official gazette dated February 16, 2015, notified the Indian Accounting Standards (Ind AS) applicable to certain classes of companies. Ind AS has replaced the existing Indian GAAP prescribed under Section 133 of the Companies Act, 2013 (hereinafter to be referred as the 'Act'), read with Rule 7 of the Companies (Accounts) Rules, 2014. Accordingly Ind AS is applicable to your Company w.e.f April, 2017

### 1.3 Goods and Service Tax:

Goods and Service Tax (GST) is a landmark reform which will have a lasting impact on the economy of the country and on business. Your Company has completed all statutory formalities and has been allotted provisional GSTIN for all of its business branches.

## 2. Financial Results:

### (a) Standalone Results:

The gross turnover of your Company increased to Rs. 5685.55 lacs from Rs. 5075.96 lacs in the previous year, registering a growth of 12.01 % over the previous year. Profit after tax stood to Rs. 139.60 lacs as compared to Rs. 208.13 lacs in the previous year. Demonetization caused

challenges and uncertainty in the industry particularly with channel partners. However, your Company supported these channel partners by extending credit limit to help them to tide over this difficult period.

### (a) Consolidated Results:

The gross revenue increased to Rs. 5691.97 lacs as compared to Rs. 5089.42 lacs in the previous year and EBIDTA was Rs. 352.89 lacs as compared to Rs. 461.38 lacs in the previous 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 for the financial year ended on 31<sup>st</sup> March, 2017 are provided in the Annual Report.

## 3. Dividend:

The Board of Directors of your Company takes the pleasure informing you that with sustained focus on the business, your Company has reported profit of Rs. 139.60 lacs during the financial year under review and has recommended a dividend of Rs. 1/- per Equity Share (Previous year: NIL). The proposed dividend, if approved, by the members, shall be paid to members, whose names



appear in the Register of Member on the Book Closure date, within the period as stipulated in the Act.

#### **4. Corporate Review:**

Your Company's strategic objective is to build a sustainable organization that remains relevant to the agenda of our customers, while generating profitable growth for our investors. The bedrock of this vision is a strong R&D and marketing base. Towards this end your Company is investing in building its own in-house design and development centre for set top boxes (called Multi Media Development Centre or MMDC) as well as investing in Catvision Unitron Pvt. Ltd., its 50:50 joint venture with Unitron Group of Belgium, for design and development of digital headend products. Both set top boxes and digital headend products serve the cable TV market – your Company's key market. Cable TV in India is currently undergoing large-scale digitalization, which has created a good business for set top boxes and digital headend products. The strong R&D base and customer relationships built over several years with cable TV operators are the key differentiators of your Company with other players in this market.

The Company now manufactures standard definition (SD) and high definition (HD) set top boxes and digital headend encoders, all developed indigenously. The current year will see the launch of several new models of set top boxes as well as digital decoders and digital modulators. During the year, your Company expanded its marketing footprint to include Nepal, Bhutan and Afghanistan. It now has plans to expand to the small towns in India where the real potential lies, as well as to other neighboring countries where digitalization of TV is picking up.

Another business of the company is providing cable TV systems and services to the hospitality sector. This business has been facing challenging times since a new TRAI policy announced in 2014 permitted the DTH operators to enter this business. Your company was unable to compete with these large operators because their cost of content was vastly lower. A fillip was given to this business when in March 2017 TRAI announced a new tariff policy for broadcasters, which greatly reduced the difference in content cost between large and small operators. However, some large broadcasters obtained a stay against this policy. It is expected that the stay will be vacated soon.

The revenue from the Channel Marketing business has remained steady during the year under review. Your Company is working to bring more channels to this division.

#### **5. Subsidiary/Associate Companies/Joint Venture Companies:**

The Company does not have any subsidiary. However, your Company has 50:50 Joint Ventures with Unitron Group of Belgium under the name of Catvision Unitron Private Limited and Unicat Limited.

These joint ventures companies were created with an objective to design and develop new products with advanced technologies and sells them to both the joint venture partners.

As required under Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 129 of the Act, the Consolidated Financial Statements have been prepared by the Company in accordance with the applicable Accounting standards and form part of the Annual Report. A statement containing the salient features of the financial statements of the joint ventures of your Company is given in Form AOC-1 as required under Rule 5 of the Companies (Accounts) Rules, 2014.

Pursuant to the provisions of Section 136 of the Act, the Standalone Audited Financial Statements and Consolidated Financial Statements along with the relevant documents forming part of the Annual Report are available on the website of the Company. The consolidated financial statements of your Company and joint venture companies have been prepared in accordance with relevant Accounting Standards issued by the Institute of Chartered Accountants of India and forms an integral part of this report.

#### **6. 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 continued to conform to international standard and recommended for renewal of the ISO Certificate.

Under Section 23(2) of Trade Marks Act, 1999, the Trade Mark Registry of Government of India has issued Certificate of Registration of Trade Mark registering 'TRINETRA' as registered trade mark of your Company.

## 7. Deposits:

During the year under review the Company has accepted deposits from the members of the Company under Chapter V of the Act. The details relating to deposits, covered under Chapter V of the Act are here under:

Sr. No.	Particulars	Amount (in ₹)
1	Accepted/Renewed during the financial year	18,60,000/-
2	Remained unpaid or unclaimed as at the end of the year	Nil
3	Whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved:- (i) at the beginning of the year (ii) maximum during the year (iii) at the end of the year	Nil
4	Details of deposits which are not in compliance with the requirements of Chapter V of the Companies Act, 2013	Nil

## 8. Internal Financial Control Systems and their Adequacy:

Your Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. 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 Statutory Auditors has also commented on the internal financial control system in their report.

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 applicable laws, rules, regulations and guidelines. The Human Resources department carries out similar exercise for ensuring compliance with all relevant legislation.

## 9. Audit Committee of the Company:

The composition of the Audit Committee of the Company is in compliance with the requirements of Section 177(8) of

the Act and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. All the recommendations made by the Audit Committee were accepted by the Board during the financial year 2016-17.

## 10. Policy on Directors' Appointment and Remuneration:

The policy of the Company on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Section 134(3) (e) and 178(1) to (3) of the Act, is available on the website of the Company.

## 11. Directors and Key Managerial Personnel:

In accordance with the Act and the Articles of Association of your Company, Mrs. Hina Abbas retires by rotation at the forthcoming Annual General Meeting and, being eligible, offers herself for re-appointment.

Pursuant to the provisions of Section 203 of the Act, which came into effect from 1<sup>st</sup> April, 2014, the appointment of Mr. Syed Athar Abbas, Managing Director, Mr. Vinod Rawat, Chief Financial Officer and Mrs. Ankita, Company Secretary as the Key Managerial Personnel of the Company were formalized.

## 12. Board Effectiveness:

Your Company has adopted the Corporate Governance Guideline which, inter-alia, cover aspects related to composition and role of the Board, Managing Directors, definition of independence, Director's terms, retirement age, and the Committee of the Board. They also cover aspects relating to nomination, appointment, induction and development of Directors, Director's remuneration, Code of Conduct, Board Effectiveness and role of the Committee.

### (i) Board Evaluation:

Your Company conducted a formal Board Effectiveness Review as part of its efforts to evaluate and identify improvements and thus enhance the effectiveness of the Board of Directors, its Committees and individual directors. This was in line with the requirements mentioned in the Act, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Nomination and Remuneration Committee of the Board, has designed and executed this process which was adopted by the Board. The Directors were vocal about the Board functioning effectively, but also identified areas which show scope for improvement.

The Board is kept well informed at all times through regular communication and meets once per quarter. Detailed

agendas are sent to all the Board Members well in advance to help them to prepare and keep the meetings productive. It was acknowledged that the management afforded sufficient insight to the Board in keeping up-to-date with key business developments which was essential for each of the individual director to maintain and enhance their effectiveness.

**(ii) Remuneration Policy:**

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

**13. Change in the nature of Business:**

During the year under review, there has been no change in the nature of business of the Company and there are no material changes affecting the financial position of the Company which have occurred during the year under review.

**14. Conservation of energy, technology absorption, and foreign exchange earnings and outgo:**

**(i) 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 has successfully implemented various energy and fuel conservation projects with internal expertise and continued its emphasis on energy conservation through operational optimization, continuous monitoring and implementation of energy saving mechanisms. During the year, the Company has taken initiative by going for LED lighting at the manufacturing facility to meet general lighting requirements.

**(ii) Research and Development:**

Research & Development of new designs, frameworks, process and methodologies continue to be most important 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.

During the year under review your Company has established its own Design and Development Centre which will be continuously working on bringing new generation products for the industry.

**(iii) 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.

**(iv) Foreign Exchange Earning and outgo:**

Particulars	Year Ended 31.03.17 (₹)	Year Ended 31.03.16 (₹)
<b>1. Foreign Exchange Inflow:</b>		
a) Exports & Merchant Trading	<b>71,297,825</b>	15,606,060
b) Services	<b>22,747,160</b>	25,972,931
<b>2. Foreign Exchange Outflow :</b>		
a) Materials	<b>223,541,219</b>	200,700,558
b) Travelling & Other Expenses	<b>1,497,485</b>	1,634,843
c) Rent	<b>289,225</b>	151,457

**15. Directors' Responsibility Statement:**

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

- that in the preparation of the annual accounts for the financial year ended on 31st March, 2017, the applicable accounting standards have been followed along with proper explanation and that there are no material departure.
- that they 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 and loss of the Company for that period;
- that they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities;
- that they have prepared the annual accounts for the financial year ended 31st March, 2017 on a going concern basis;

e. that they have laid down internal financial controls to be followed by your Company and that such internal financial controls are adequate and were operating effectively; and

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

#### **16. Related Party Transactions:**

In accordance with the requirements of the Act and SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, your Company has also adopted the Policy on Related Party Transactions and the same is available on the website of your Company. Prior omnibus approval is obtained for Related Party Transactions (hereinafter referred to as 'RPT') on an annual basis. During the year there were no materially significant related party transactions made by the Company. All RPT entered into during the financial year 2016-17 were in the ordinary course of business and were on at arm's length basis.

Accordingly, the disclosure of RPT in Form AOC-2 as prescribed under clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014 is not applicable. Attention of members is drawn to the disclosures of transactions with related parties set out in Notes to Accounts forming part of the financial statements.

#### **17. Code of Conduct:**

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and Senior Management Personnel of the Company. The Company believes in "Zero Tolerance" against bribery, corruption and unethical dealings/ behaviors of any form and the Board has laid down the directives to counter such acts. The Code is available on the website of the Company.

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the Senior Management Personnel in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code as on 31st March, 2017. A declaration to this effect, signed by the Managing Director in terms of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 forms part of the Corporate Governance Report.

#### **18. Prevention of Insider Trading:**

The Company has adopted a Code of Conduct to regulate, monitor and report trading by insiders under the SEBI (Prohibition of Insider Trading) Regulations, 2015. This 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.

#### **19. Auditors:**

##### **(i) Statutory Auditors:**

Pursuant to Section 139 of the Act, read with Companies (Audit and Auditors) Rules, 2014, the current term of M/s Gaur & Associates, (Firm Registration No. 005354C), Chartered Accountants, as the Statutory Auditors of the Company expires at the conclusion of the ensuing 32nd Annual General Meeting of the Company.

Your Board at its meeting held on 31st May, 2017, upon recommendation of the Audit Committee, has recommended the appointment of M/s Agrawal and Gaur, Chartered Accountants (Firm Registration Number 010550N) as the Statutory Auditors of the Company at the 32nd Annual General Meeting for an initial term of 3 (Three) years. Accordingly, a resolution proposing appointment of M/s Agrawal and Gaur, Chartered Accountants as the Statutory Auditors of the Company for a term of 3(Three) years i.e., from the conclusion of 32nd Annual General Meeting till the conclusion of 35th Annual General Meeting of the Company, pursuant to Section 139 of the Act, forms part of the Notice of the 32nd Annual General Meeting of the Company. The Company has received their written consent and a certificate that they satisfy the criteria provided under Section 141 of the Act and that their appointment, if made, shall be in accordance with the applicable provisions of the Act and rules framed there under.

M/s Gaur & Associates had been appointed as the Statutory Auditors of the Company in 29th Annual General Meeting held on 30-09-2014 and would hold office until the conclusion of the ensuing 32nd Annual General Meeting. On your behalf we place on record our sincere appreciation for the services rendered by M/s Gaur & Associates during its long association with the Company.

##### **(ii) Secretarial Auditors:**

Pursuant to the provisions of Section 204 of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, M/s Pramod Kothari & Co., a practicing firm of Company Secretaries holding



Practicing No. 11532, were appointed as Secretarial Auditor of the Company for the financial year ended 31st March, 2017. The Secretarial Audit Report given by the Secretarial Auditor in Form No. MR-3 is annexed with this Report as "**Annexure A**".

The Board in its meeting held on 31st May, 2017 has re-appointed M/s Pramod Kothari & Co., as Secretarial Auditor for conducting Secretarial Audit of the Company for financial year 2017-18. They have confirmed that they are eligible for the said appointment.

#### **20. Auditors' Qualification:**

The observations of Statutory Auditors and Secretarial Auditor in their respective reports are self-explanatory and therefore do not call for any further comments. There are no qualifications in the respective reports of the Statutory Auditors and Secretarial Auditor.

#### **21. Reporting of Fraud:**

The Auditors of the Company have not reported any fraud as specified under Section 143(12) of the Act, including rules made there under (if any).

#### **22. 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.

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

#### **23. 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 Regulation 34 and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **24. Corporate Governance:**

A separate report on Corporate Governance is provided together with a Certificate from the Statutory Auditors of the Company regarding compliance of conditions of

Corporate Governance as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A certificate of the Managing Director and Chief Financial Officer of the Company in terms of Listing Regulations, inter-alia, confirming the correctness of the financial statements and cash flow statements, adequacy of the internal control measures and reporting of matters to the Audit Committee, is also annexed.

As required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, report of Corporate Governance along with the Management Discussion and Analysis report are attached to this report.

#### **25. 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. 69.26% of the Equity Shares of the Company are in the demat form as on 31st March, 2017.

#### **26. Listing of Shares:**

The equity shares of the Company are listed on the Bombay Stock Exchange. The listing fee for the year 2017-18 has already been paid.

#### **27. Credit Rating:**

Your Company enjoys good reputation for sound financial management and its ability to meet financial obligations. During the current financial year, India Rating upgraded your Company's Credit Rating to IND BB+ (Outlook Stable).

#### **28. Statutory Disclosures:**

##### **(i) Particulars of Loans, Guarantees or investments:**

During the financial year ended 31st March, 2017, no Loan under section 186 of the Act was made by the Company.

During the financial year ended on 31st March, 2017 Company had invested Rs. 58,64,930 in its jointly controlled entity i.e., Catvision Unitron Private Limited.

##### **(ii) Vigil Mechanism / Whistle Blower Policy:**

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**

During the financial 2016-17 4 (four) Board Meetings and 4 (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 Act.

**(iv) Extract of Annual Return:**

The Extract of Annual Return as prescribed in Form No. MGT-9 of the Companies (Management and Administration) Rules, 2014 is appended as **Annexure B** to this Report.

**(v) Significant and Material Orders passed by the Regulators or Courts or Tribunal :**

There are no significant material orders passed by the Regulators/Courts/Tribunal impacting the going concern status of the Company and its future operations. There are also no material changes and commitments after the closure of the year till the date of this report, which affect the financial position of the Company.

**(vi) Prevention of Sexual Harassment at Workplace:**

The Company has zero tolerance for sexual harassment at workplaces and 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 and Rules made there under. 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 during the financial year 2016-17.

**(vii) Particulars of Employees and Related Disclosures:**

Disclosures with respect to the remuneration of Directors and employees as required under Section 197(12) of the Act and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 has been appended as **Annexure C** to this Report. The information required pursuant to Section 197 of the Act read with Rule 5(2)&(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of your company is available during business hours on working days up to the date of the ensuing Annual General Meeting. If any member is interested in obtaining a copy thereof, such member may write to the Company Secretary, whereupon a copy would be sent.

As required under Section 197(12) of the Act and Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement containing the details of the top ten employees in terms of remuneration drawn is enclosed.

**(viii) Change in Share Capital:**

There has been no change in the capital structure of the Company during the year under review.

**(ix) Transfer to Reserve:**

Your Directors do not recommend to transfer any amount to the General Reserve and retain Rs. 139.60 lacs in the Statement of Profit and Loss account.

**29. Catvision Employee Stock Option Plan-2016:**

The members of the Company approved 'Catvision Employee Stock Option Plan-2016' in their Annual General Meeting held on 30-09-2016. The same is under implementation and since no options were granted during the year under review, the information inter-alia required to be given in the Directors' Report as prescribed under Companies (Share Capital and Debentures) Rules, 2014 are not applicable.

**30. Green Initiatives:**

Electronic copies of the Annual Report 2016-17 and Notice of the Annual General Meeting are sent to all members whose email address are registered with the Company/Depository Participant(s). For members who have not registered their email address, physical copies are sent to them in the permitted mode.

**31. Acknowledgement and Appreciation:**

The Board takes this opportunity to sincerely thank all its stakeholders i.e., shareholders, customers, suppliers, contractors, bankers, government authorities and international business associates and the immediate society for their un-stinted support and cooperation during the year. We place on record our appreciation of the contributions made by our employees at all level. Our consistent growth was made possible by their hard work, solidarity, cooperation and support.

The Board appreciates and value the contribution made by every member of Catvision family.

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

**Hina Abbas**  
Executive Director  
(DIN : 01980925)

Place: Noida-U.P.  
Date: 31st May, 2017



## ANNEXURE "A" TO THE DIRECTOR'S REPORT

### FORM No. MR - 3 SECRETARIAL AUDIT REPORT

for the financial year ended 31<sup>st</sup> March, 2017

**(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,  
Catvision Limited (CIN: L92111DL1985PLC021374)  
H-17/202, 2nd Floor, Main Vikas Marg,  
Laxmi Nagar, Delhi-110092

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Catvision Limited ("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, minute books, forms and returns filed and other records maintained by the Company and also the information and representations provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March 2017, 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, 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, 2017 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under;
5. 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, 2015;
- c. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015;
- d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- e. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
6. Other laws as are and to the extent applicable to the Company as per the Management representations made by the Company.

We have also examined compliance with the applicable clauses of the following:

- i) Secretarial Standards issued by the Institute of Company Secretaries of India.
- ii) The Listing Agreement entered in to by the Company with the BSE Limited.

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

We further report that, there were no events/actions in pursuance of:

- a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- b) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, and

- d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

Requiring compliance thereof by the Company during the Audit period.

We further report that the Company has been granted In-Principle approval for issue and allotment of 545,360 Equity Shares under the Catvision Employee Stock Option Plan-2016, in terms of SEBI (Share Based Employee Benefits) Regulations, 2014. No options were granted during the year under review as the scheme is under implementation.

We further report that the compliance by the Company of applicable financial laws like direct and indirect tax laws and maintenance of financial records and books of accounts has not been reviewed in this Audit since the same have been subject to review by Statutory Auditor and other designated professionals.

We further report that:

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

Adequate notice is given to all Directors to schedule the Board/Committee Meetings, agenda and detailed notes on agenda were sent at least seven 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.

All the decisions at Board meetings and Committees meetings were carried out unanimously and the views of dissenting members, if any, were recorded as part of the minutes of Board meetings or Committee meetings, as the case may be.

We further report, based on the compliance certificates signed by Managing Director and Chief Financial Officer taken on record by Board of Directors of the Company, in our opinion 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. As informed, the Company has responded appropriately to notices received from various statutory/regulatory authorities including initiating action for corrective measures wherever found necessary.

We further report that, during the audit period there were no specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, standards etc.

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**  
(Proprietor)

Place: Noida (U.P.)  
Date : 9th May, 2017

Membership No. FCS 7091  
C.P. 11532

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**Annexure "A"**

To,  
The Members,  
CATVISION LIMITED  
(CIN: L92111DL1985PLC021374)  
H-17/202, 2nd Floor, Main Vikas Marg,  
Laxmi Nagar - Delhi-110 092

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**  
(Proprietor)

Membership No. FCS 7091  
C.P. 11532

Place: Noida (U.P.)  
Date : 9th May, 2017

## ANNEXURE "B" TO DIRECTOR'S REPORT

**Form No. MGT-9  
EXTRACT OF ANNUAL RETURN  
As on the financial year ended on 31- March, 2017**

[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  | : 28- 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, 2- 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	Manufacturing and sale of CATV/SMATV [Community Antenna Television, Satellite Master Antenna Television]. IPTV system(s) and Operation and Maintenance of CATV Networks and Channel Marketing.	26304	100

**III. Particulars of Holding, Subsidiary and Associate Companies:**

S. No.	Name and Address of the Associate Companies	CIN / GLN Product/ service	Holding/Subsidiary/ Associate	% of shares held	Applicable Section
1	Catvision Nitron Private Limited E-14&15, Sec-8, Noida (U.P.) 201301	U32204UP2013PTC055661	Associate	50	2(6)
2.	Unicat Limited RAK Free Zone Ras Alkhaimah, UAE.	Foreign Company	Associate	50	2(6)

**IV. Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity) :**
**i) Category-wise Shareholding :**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	

<b>A. Promoter &amp; Promoter's Group</b>										
(1) Indian										
a) Individual/HUF	1086784	302400	1389184	25.47	1086784	302400	1389184	25.47	Nil	
b) Central Govt.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) State Govt. (s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Bodies Corp.	89249	171900	261149	4.79	89249	171900	261149	4.79	Nil	
e) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f) Any Other	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Sub-total (A) (1)</b>	<b>1176033</b>	<b>474300</b>	<b>1650333</b>	<b>30.26</b>	<b>1176033</b>	<b>474300</b>	<b>1650333</b>	<b>30.26</b>	<b>Nil</b>	
(2) Foreign										
a) NRIs Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Other Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) Bodies Corp.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Any Other	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Sub-total (A) (2)</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>1176033</b>	<b>474300</b>	<b>1650333</b>	<b>30.26</b>	<b>1176033</b>	<b>474300</b>	<b>1650333</b>	<b>30.26</b>	<b>Nil</b>	
<b>B. Public Shareholding</b>										
<b>1. Institutions</b>										
a) Mutual Funds/	200	15600	15800	0.29	200	15600	15800	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	Nil
d) State Govt.(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Venture Capital funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f) Insurance Companies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
g) FIs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
h) Foreign Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
i) Others (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Sub-total (B)(1)</b>	<b>200</b>	<b>16700</b>	<b>16900</b>	<b>0.31</b>	<b>200</b>	<b>16700</b>	<b>16900</b>	<b>0.31</b>	<b>Nil</b>	
<b>2. Non-Institutions</b>										
a) Bodies Corp.										
i) Indian	854161	18900	873061	16.00	782249	18900	801149	14.69	(1.39)	
ii) Overseas	Nil	500000	500000	9.17	Nil	500000	500000	9.17	Nil	
b) Individuals										
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	842297	242574	1084871	19.89	900484	238471	1138955	20.88	0.99	
ii) Individual share holders holding nominal share capital in excess Rs. 2 lakhs	827354	Nil	827354	15.17	825629	Nil	825629	15.14	(0.03)	

<b>c) Others</b>									
1. Clearing Members	32278	Nil	32278	0.59	57499	Nil	57499	1.05	0.46
2. Non Resident	40403	428400	468803	8.60	35235	427900	463135	8.49	(0.10)
<b>Sub-total (B)(2)</b>	<b>2596493</b>	<b>1189874</b>	<b>3786367</b>	<b>69.43</b>	<b>2601096</b>	<b>1185271</b>	<b>3786367</b>	<b>69.43</b>	<b>Nil</b>
Total Public Shareholding (B)=(B)(1)+(B)(2)	2596693	1206574	3803267	69.74	2601296	1201971	3803267	69.74	Nil
C. Shares held by Custodian for GDRs & ADRs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Grand Total (A+B+C)</b>	<b>3772726</b>	<b>1680874</b>	<b>5453600</b>	<b>100</b>	<b>3777329</b>	<b>1676271</b>	<b>5453600</b>	<b>100</b>	<b>Nil</b>

**ii) Shareholding of Promoters & Promoter's Group :**

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			%change in share holding during 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	
	<b>Promoters</b>							
1.	Mr. S.A. Abbas	635685	11.65	-	635685	11.65	-	-
2.	Mr. Sudhir Damodaran	617975	11.33	-	617975	11.33	-	-
	<b>Promoter's Group</b>							
1.	Safetag International India Pvt. Ltd.	145200	2.66	-	145200	2.66	-	-
2.	Total Telemedia Pvt. Ltd.	115949	2.13	-	115949	2.13	-	-
3.	Syed Jamshed Abbas	42780	0.78	-	42780	0.78	-	-
4.	Hussain Zaidi	38088	0.70	-	38088	0.70	-	-
5.	M Damodaran	15000	0.28	-	15000	0.28	-	-
6.	Cheryl Damodaran	15000	0.28	-	15000	0.28	-	-
7.	Vijay Maheshwari	8650	0.16	-	8650	0.16	-	-
8.	Chellappa A	7206	0.13	-	7206	0.13	-	-
9.	Hina Abbas	3000	0.06	-	3000	0.06	-	-
10.	Thangammal A	1950	0.04	-	1950	0.04	-	-
11.	Atam Prakash Khurana	1700	0.03	-	1700	0.03	-	-
12.	Sanjeev Heramath	1600	0.03	-	1600	0.03	-	-
13.	Sanjay Sharma	400	0.00	-	400	0.00	-	-
14.	Sukarma Sood	50	0.00	-	50	0.00	-	-
15.	Anita Khare	50	0.00	-	50	0.00	-	-
16.	Sudhir Kaura	50	0.00	-	50	0.00	-	-
	<b>Total</b>	<b>16,50,333</b>	<b>30.26</b>		<b>16,50,333</b>	<b>30.26</b>		

\*Percentage of total shares of the Company has been rounded of upto two decimals.



**iii) Change in Promoters' & Promoter's Group Shareholding (please specify, if there is no change) :-**

There were no changes in the Promoter's and Promoters Group shareholding during the financial year 2016-17.

**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	Particulars	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 the Company*
1.	Global Impex Limited At the beginning of the year (01-04-2016)		500000	9.17		
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)		-	-	-	-
	At the end of the year (31-03-2017)				500000	9.17
2.	Vizwise Commerce Private Limited At the beginning of the year (01-04-2016)		396737	7.27		
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)		-	-	-	-
	At the end of the year (31-03-2017)				396737	7.27
3.	Marija Veljanovska At the beginning of the year (01-04-2016)		300000	5.50		
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)		-	-	-	-
	At the end of the year (31-03-2017)				300000	5.50

4.	Ajay Kumar Kayan At the beginning of the year (01-04-2016)		0	0		
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	31.03.2017 - Buy			263412	4.83
	At the end of the year (31-03-2017)				263412	4.83
5.	SPG Finvest Private Limited At the beginning of the year (01-04-2016)		216971	3.98		
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)		-	-	-	-
	At the end of the year (31-03-2017)				216971	3.98
6.	Dheeraj Kumar Lohia At the beginning of the year (01-04-2016)		125690	2.30		
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	15.04.2016 - Sell 22.04.2016 - Sell 06.05.2016 - Sell	(5690) (22000) (8000)	(0.10) (0.40) (0.15)	120000 98000 90000	2.20 1.79 1.65
	At the end of the year (31-03-2017)				90000	1.65
7.	Kulbir Singh At the beginning of the year (01-04-2016)		84542	1.55		
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	27.01.2017 - Sell	(1542)	(0.03)	83000	1.52
	At the end of the year (31-03-2017)				83000	1.52

8.	Sharad Kanayalal Shah At the beginning of the year (01-04-2016)		0	0		
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	27.01.2017 - Buy 03.02.2017 - Buy 10.02.2017 - Buy	15298 52455 5000	0.28 0.96 0.09	15298 67753 72753	0.28 1.24 1.33
	At the end of the year (31-03-2017)				72753	1.33
9.	Satish Mehta At the beginning of the year (01-04-2016)		59147	1.08	59147	1.08
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)		-	-	-	-
	At the end of the year (31-03-2017)				59147	1.08
10.	Adroit Fin Ser Pvt Ltd. At the beginning of the year (01-04-2016)		29630	0.54		
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	15.04.2016 - Sell 20.05.2016 - Buy 10.06.2016 - Buy 29.07.2016 - Buy 05.08.2016 - Buy 26.08.2016 - Buy 02.09.2016 - Buy 09.09.2016 - Buy 16.09.2016 - Buy 23.09.2016 - Buy 30.09.2016 - Buy 07.10.2016 - Buy 14.10.2016 - Sell 28.10.2016 - Buy 02.12.2016 - Sell 03.02.2016 - Sell 03.03.2016 - Buy	(2) 1030 402 1598 1747 300 200 200 1400 690 2238 16375 (100) 1000 (1000) (500) 500	0.00 0.02 0.01 0.03 0.03 0.01 0.00 0.00 0.03 0.01 0.04 0.30 0.00 0.02 (0.02) (0.01) 0.01	29628 30658 31060 32658 34405 34705 34905 35105 36505 37195 39433 55808 55708 56708 55708 55208 55708	0.54 0.56 0.57 0.60 0.63 0.64 0.64 0.64 0.67 0.68 0.72 1.02 1.02 1.04 1.02 1.01 1.02
	At the end of the year (31-03-2017)				55708	1.02

\*Percentage of total shares of the Company has been rounded off up to two decimals.

**v) Shareholding of Directors and Key Managerial Personnel:**

S. No.	For each of the Top 10 Shareholders	Particulars	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 (01-04-2016)		635,685	11.65		
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)		-	-	-	-
	At the end of the year (31-03-2017)				635,685	11.65
2.	Mr. Sudhir Damodaran (Non-Executive Director) At the beginning of the year (01-04-2016)		617,975	11.33		
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)		-	-	-	-
	At the end of the year (31-03-2017)				617,975	11.33
3.	Mrs. Hina Abbas (Executive Director) At the beginning of the year (01-04-2016)		3,000	0.06		
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)		-	-	-	-
	At the end of the year (31-03-2017)			3,000	0.06	
4.	Dr. Sunil Anand (Independent Director) At the beginning of the year (01-04-2016)		100	0.002		

	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)		-	-	-	-
	At the end of the year (31-03-2017)				100	0.002
5.	Mr. Vinod Rawat (Chief Financial Officer) At the beginning of the year (01-04-2016)		3,936	0.07		
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)		-	-	-	-
	At the end of the year (31-03-2017)				3,936	0.07

Mr. Raman Rajiv Mishra, Mr. Jagdish Prasad and Mrs. Ankita did not hold any shares in the Company during the financial year 2016-17.

**vi) Indebtedness :**

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

(Amount in ₹)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	105,937,297	-	3,650,000	109,587,297
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	265,865	265,865
<b>Total (i+ii+iii)</b>	<b>105,937,297</b>	<b>-</b>	<b>3,915,865</b>	<b>109,853,162</b>
<b>Change in Indebtedness during the financial year</b>				
- Addition			1,860,000	1,860,000
- Reduction	(14,701,538)	-	(250,000)	(14,951,538)
<b>Net Change</b>	<b>(14,701,538)</b>	<b>-</b>	<b>1,610,000</b>	<b>(13,091,538)</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	91,235,759	-	5,260,000	96,495,759
ii) Interest due but not paid	-	-	29,319	29,319
iii) Interest accrued but not due	-	-	697,406	697,406
<b>Total (i+ii+iii)</b>	<b>91,235,759</b>	<b>-</b>	<b>5,986,725</b>	<b>97,222,484</b>

**vii) Remuneration of Directors and Key Managerial Personnel :**
**a) Remuneration to Managing Director, Whole-time Directors and/or Manager:**
**(Amount in ₹)**

S. No.	Particulars of Remuneration,	Name of MD/WTD/ Manager		Total Amount
		Mr. S. A. Abbas – Managing Director	Mrs. Hina Abbas- Executive Director	
1.	Gross salary (a) Salary and allowances as per provisions contained in section 17(1) of the Income-tax Act, 1961	2,705,200	1,338,034	4,043,234
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	570,600	-	570,600
	(c) Profits in lieu of salary under section 17(3) Income- tax Act,	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit - others, specify	-	-	-
5.	Others, please specify	-	-	-
	<b>Total (a)</b>	<b>3,275,800</b>	<b>1,338,034</b>	<b>4,613,834</b>

**b) Remuneration to other Directors :**
**(Amount in ₹)**

S.No.	Particulars of Remuneration	Name of Directors			
		Dr. Sunil Anand Independent Director	Mr. Raman Rajiv Mishra Independent Director	Mr. Jagdish Prasad Independent Director	Total
	- Fee for attending board committee meetings	20,000	15,000	10,000	45,000
	- Commission				
	- Others, please specify*	5,000	5,000	-	10,000
	<b>Total (b)</b>	<b>25,000</b>	<b>20,000</b>	<b>10,000</b>	<b>55,000</b>
	<b>Total Sitting Fees Paid</b>				<b>55,000</b>

\*Note: Fee for attending Annual General Meeting

The Company has already obtained the consent of the members of the Company through postal ballot dated 7-11-2015 to pay the remuneration to its directors and the same is within the applicable limits as prescribed in the Act.



**c) Remuneration to Key Managerial Personnel other than Managing Director/Whole-time Director/Manager:**  
(Amount in ₹)

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 (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	2,952,736 325,896 -	309,882 - -	3,262,618 - -
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit - others, specify	- -	- -	-
5.	Others, please specify	-	-	-
	Total	3,278,632	309,882	3,588,514

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

**viii) 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

## ANNEXURE "C" TO DIRECTOR'S REPORT

**Details pertaining to Remuneration as required under Section 197(12) of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

Relevant clause under Rules	Prescribed Requirement	Particulars
(i)	Ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year	-Ratio of the remuneration of Mr. S.A. Abbas, Managing Director to the median remuneration of the employees – <b>13:1</b>  -Ratio of the remuneration of Mrs. Hina Abbas, Executive Director to the median remuneration of the employees – <b>5:1</b>
(ii)	Percentage increase in remuneration of each director, Chief Financial Officer, Company Secretary or Manager, if any, in the financial year	- Mr. S.A. Abbas, Managing Director : - - Mrs. Hina Abbas, Executive Director : 5% - Mr. Vinod Rawat, CFO : 25% - Mrs. Ankita Gandhi, Company Secretary* : NA
(iii)	Percentage increase in the median remuneration of employees in the financial year	8 % (approx)
(iv)	Number of permanent employees on the rolls of the Company as on 31.03.2016	122
(viii)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	On an average, employees received an annual increase of 9%. The increase in remuneration is in line with market trends.
(xii)	Affirmation that the remuneration is as per the remuneration policy of the Company.	The remuneration is as per the Nomination and Remuneration policy for the Directors, Key Managerial Personnel and other employees of the Company, formulated pursuant to the section 178 of the Companies Act, 2013.

\*Details not provided as Mrs. Ankita, Company Secretary was only for the part of the financial year.

The remuneration to Independent Directors is comprised of sitting fees paid to them for the financial year 2016-17.

The median remuneration of employees of the Company during the financial year 2016-17 was Rs. 20,662.

**Information under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 :**

**Details of top ten employees in terms of remuneration drawn as on 31.03.2017**

Sr. No.	Name of the Employee	Designation	Remuneration received (Rs. in lacs) p.a.	Nature of employment	Qualification & Experience	Date of Commencement of Employment	Age	Last employment	% of Equity shares held
1	S.A. Abbas	Managing Director	32.75	Permnent	MBA, B.Tech & 50 years	01-10-1985	61	HCL Group	11.65
2	Vinod Rawat	Chief Financial Officer	32.78	Permanent	CA, M.Com & 30 years	09-01-1998	56	Supriya Agrotech Ltd.	0.07
3	Y.V. Kumar	Vice President (Technical Service)	29.48	Permanent	B.Tech (E&C) & 29 years	01-06-2009	52	Analog Systems	NIL
4	Rajesh Kukreja	Vice President (Institutional Sales)	20.86	Permanent	B.Com & 34	21-10-1994	56	Vidyut Matallics Ltd	NIL
5	Manoj Thakur	General Manager (Sales)	18.66	Permanent	Graduate (Mechanical) & 18 years	01-08-1999	43	-	0.02
6	Sanjay Grover	Asst. General Manager (Channel Marketing)	14.61	Permanent	Post Graduate & 25 years	01-03-2013	51	Information TV Pvt. Ltd.	NIL
7	Devender Singh Dogra	General Manager (Supply Chain Management)	14.32	Permanent	B.Tech & 32 years	07-02-2011	52	Salora International Ltd.	NIL
8	Hina Abbas	Executive Director	13.38	Permanent	Graduate	01-04-2012	53	-	0.05
9	Shailender B.Saxena	Senior Manager (Sales)	12.80	Permanent	Graduate, (E & C) & 16 years	14-08-2015	45	Spec Technology Group	NIL
10	Subhash Chander Dhul	Asst. General Manager (Customer Engineering)	10.92	Permanent	B. Tech & 33 years	01-04-2016	55	HCL Group	NIL

## REPORT ON CORPORATE GOVERNANCE

The Securities and Exchange Board of India (SEBI) has introduced a Code of Corporate Governance by incorporating Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Your Company has complied in all matters and a report on the implementation of the Corporate Governance of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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. Board Structure:

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.

As on 31<sup>st</sup> May, 2017 the Company's Board of Directors comprises 6 (Six) Directors, two of whom are Executive Directors and four are Non-Executive Directors. Out of these four Non-Executive Directors, three are Independent Directors. The Board's composition is in compliance with the requirements of SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015. The Directors possess experience in diverse fields including banking, finance and marketing. The responsibilities of the Board, inter-alia, include formulation of policies, taking initiatives, performance review, monitoring of plans, pursuing of policies and procedures. The details of each member of the Board along with number of Directorship(s)/Committee Membership(s)/ Chairmanship(s) and date of joining the Board are provided herein below:

Category of Directors	Name	Directorship(s) in other Companies	Membership(s) of Committees	Chairmanship(s) of Committees
Managing Director	Mr. S.A. Abbas	2	1	Nil
Executive Director	Mrs. Hina Abbas	Nil	Nil	Nil
Non-Executive, Non Independent Director	Mr. Sudhir Damodaran	2	Nil	Nil
Independent Directors	Mr. Raman Rajiv Misra	2	2	1
	Dr. Sunil Anand	2	1	2
	Mr. Jagdish Prasad	2	2	Nil

Except Mrs. Hina Abbas, who is related to Mr. S.A. Abbas, none of the Director of the Company is related to any other Director on the Board in terms of the meaning of the term 'relative' given under the Companies Act, 2013.

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, Member of the Stakeholder Relationship 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. Sudhir Damodaran:**

Mr. Sudhir Damodaran is a Science Graduate from Bangalore University. He is the Non-Executive Director and one of the principal promoters of the Company. Apart from the Company, Mr. Damodaran holds the position of Director in Catvision Unitron Pvt. Ltd. and Total Telemedia Pvt. Ltd.

**Mrs. Hina Abbas:**

Mrs. Hina Abbas is a Graduate from Aligarh Muslim University. She is the Executive Director of the Company. She has been associated with Catvision for many years.

**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. Apart from the company, Dr. Anand holds directorship in DAA Business Associates Pvt. Ltd. and Advanced Gene Labs Pvt. Ltd. He is the Chairman of the Audit Committee and Stakeholder Relationship Committee and Member in Nomination & Remuneration

Committee of the Company.

**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. Apart from the company, Mr. Misra also holds directorship in Mexim India Pvt Ltd. and Three S Infrastructure Pvt. Ltd. He is the Chairman of the Nomination & Remuneration Committee and a member in Audit Committee and Stakeholder Relationship Committee of the Company.

**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. Apart from the Company, Mr. Prasad also holds directorship in Agniroth Photonics Pvt. Ltd. and Doon Optical Systems Pvt. Ltd. He is the member of Nomination and Remuneration Committee and Audit Committee of the Company.

**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 120 days as prescribed Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The annual calendar of meetings is determined in advance at the beginning of each year. The meetings of the Board are generally held at the corporate office of the Company.

During the financial year under review, 4 (Four) Board Meetings were held. Particulars of Directors, their attendance at the Annual General Meeting and Board Meetings, are given in below:

Name of the Directors	Category	Attendance		
		No. of Board Meetings		
		Held	Attended	Last AGM
S. A. Abbas	Promoter & Executive Director	4	4	Yes
Sudhir Damodaran	Promoter & Non-Executive Director	4	1	No
Hina Abbas	Executive Director	4	3	Yes
Dr. Sunil Anand	Independent Director	4	4	Yes
Raman Rajiv Misra	Independent Director	4	3	Yes
Jagdish Prasad	Independent Director	4	2	No

As required under Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015, none of the Directors are: (i) member of more than 10 (ten) committees; and (ii) chairman of more than 5 (five) committees. In terms of explanations to Regulation 26 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, chairmanship or membership of the 'Audit Committee' and the 'Stakeholders Relationship Committee' of Indian public limited companies has been considered for the aforesaid purpose.

The Board looks at strategic planning and policy formulation. The Board meets at least once in every quarter to review the Company's operations and to consider, among other business, the quarterly performance and financial results of the Company. The maximum time gap between any two meetings of the Board is not more than 120 days. The agenda of Board meetings is circulated to all the Directors well in advance and contains all the relevant information. The details of Board meetings held during the financial year 2016-2017 and Directors' attendance record are given below:

Date on which Board Meeting held	Total Strength of the Board on the date of Board Meeting	No. of Directors present at the Board Meeting
29th May, 2016	6	3
12th August, 2016	6	5
14th November, 2016	6	5
12th February, 2017	6	4

**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;
- 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- 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. Directors with materially significant related party transactions, pecuniary or business relationship or transaction with the Company:**

Except for drawing remuneration, none of the Directors have any other materially significant related party transactions, pecuniary relationship or transaction with the Company. The Company enters into transactions in the ordinary course of business with the companies in which the Directors hold directorship. Attention of the Members is drawn to the disclosures of transactions with related parties set out in the Notes to Accounts to the Financial Statements, forming part of the Annual Report.

**f. 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.

**g. 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 Nomination & Remuneration Committee and the Stakeholders' Relationship 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:**

As on the date of the report the Audit Committee of the Board of Directors comprises three Independent Directors viz. Dr. Sunil Anand, Chairman, and Mr. Raman Rajiv Misra and Mr. Jagdish Prasad as member. The Managing Director, the Chief Financial Officer and the representative of Statutory Auditors are the permanent invitees to the Audit Committee meetings. The Company Secretary is the Secretary to the Committee. The representatives of the Statutory

Auditors are invited to the meeting of the Audit Committee where matters relating to the statutory audit are considered. Each member of the Audit Committee has the relevant experience in the field finance, banking and accounting. The constitution and composition of the Audit Committee is in accordance with the provisions of Section 177 of the Act and the requirements of Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Section 177 of the Act. During the year, the Committee has met four times. The statutory Auditors of the Company were also invited to attend the Audit Committee meetings. The necessary quorum was present for all the times. Composition of Audit Committee and details of meeting attended by the member as given below:

Name of Member	Status	No. fo Meeting	
		Held	Attended
Dr. Sunil Anand	Chairman	4	4
Mr. Raman Rajiv Misra	Member	4	3
Mr. Jagdish Prasad	Member	4	2

**Power of Audit Committee:**

The Audit Committee has 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 Act;
    - 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;
    - g. Qualifications in the draft Audit Report;
    - h. Reviewing with the management, the periodical financial statements before submission to the Board for approval;
    - i. 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 utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
    - j. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
    - k. 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;
    - l. Discussion with internal auditors any significant findings and follow up there on;
    - m. 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;
  - n. 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;
  - o. 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;
  - p. Reviewing the functioning of Whistle Blower mechanism in the Company;
  - q. Reviewing other areas that may be brought under the purview of the role of Audit Committee as specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, as and when amended; and
  - r. Approval of appointment of Chief Financial Officer after assessing the qualification, experience and background of the candidate.
- 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 internal Auditor;
  6. Risk Management Policy of your company.
- b. Nomination & Remuneration (N&R) Committee:**
- The Company has Nomination and Remuneration ('N&R') Committee required as per the Listing Regulations and the Act. The N&R Committee has been constituted with an objective of determining on behalf of the Board and Shareholders, 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 director's vis-à-vis the Company. As on 31<sup>st</sup> May, 2017, the N&R Committee comprises of Mr. Raman Rajiv Misra, Chairman, Dr. Sunil Anand, Member and Mr. Jagdish Prasad, Member. The N&R 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. to review of Human Resource policies and practices of the Company and, in particular, policies regarding remuneration of Executive Directors and Senior Management;
- b. to formulate compensation philosophy of the Company;
- c. to recommend/review remuneration of Managing Director and Whole-time Director base on their performance and Assessment;
- d. to perform such other functions as may be necessary or appropriate for the performance of its duties.

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

In compliance of Section 178 of the Act and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on 14th November, 2016, Mr. S. A. Abbas, Managing Director of the Company, stepped down as the Member of the N&R Committee.

Composition of Nomination and Remuneration Committee and details of meeting attended by the member as given below:

Name of Member	Status	No. of Meeting	
		Held	Attended
Mr. Raman Rajiv Misra	Chairman	4	3
Dr. Sunil Anand	Member	4	4
Mr. Jagdish Prasad	Member	4	2

**Policy for selection and appointment of Directors and their remuneration:**

The N&R Committee has adopted a Charter which, inter-alia, deals with the manner of selection of Board of Directors and CEO & 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 Act.

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 Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**The details of the remuneration and sitting fees paid during the year ended 31st March, 2017 is as follows:**

₹ in lacs						
S. No.	Name of the Member	Salary	Perquisites and Other Benefits	Sitting Fee	Others*	Total
1.	Mr. S.A. Abbas	27.05	5.70	-	-	32.75
2.	Mrs. Hina Abbas	13.38	-	-	-	13.38
3.	Dr. Sunil Anand	-	-	0.20	0.05	0.25
4.	Mr. Raman Rajiv Misra	-	-	0.15	0.05	0.20
5.	Mr. Jagdish Prasad	-	-	0.10	-	0.10

\*Fee for attending Annual General Meeting.

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 Act 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 Act.

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, terminal 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 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 oversees the performance of the Registrar and Transfer Agents and recommends measures for overall improvement to provide the quality services to its valued investors. The Company Secretary is nominated as the Compliance Officer.

In compliance of Section 178 of the Act and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on 14th November, 2016, Mr. S. A. Abbas, Managing Director of the Company, stepped down as the Chairman of the Stakeholders' Relationship Committee and in his place Mr. Sunil Anand being an Independent Director had been appointed as Chairman to this Committee while Mr. S. A. Abbas continues to be a member of the Stakeholders Relationship Committee.

The Composition of Stakeholders' Relationship Committee and details of meeting attended by the member as given below:

Name of the Member	Status	No. of Meeting	
		Held	Attended
Dr. Sunil Anand	Chairman	4	4
Mr. Raman Rajiv Misra	Member	4	3
Mr. S.A. Abbas	Member	4	4

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 and the Chief Financial Officer. The Board has designated the 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, 2017 were Nil.

**D. DECLARATION/CERTIFICATION BY MANAGING DIRECTOR/CFO:**

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 Statutory Auditor and Audit Committee in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 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 August, 2016, without the attendance of Non-Independent directors & members of management, to inter-alia:

- i) Review the performance of non-independent directors and Board as a whole;
- ii) Review the performance of the Managing Director 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 32nd Annual General meeting of the Company shall be held on 29th September, 2017 at 12.30 p.m. at Riverside Sports Riverside Sports & Recreation Club, Club Avenue, Mayur Vihar Phase 1, New Delhi-110091. The last three General Meetings of the company were held as under:

Annual General Meeting	Location	Date and Time	Special Resolutions Passed there at
31st	Riverside Sports Riverside Sports & Recreation Club, Club Avenue, Mayur Vihar Phase-1, New Delhi-91	30-09-2016 at 12.30 pm.	1
30th	Riverside Sports Riverside Sports & Recreation Club, Club Avenue, Mayur Vihar Phase-1, New Delhi-91	30-09-2015 at 12.30 pm.	1
29th	Riverside Sports Riverside Sports & Recreation Club, Club Avenue, Mayur Vihar Phase-1, New Delhi-91	30-09-2014 at 11.30 am.	1

**c. Financial Calendar for 2017-18:**

Financial Reporting for 2017-18 will be as follows:

Quarter ending June, 30, 2017	August, 2017
Quarter ending September 30, 2017	November, 2017
Quarter ending December 31, 2017	February, 2018
Quarter ending March 31, 2018	May, 2018

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, Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai. The annual fee of Rs. 250000/- for financial year 2017-18 has been paid to the stock exchange where the shares of the company are listed.

**e. Financial year:**

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

**f. Date of Book Closure:**

The Register of the Members and share transfer books of the Company shall remain closed from 23rd September, 2017 to 29th September, 2017 (both days inclusive).

**g. Stock Code:**

Trading Symbol at the Bombay Stock Exchange,

Mumbai is 531158. The ISIN Number in NSDL & CDSL is INE 660B01011.

**h. Dematerialization of Shares & Liquidity:**

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, 2017, 3777329 Equity Shares out of 54,53,600 Equity Shares of the Company, forming 69.26% of the Company's paid up capital is held in the dematerialized form.

**i. 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 within 15 days of lodgement, provided the necessary documents were in order. The Share Transfer and Transactions Committee of the Board of Directors of the Company is empowered to approve transfer transmission, etc. Such approvals are accorded in due course of time when request is made and, thereafter, transfers are registered and duly endorsed certificates are sent to the shareholders.

**j. Reconciliation of Share Capital Audit:**

In keeping with the requirements of SEBI Listing Regulations, a qualified practicing Company Secretary carried out quarterly Reconciliation of Share Capital Audit 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.

**k. Compliance Officer:**

Mrs. Ankita

Head Office: E-14 & 15, Sector-8, Noida, U.P.

Email: ankita.gandhi@catvisionindia.com

Tel: 0120-4936750

The Company is in compliance with requirements specified in Regulation 17 to 27 and sub-regulation (2) of Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**l. Auditor's Certificate on Corporate Governance**

As stipulated in Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the certificate regarding compliance of conditions of corporate governance by Statutory Auditor of the Company is annexed to the Corporate Governance Report.

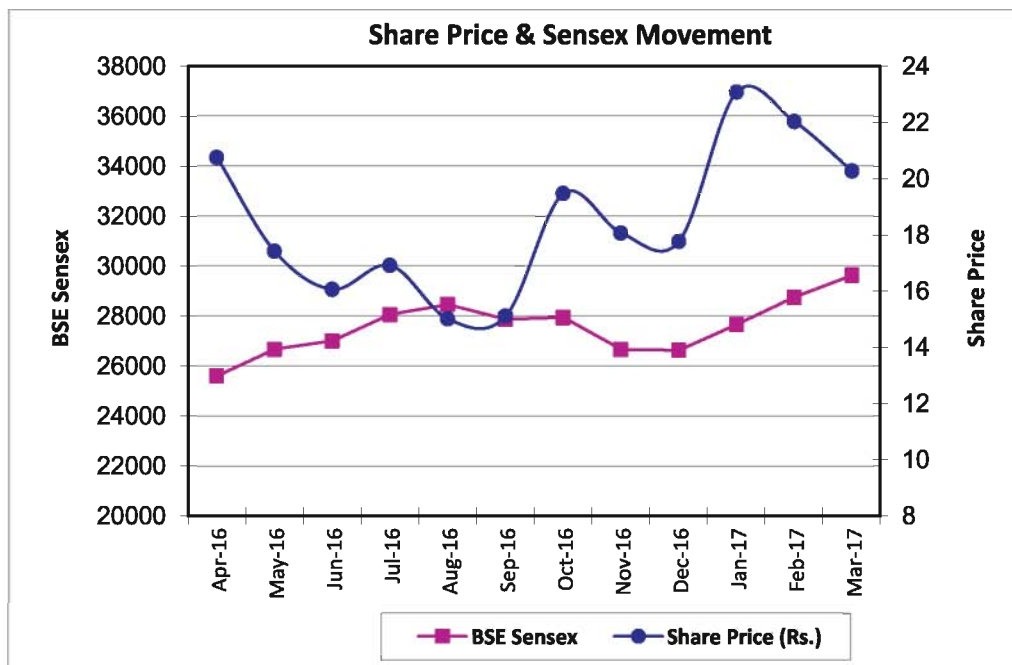
**m. Market Price Data:**

The monthly high and low prices and volume of Equity

Shares traded on The Bombay Stock Exchange Limited, Mumbai during the period 1st April, 2016 to 31st March, 2017 are as under:

Months	Month's High (Rs.)	Month's Low (Rs.)	Volume of Shares Traded (Nos.)
April - 2016	20.73	14.32	225
May - 2016	21.45	17.10	221
June - 2016	17.50	13.85	74
July - 2016	19.20	15.35	92
August - 2016	18.30	14.10	84
September - 2016	16.75	14.60	100
October - 2016	19.45	14.75	116
November - 2016	21.30	15.80	171
December - 2016	19.65	16.95	99
January - 2017	23.05	17.40	163
February - 2017	26.75	20.45	245
March - 2017	22.75	19.00	249

**n. Relative performance of the share price of the Company in comparison to the BSE Sensex:**



Source: www.bseindia.com



**o. Distribution of Shareholding:**

(i) The distribution of shareholding by size class as at 31st March, 2017 is as follows :

Shareholding of Value in Rs.	Shareholders		Shareholdings	
	Numbers	Percentage	Numbers	Percentage
00000-5000	2259	81.58	469968	8.62
05001-10000	262	9.46	228364	4.19
10001-20000	110	3.97	170124	3.12
20001-30000	39	1.41	101308	1.86
30001-40000	10	0.36	36010	0.66
40001-50000	18	0.65	86790	1.59
50001-100000	27	0.98	204577	3.75
100001 and above	44	1.59	4156459	76.21
<b>Total</b>	<b>2769</b>	<b>100.00</b>	<b>5453600</b>	<b>100.00</b>

(ii) The Distribution of shareholding, by ownership, as at 31st March, 2017 is as follows:

Category	No. of Shares Held	Percentage of Shares
Promoters & Promoter's Group:	16,50,333	30.26
Financial Institution / Bank/Mutual Funds:	16,900	0.31
General Public:		
- Individuals/Trust	1964584	36.02
- Bodies Corporate		
(i) Indian	801149	14.70
(ii) Overseas	500000	9.17
- NR	463135	8.49
- Clearing Members	57499	1.05
<b>Total</b>	<b>5,453,600</b>	<b>100.00</b>

**p. Other Information:**

- 1) Date of Incorporation : 28th June, 1985
- 2) Registration No. : L92111DL1985PLC021374
- 3) Registered Office : H-17/202, 2nd Floor, Main Vikas Marg, Laxmi Nagar, Delhi-110092, India
- 4) Location of Plants : F-87, Selaqui Industrial Area, Dehradun-248197, (Uttarakhand)
- 5) Corporate Office : E-14 & 15, Sector-8, Noida, Distt. Gautam Budh Nagar, U.P. -201301
- 6) Overseas Office : F1, 110 D, Ajman Free Zone, Ajman-UAE
- 7) Website : [www.catvisionindia.com](http://www.catvisionindia.com)
- 8) E-mail : [Catvision@catvisionindia.com](mailto: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  
Email: [investor.services@rcmcdelhi.com](mailto:investor.services@rcmcdelhi.com)

**q. Means of Communication:**

Quarterly, half-yearly and annual results of the Company were published in leading English and vernacular newspapers. Additionally, the results and other important information are also periodically updated on the Company's website [www.catvisionindia.com](http://www.catvisionindia.com), which contain a separate dedicated section "Investors".

The quarterly, half-yearly unaudited financial results of the Company and all other communication, disclosures and period filing are made electronically on BSE's online portal viz BSE Corporate Compliance and Listing Centre. The detailed information about the products of the Company is available on its website.

The Company has periodically filed all the necessary documents with the Ministry of Corporate Affairs and the Annual Accounts through XBRL.

The Annual Report containing, inter-alia, the Audited Standalone and Consolidated Financial Statements, Directors' Report, Auditors' Report and other important information is circulated to the Shareholders. Pursuant to the Green Initiatives launched by the Ministry of Corporate Affairs, the Company also sends e-copies of the Annual Report to the Members whose e-mails ids are registered with the Company.

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.

**r. Report on Corporate Governance:**

The Company regularly submits to the Stock Exchange within the prescribed period, quarterly report on Corporate Governance electronically through the online portal of BSE. A certificate from Statutory Auditors on Compliance of Conditions of Corporate Governance is annexed to this report.

**F. OTHER DISCLOSURES:**

**a. Appointment & Re-appointment of Director:**

Mrs. Hina Abbas retires by rotation and, being eligible, offers herself for re-appointment. Her candidature for re-appointment will be proposed to shareholders at the Annual General Meeting in accordance with the provisions of the Act.

**b. Subsidiary Companies:**

The Company does not have any subsidiary company.

**c. Accounting Treatment:**

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

**d. 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.

**e. Vigil Mechanism / Whistle Blower Policy:**

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. It is affirmed that no personnel has been denied access to the audit committee.

**G. 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.

**a. 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 from Ministry of Corporate Affairs, Government of India.

**b. 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.

During the year under review the turnover of your company grew to Rs. 5685.55 lacs from Rs. 5075.96 lacs during the previous year.

**c. Indian Economy:**

The economic activity in the world economy remains lackluster. The global growth had slowed in 2016 to a post crisis low of 2.6%, as global trade stalled, investment decelerated and policy uncertainty increased. The slow pick up in the US economy, slowdown in growth rate in China, political uncertainties and the rise of protectionist policies following Brexit and the Republican win in the US were the major factors for this slow down. While most of the global economies did not fare well, the Indian economy had continued to consolidate the gains achieved in macro-economic stability. The GDP growth of 7.10 % in the financial year 2016-17 was slower as compared to 7.60% recorded in the previous year. The decline was primarily due to industrial slowdown and possible impact of demonetization announced on 8th November, 2016.

On the positive note, strong domestic consumption, positive impact of demonetization and the expected roll out of the nationwide Goods and Service Tax (GST) are likely to provide a boost to Country's GDP. Roll out of GST is monumental task and will have teething troubles in the first two quarters. We believe that it is the 2018-19 that the Country will begin to see the overall benefits of the key reforms.

**d. Media and Entertainment Industry:**

Strong economic fundamentals with growth in domestic consumption, the India Media and Entertainment (M&E) industry has maintained a growth of 11.60% over the last five years. According to FICCI-KPMG report 2017, the M & E Industry witnessed 9.10% growth in 2016 growing from INR 1157 billion in 2015 to INR 1262 billion in 2016. The M

& E industry is projected to grow at the fastest pace of 14% over the period 2016-21 to INR 2419 billion. Television is expected to grow at a CAGR of 14.7 % over the next five years as both advertisement and subscription revenues are projected to exhibit strong growth at 14.4% and 14.8% respectively. The long term forecast for television remains robust due to strong economic fundamental and rising domestic consumption coupled with completion of digitalization.

GST which is expected to be implemented by 1st July, 2017, is likely to streamline the multiple incidences of taxes currently being levied by both the Central and State Governments. While the introduction of GST is likely to have varied impact across the various media segments on an overall basis. M & E India Industry is expected to be a net beneficiary of GST. This is primarily due to availability of input credit across the board and inclusion of entertainment tax within the ambit of GST.

**e. Industry Structure & Development:**

Number of TV households in India increased to 181 million in 2016, resulting a TV penetration of 63%. The industry witnessed net addition of 9 million Cable and Satellite (C&S) subscribers in 2016 ending with a C&S base of 169 million. The net additions were short by about a million due to slowdown in acquisition, digitalization and demonetization. However, it is estimated that by 2021 TV household reach will be 203 million implying total TV penetration of 67%.

India Cable TV market has grown considerably over the past six years and has been the largest contributor in the subscription revenues of the India Cable TV Industry. Demand for cable TV services in the country has escalated over the past six years due to increased prevalence of digitalization drive, increasing household expenditure on entertainment, improving quality of television display, lower costs of service provision and stable user base. Majority of people in India have preferred cable TV due to convenience and lower cost of subscription.

Direct-to-Home (DTH) market has shown tremendous potential to contribute towards the Indian Pay TV Market. The Indian DTH Market is expected to see its annual revenue growth over three times to more than \$ 5 billion by 2020, as mandatory cable TV digitalization would help the DTH players expand their subscriber base.

Catvision has positioned it as one of the leading suppliers of entire range of products to the cable television operators and multi system operators. In-

house manufacturing of digital headend and set top box, pan India presence and prompt and high quality after sales service support by highly committed and experienced team give it edge over the others.

**f. Hotel Systems & Services:**

The Indian tourism and hospitality industry is one of the key drivers of growth among the services sectors in India. During the year 2016 the industry revenue was flat. The revenue growth for Indian hotel industry is expected to improve 6-7% in 2017-18. The room inventory in the premium category is estimated to increase by 8%. However near term prospects will be constrained by regulatory hurdles the industry is currently facing like liquor ban in hotels closer to the highways and temporary hurdles associated with GST rollout. But with the introduction of e-visa for foreign tourists and with domestic economy improving, there are clear signs of increase in domestic travel.

Your Company is one of the largest suppliers of SMATV and IPTV systems to hotel industry. But due to regulatory changes announced by the Telecom Regulatory Authority of India (TRAI) and stays granted by Hon'ble Courts, the hotels have decided to hold back their spending on setting up their own networks and rather shifting on cable feed and DTH. Once there is clarity on these issues, your Company believes that there will be huge scope for its products and services in the hotel segment.

**g. Strengths & Opportunities:**

Your Company not only has a complete range of digital head-end systems, set top boxes and fibre optics products, but also possesses the skills to provide installation and technical support to customers, perhaps better than any other Indian company. The in-housing manufacturing of digital head-end and Set top boxes puts the company in commanding position. Pan-India dealer network, presence in the industry since more than three decades, highly skilled after sales support team backed by Catvision brand put your Company ahead to others.

Several opportunities are available to the Company in the foreseeable future. In CATV the biggest opportunity is the digitization of cable networks in phase 4 areas and expansion and up gradation of the existing networks. 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.

Exports has been another area where there is enormous scope. Your Company has already been supplying its complete range of products to Nepal, Bhutan, Afghanistan, Middle East and few African countries. In Nepal, switching over to digitalization of networks has already started which has opened huge market for digital headend and Set Top Boxes. In Bhutan, there are around 65-75 cable operators who have been providing cable television services through analog system. Slowly, these operators have started switching over to digital which has opened up huge opportunity for your Company. The other export markets which are in your Company's immediate radar are Myanmar, Sri Lanka and Bangladesh.

It is expected that the implementation of Goods and Service Tax (GST) will bring greater transparency in the business and it would create difficulties to unorganized sector. Your Company is going to be the direct beneficiary of GST.

**h. Threats & Challenges:**

The economic slowdown in the country will remain the biggest threat to the Company's operations. In the past, the Indian economy has been affected by global economic uncertainties, liquidity crises, domestic policies, global political environment, volatility in interest rate, currency exchange rates, rising inflation and various other factors. 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, security threats, shortage of manpower, high tax structure and non-uniformity in taxes.

Increased number of players entering the segment and increased competition are likely to put pressure on existing players.

The Company incurs a significant portion of its expenses (mainly material cost) in foreign currencies, particularly 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.

**i. Risks and Concerns:**

**i. Industry Risk:**

Macro economic environment can be a potential source of risk. Moderate growth, along with inflation can adversely impact the revenue of the Company. However, major risks, which prevail in the industry, are changes in government policies, rules and regulations framed by the Ministry of Information and Broadcasting as well as by TRAI. Technological obsolescence, and 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. The Company has significant imports of the components. Accordingly, the Company is exposed to fluctuations in the exchange rate between those currencies and the Indian Rupee, the Company's reporting currency, which may have substantial impact on the revenues and operating expenses.

**ii. Company specific Risks:**

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 the risk in currency fluctuation.

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.

**j. 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 efficacy 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, policies, 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 Company.

**k. 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.

**l. Disclaimer Clause:**

Statements, estimation and expectation made in this Management Discussion and Analysis Report describing the Company's expectation, objectives, and projections may be "forward looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied in the statement. The important factors that could make a difference to your Company's operations include global and domestic demand and supply condition, economic conditions affecting demand/supply, price conditions in the domestic and international markets, and changes in Government regulations, tax laws, other statutes and such other factors which are material to the business of the Company.



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## CERTIFICATION ON FINANCIAL STATEMENTS OF THE COMPANY

We, S.A. Abbas, Managing Director and Vinod Rawat, Chief Financial Officer of the Company inter-alia certify that:

- (a) We have reviewed the financial statements and the cash flow statement of the Company for the financial year ended March 31, 2017 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; and
  - 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 financial year ended March 31, 2017 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) We have indicated to the Auditors and the Audit Committee:
- i) that there are no significant changes in internal control over financial reporting during the year;
  - ii) that there are no significant changes in the accounting policies during the year; and
  - iii) that there are no instances of fraud of which we have become aware.

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

Place: Noida,U.P.  
Date: 31st May, 2017

**Vinod Rawat**  
Chief Financial Officer

## DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE CODE OF CONDUCT

(Regulation 34(3) and Schedule V (D) of SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015)

This is to confirm that the Company has adopted a Code of Conduct for its employees including the Managing Director and Executive Directors. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors and Independent Directors.

I hereby declare that all the members of the Board of Directors and Senior Management Team of the

Company have affirmed for the year ended 31st March, 2017 compliance with the Code of Conduct of the Board of Directors and Senior Management of the Company.

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

Place: Noida,U.P.  
Date: 31st May, 2017



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## **AUDITORS' CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE**

To

The members of Catvision Limited

We have examined the compliance of the conditions of Corporate Governance by Catvision Limited ('the Company') for the Financial year ended on 31st March, 2017, as per regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraph C, D, and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for the period from 1st April, 2016 to 31st March, 2017.

**Managements' Responsibility:**

The Company takes full responsibility of the compliance of the conditions of Corporate Governance as stipulated in the regulations mentioned above.

**Auditors' Responsibility:**

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

We conducted our engagement in accordance with the 'Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India (ICAI), the Standards on auditing specified under Section 143(10) of the Companies Act, 2013 in so far as applicable for the purpose of this certificate and as per the Guidance Note on Report or Certificate for Special Purpose issued by ICAI, which

require that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraph C, D, and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable.

As required by the Guidance Note issued by the ICAI, we hereby state that as on 31st March, 2017, there were no investor grievances remaining unattended/pending for a period exceeding one month against 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.

This certificate is issued solely for the purposes of complying with the aforesaid Regulations and may not be suitable for any other purposes.

**For Gaur & Associates**  
Chartered Accountants  
FRN: 005354C

Place: Noida, U.P.  
Date: 31st May, 2017

**R K Gaur**  
Partner  
Membership No. 72146

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## INDEPENDENT AUDITORS' REPORT

### **The Members of Catvision Limited**

#### **Report on the Standalone Financial Statements**

We have audited the accompanying Standalone financial statements of CATVISION LIMITED ("the Company"), which comprises of the Balance Sheet as at 31 March 2017, 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 Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone 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 provision of the Act for safeguarding of 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 control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on these standalone 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 financial 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 standalone 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, of the state of affairs of the Company as at March 31, 2017, and its profit and cash flows for the year ended March 31, 2017.

#### **Report on other Legal and Regulatory Requirements**

1. As required by the Companies (Auditors Report) Order, 2017("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure 1" a statement on the matters specified in the paragraph 3 and 4 of the Order to the extent applicable.
2. 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 purposes 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 and proper returns adequate for the purposes of our audit have been received from branches not visited by us.
  - c) The accounts of the branch offices of the Company have been audited by us.
  - d) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this

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Report are in agreement with the books of account

- e) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, as applicable.
- f) In our opinion, the financial statements of the Company have been prepared on a going concern basis, no transaction have an adverse effect on the functioning of the Company.
- g) On the basis of written representations received from the directors, none of the directors is disqualified as on 31st March, 2017, from being appointed as a director in terms of Section 164(2) of the Act.
- h) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure II" to this report.
- i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 and to the best of our information and according to

the explanations given to us:

- I. The Company has disclosed the impact of pending litigations which would impact its financial position in the financial statements - Refer Para vii(b) of Annexure - 1.
- ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.

**For Gaur & Associates**  
Chartered Accountants  
FRN: 005354C

Place: Noida, U.P.  
Date: 31st May, 2017

**R K Gaur**  
Partner  
Membership No. 72146

**“Annexure-1” referred to in our report of even date  
“Report on other legal & regulatory requirement” of our report even date**

- 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. According to the information and explanation given to us no material discrepancies were noticed on such physical verification.
- c) According to the information and explanation given to us and records examined by us and based on the examination of the title deeds of immovable properties included in fixed assets are held in the name of the Company as at the balance sheet date.
- ii. In respect of its inventories:
- a) The inventories have been physically verified during the year by the management at reasonable intervals and no material discrepancies were noticed on physical verification.
- 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. According to the information and explanations given to us, the company has not granted any loans, secured or unsecured, to companies, firms, and limited liability partnerships or other parties covered in the registered maintained under section 189 of the Act.
- iv. In our opinion and according to the information & explanation given to us, there are no loans, guarantees and securities granted in respect of which provision of Section 185 & 186 of the Act, however company has made investment in its Indian Joint Venture a sum of INR 17,000,000/- and in its foreign Joint Venture a sum of INR. 26,579,133/- in accordance with the provision of the Act.
- 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 Act and Rules made there under has been complied with, however, there was a delay in depositing required amount in Deposit Repayment Reserve account, in the stipulated time as per Companies Act, 2013 and rules made thereunder.
- vi. The Company is registered under MSMED Act, 2006, therefore maintenance of cost records is not required as per Rule 3 of the Companies (Cost Records and Audit) Rules, 2014
- vii. In respect of statutory dues:
- a) According to the information and explanations given to us, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues have been regularly deposited with the appropriate authorities. No undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2017 for a period of more than six months from the date of becoming payable.
- b) Details of the dues of Income Tax, which have not been deposited on account of disputes, as on March 31, 2017 are given below:
- | Name of Statute      | Nature of Dues | Forum Where dispute is pending       | Period to which the amount relates | Amount Involved | Amount Unpaid |
|----------------------|----------------|--------------------------------------|------------------------------------|-----------------|---------------|
| Income Tax Act, 1961 | Income Tax     | Commissioner of Income Tax (Appeals) | AY 2009 -10                        | 30,81,303/-     | 30,81,303/-   |
| Income Tax Act, 1961 | Income Tax     | Commissioner of Income Tax (Appeals) | AY 2014 -15                        | 4,71,100/-      | 4,71,100/-    |
- viii. In our opinion and according to the information and explanation given by the management, the Company has not defaulted in repayment of bank dues.
- ix. According to the information and explanation given by the management the Company has not raised any money by way of public offer/further public offer(including debt instruments).
- x. Based on our audit procedures and according to the information and explanations given to us, we have

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noticed neither any fraud by the Company nor any fraud on the Company by its officers or employees during the year.

- xi. According to the information and explanation given by the management, managerial remuneration has been paid/provided in accordance with requisite approvals mandated by the provision of Section 197 read with Schedule V of the Companies Act, 2013.
- xii. In our opinion, the Company is not Nidhi Company, therefore, reporting under clause (xii) of the Order is not applicable.
- xiii. According to the information & explanation given by the management, transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable Accounting Standards.
- xiv. According to the information and explanation given to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of share or fully or partly convertible debentures during the year under review and hence, reporting requirements under clause (xiv) of the Order is not applicable to the company and not commented upon.
- xv. According to the information and explanation given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to Section 192 of the Companies Act, 2013.
- xvi. The Company is not required to be registered under section 45-I A of the Reserve Bank of India Act, 1934.

**For Gaur & Associates**  
Chartered Accountants  
FRN: 005354C

**R K Gaur**  
Partner  
Membership No. 72146

Place: Noida, U.P.  
Date : 31st May, 2017



**Annexure - II to the Auditors' Report**  
**Report on the Internal Financial Controls under Clause**  
**(i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of Catvision Limited ("the Company") as of 31 March 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system

over financial reporting.

**Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Gaur & Associates**  
Chartered Accountants  
FRN: 005354C

**R K Gaur**  
Partner

Place: Noida, U.P.  
Date : 31st May, 2017

Membership No. 72146



## BALANCE SHEET AS AT 31ST MARCH, 2017

	Note No.	As at 31.03.2017 ₹	As at 31.03.2016 ₹
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds :</b>			
Share Capital	4	54,536,000	54,536,000
Reserve & Surplus	5	110,890,480	97,057,314
		<u>165,426,480</u>	<u>151,593,314</u>
<b>Non-Current Liabilities :</b>			
Long Term Borrowings	6	3,150,420	6,009,000
Deferred Tax Liabilities (net)	7	2,880,168	3,065,131
Other Long Terms Liabilities	8	2,749,395	3,445,630
Long Term Provisions	9	5,462,059	4,326,073
		<u>14,242,042</u>	<u>16,845,834</u>
<b>Current Liabilities :</b>			
Short Term Borrowings	10	85,341,587	96,265,495
Trade Payables	11		
- Total outstanding dues of micro and small enterprises		9,667,811	7,256,482
- Total outstanding dues of creditors other than micro and small enterprises		67,778,019	26,172,583
Other Current Liabilities	12	41,950,627	47,196,154
Short-term Provisions	13	10,321,780	14,163,955
		<u>215,059,824</u>	<u>191,054,669</u>
<b>TOTAL</b>		<u>394,728,346</u>	<u>359,493,817</u>
<b>ASSETS</b>			
<b>Non-Current Assets:</b>			
Fixed Assets	14		
- Tangible Assets		35,253,094	34,826,424
- Intangible Assets		591,073	322,250
Non-current Investments	15	43,584,113	37,719,183
Long-term Loans and Advances	16	6,981,184	6,618,546
Other Non-Current Assets	17	12,125,134	10,704,192
		<u>98,534,598</u>	<u>90,190,595</u>
<b>Current Assets:</b>			
Current Investments	18	30,000	30,000
Inventories	19	134,105,720	117,259,887
Trade Receivables	20	92,272,840	73,356,801
Cash and Bank Balances	21	42,682,521	15,989,803
Short-term Loans and Advances	22	27,102,667	62,666,731
		<u>296,193,748</u>	<u>269,303,222</u>
<b>TOTAL</b>		<u>394,728,346</u>	<u>359,493,817</u>
Significant Accounting Policies	1-3		

The accompanying notes referred to above forms an integral part of the financial statements

As per our report of even date attached.

For **GAUR & ASSOCIATES**

Chartered Accountants

Firm Regn. No.: 005354C

**R.K. Gaur**

Partner

Membership No. 72146

Place : Noida, U.P.

Date : 31st May, 2017

**Ankita**

Company Secretary

**Vinod Rawat**

Chief Financial Officer

For and on behalf of the Board of Directors

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

**Hina Abbas** Executive Director DIN: 01980925

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**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2017**


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	Note No.	Year ended 31.03.2017 ₹	Year ended 31.03.2016 ₹
<b>I. INCOME</b>			
Revenue from operations (net)	23	566,843,859	506,306,721
Other Income	24	1,711,125	1,288,779
<b>TOTAL REVENUE (I)</b>		<b>568,554,984</b>	<b>507,595,500</b>
<b>II. EXPENSES</b>			
Cost of material consumed	25	238,307,338	227,227,154
Purchase of stock-in-trade	26	183,755,523	147,688,039
Change in inventories of finished goods, work-in-progress and stock-in-trade	27	(19,988,644)	(38,967,621)
Other manufacturing expenses	28	24,638,042	23,962,719
Employees benefits expenses	29	60,113,195	49,313,442
Finance cost	30	7,287,320	8,536,675
Depreciation and amortization expenses	14	4,861,114	4,980,072
Other expenses	31	48,127,270	50,892,211
<b>TOTAL EXPENSES (II)</b>		<b>547,101,158</b>	<b>473,632,691</b>
<b>III. PROFIT BEFORE TAX AND EXCEPTIONAL ITEMS (I-II)</b>		<b>21,453,826</b>	<b>33,962,810</b>
<b>IV. Exceptional Item</b>		-	2,582,906
<b>V. PROFIT BEFORE TAX (III-IV)</b>		<b>21,453,826</b>	<b>31,379,904</b>
Tax Expense			
- Current tax		(7,679,030)	(11,567,054)
- Income tax for earlier years		-	(88,256)
- Deferred Tax		184,963	1,088,009
<b>PROFIT AFTER TAX</b>		<b>13,959,759</b>	<b>20,812,604</b>
Earnings per equity share (nominal value of share Rs. 10/- each)			
Basic and Diluted	36	2.56	3.82
Significant Accounting Policies	1-3		

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The accompanying notes referred to above forms an integral part of the financial statements

As per our report of even date attached.

For **GAUR & ASSOCIATES**

Chartered Accountants

Firm Regn. No.: 005354C

**R.K. Gaur**

Partner

Membership No. 72146

Place : Noida, U.P.

Date : 31st May, 2017

**Ankita**

Company Secretary

**Vinod Rawat**

Chief Financial Officer

For and on behalf of the Board of Directors

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

**Hina Abbas** Executive Director DIN: 01980925

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

	Year ended 31.03.2017 ₹	Year ended 31.03.2016 ₹
<b>CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net Profit Before Tax after Exceptional Item	21,453,826	31,379,904
Adjustment for :		
Depreciation and amortisation expenses	4,861,114	4,980,072
Provision for Employees Benefits Written back	1,381,226	734,117
Finance Costs	7,287,320	8,536,675
(Profit)/Loss on sale of Fixed Assets	(59,760)	70,840
Interest earned & other Income	(1,651,365)	(1,288,779)
Exchange difference on translation of foreign operations	(126,591)	180,406
<b>Operating Profit Before Working Capital Changes</b>	<b>33,145,770</b>	<b>44,593,234</b>
Adjustments for (increase)/decrease in operating assets :		
Inventories	(16,845,833)	(48,808,055)
Trade Receivables	(18,916,039)	(5,718,736)
Short-term loans and advances	38,182,242	(48,386,949)
Long-term loans and advances	842,778	(146,506)
Other non-current assets	(1,420,942)	2,937,091
Adjustments for increase/(decrease) in operating liabilities :		
Trade Payable	44,016,764	7,060,230
Other current liabilities	(8,236,477)	19,832,840
Short-term provisions	(199,391)	436,558
Other long-term liabilities	(696,235)	496,486
	<b>36,726,867</b>	<b>(72,297,041)</b>
	<b>69,872,637</b>	<b>(27,703,807)</b>
Cash Generated from Operations		
Direct taxes paid	(14,185,231)	(3,813,162)
<b>Net cash generated / (utilised) from operating activities (A)</b>	<b>55,687,406</b>	<b>(31,516,969)</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Capital expenditure on fixed assets, including capital advances	(6,702,265)	(5,087,332)
Proceeds from sale of fixed assets	-	-
Purchase of non current Investments	(5,864,930)	(10,417,274)
Interest & miscellaneous Income Earned	1,651,365	1,288,779
<b>Net cash used in investing activities (B)</b>	<b>(10,915,830)</b>	<b>(14,215,827)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES :</b>		
Proceeds from working capital loans	(7,914,151)	27,942,728
Proceeds from buyer's line of credit	(3,009,757)	30,686,053
Proceeds/(Repayment) of long-term borrowings	132,370	7,718,415
Finance cost	(7,287,320)	(8,536,675)
<b>Net cash from / (used in) financing activities (C)</b>	<b>(18,078,858)</b>	<b>57,810,521</b>
<b>Net increase / (decrease) in cash and cash equivalents (A+B+C)</b>	<b>26,692,718</b>	<b>12,077,725</b>
Cash and cash equivalents as at 1st April, 2016	15,989,803	3,912,078
Cash and cash equivalents as at 31st March, 2017	42,682,521	15,989,803

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

The accompanying notes referred to above forms an integral part of the financial statements

As per our report of even date attached.

For **GAUR & ASSOCIATES**

Chartered Accountants  
Firm Regn. No.: 005354C

**R.K. Gaur**  
Partner  
Membership No. 72146  
Place : Noida, U.P.  
Date : 31st May, 2017

**Ankita**  
Company Secretary  
  
**Vinod Rawat**  
Chief Financial Officer

For and on behalf of the Board of Directors  
**S. A. Abbas** Managing Director DIN: 00770259  
**Hina Abbas** Executive Director DIN: 01980925

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## NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

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### 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 PREPARATION:

The Company has prepared its financial statements under the historical cost convention on accrual basis in compliance with applicable standards as prescribed under section 133 of the Companies Act 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rule 2014 and the relevant provisions of the Act. The Company follows the mercantile system of accounting and recognizes income and expenditure on accrual basis except where otherwise stated.

### 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. Excise duty is deducted from revenue (Gross) to arrive at revenue from operations (net).

#### 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.

#### 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 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 statement of profit and loss 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 expenses incurred 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 and finished goods are valued at cost or net realizable value whichever is less.

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 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.

**3.6. 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 of 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 Statement of 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.

#### **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 the year are adjusted for the effects of all dilative potential Equity Shares.

### **3.12 SEGMENT REPORTING:**

The Company identifies primary segment based on the dominate source, nature of risk and return, internal organization and management structure and the internal performance reporting system. The accounting policies adopted for the segment reporting are in line with accounting policies of the Company. The analysis of geographical segment is based on the areas in which major operating division of the Company operates.

### **3.13 BORROWING COSTS:**

Borrowing cost that is attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for



intended use or sale are capitalised as part of cost of the respective assets. All other borrowing costs are recognised as expenses in the period in which they are incurred and charged to Statement of Profit and Loss over the tenure of the borrowing.

### **3.14 EXCEPTIONAL ITEMS:**

Exceptional Items are transactions which due to their size or incidence are separately disclosed to enable a full understanding of the Company's financial performance. Items which may be considered exceptional are significant restructuring charges, gains or losses on disposal of investments, write down of inventories and significant disposal of fixed assets.

### **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 expected from continuing use assets to their present value.

### **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 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 31.03.2017 ₹	As at 31.03.2016 ₹
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**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 and paid-up**

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 number of Equity Shares**

	As at 31.03.2017		As at 31.03.2016	
	No. of Shares	₹	No. of Shares	₹
At the beginning of the year	5,453,600	54,536,000	5,453,600	54,536,000
Issued during the year	-	-	-	-
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.

(ii) In the event of liquidation of the Company, the holders of equity shares will be entitled 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% share in the Company is set out below (representing legal ownership)**

	As at 31.03.2017 No. of Shares	As at 31.03.2016 No. of Shares
S. A Abbas	635,685	635,685
Sudhir Damodaran	617,975	617,975
Vizwise Commerce Pvt. Ltd.	396,737	396,737
Global Implex Limited	500,000	500,000
Marija Veljanovska	300,000	300,000

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**

Securities Premium Reserve	18,413,000	18,413,000
Capital Reserve	1,057,920	1,057,920
Foreign Currency Translation Reserve		
Balance as at the beginning of the year	1,363,186	1,182,780
Exchange gain/ (loss) during the year	<u>(126,591)</u>	<u>180,406</u>
	291,824	291,824
General Reserve		
Surplus in Statement of Profit and Loss		
Balance as at the beginning of the year	75,931,383	55,118,782
Add : Profit for the year	<u>13,959,758</u>	<u>20,812,602</u>
	89,891,141	75,931,384
Less : Appropriation		
Adjusted for depreciation for earlier years	<u>-</u>	<u>-</u>
	<u>110,890,480</u>	<u>97,057,314</u>

**NOTE 6 : LONG TERM BORROWINGS:**

	Non-Current portion		Current Maturities	
	As at 31.03.2017 ₹	As at 31.03.2016 ₹	As at 31.03.2017 ₹	As at 31.03.2016 ₹
a. Secured Loans:				
From Banks:				
Term Loan from Axis Bank	2,832,883	5,462,713	2,499,996	2,499,996
From others:				
Vehicle Loans	317,537	546,287	243,756	1,162,806
	<b>3,150,420</b>	<b>6,009,000</b>	<b>2,743,752</b>	<b>3,662,802</b>

**Term Loan from Bank:**

Term loan from Axis Bank Ltd., B-2, B-3, Sector-16 Noida, U.P. was taken in 2015-16 and is repayable in 48 & 40 equal monthly instalments of ₹ 83,333/- and ₹ 1,25,000/- respectively and is secure by exclusive charge on entire existing/future moveable fixed assets, other than vehicle not funded by the bank and cable TV network of the Company, and personal guarantees of the promoter Directors.

**Vehicle Loans:**

The Company has availed vehicle loan for purchase of vehicles from Kotak Mahindra Bank Ltd. and is repayable in 47 equal monthly instalments of Rs. 20,313 and is secured by way of hypothecation of respective vehicles financed under the respective loan.

**NOTE 7 : DEFERRED TAX LIABILITY (NET):**

	As at 31.03.2017 ₹	As at 31.03.2016 ₹
Deferred Tax liability :		
Difference between Book & Tax Depreciation	3,338,184	3,311,857
Sub Total - (A)	<b>3,338,184</b>	<b>3,311,857</b>
Deferred Tax Assets :		
Provision for Employee benefits	458,016	246,726
Sub Total - (B)	<b>458,016</b>	<b>246,726</b>
Net Deferred Tax Liability (A-B)	<b>2,880,168</b>	<b>3,065,131</b>

**NOTE 8 : OTHER LONG TERM LIABILITIES:**

Deposits from Shareholders	1,350,000	3,400,000
Interest Accrued but not due	121,563	45,630
Other advances	1,277,832	-
	<b>2,749,395</b>	<b>3,445,630</b>

**NOTE 9 : LONG TERM PROVISION:**
**Provisions for Employee Benefits**

Long-term Employees Retirement Benefits	5,462,059	4,326,073
	<b>5,462,059</b>	<b>4,326,073</b>

	As at 31.03.2017 ₹	As at 31.03.2016 ₹
<b>NOTE 10 : SHORT TERM BORROWINGS:</b>		
Secured Loans		
Cash Credit repayable on demand	57,665,291	65,579,442
Buyer's Credit from Banks	27,676,296	30,686,053
	<u>85,341,587</u>	<u>96,265,495</u>

Cash credit facilities from Axis Bank Ltd., B-2, B-3, sector-16, Noida, U.P are repayable on demand. Buyer's Credit from Banks are repayable on due dates. These 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 PAYABLE:**

a. Due to micro and small enterprises	9,667,811	7,256,482
b. Due to creditors other than micro and small enterprises	67,778,019	26,172,583
	<u>77,445,830</u>	<u>33,429,065</u>

Information as required to be furnished as per Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) for the year ended March 31, 2017 is given below. This information has been determined to the extent such parties have been identified on the basis of information available with the Company.

i) Principal amount and interest due thereon remaining unpaid to any supplier covered under MSMED Act:		
Principal	9,667,811	7,256,482
Interest	-	-
ii) The amount of interest paid by the buyer in terms of section 16, of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
iii) The amount of interest due and payable for the year.	-	-
iv) The amount of interest accrued and remaining unpaid at the end of the accounting year.	-	-
v) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid.	-	-

**NOTE 12: OTHER CURRENT LIABILITIES:**

Income received in advance	4,986,413	11,405,211
Advances from Customers	19,203,841	19,631,664
Other Current Liabilities	10,224,189	11,990,970
Current maturities of Long Term Debts	6,653,752	3,662,802
Interest accrued but not due on borrowings	597,140	220,235
Interest accrued and due on borrowings	8,026	7,806
Unclaimed Dividend	277,266	277,466
	<u>41,950,627</u>	<u>47,196,154</u>

**NOTE 13: SHORT TERM PROVISIONS:**

Provisions for Employees Benefits	245,240	-
Provisions for Taxation	7,679,030	11,567,054
Provisions for Bill awaited	2,397,510	2,596,901
	<u>10,321,780</u>	<u>14,163,955</u>

**NOTE 14 : FIXED ASSETS :**
**(Amount in ₹)**

PARTICULARS	Gross carrying value				Depreciation / Amortization				Net carrying value	
	As at 01.04.2016	Addition during the pd.	Sale / Adjust. during the pd.	As at 31.03.2017	As at 01.04.2016	Addition during the pd.	Sale / Adjust. during the pd.	As at 31.03.2017	As at 31.03.2017	As at 31.03.2016
<b>Tangible Assets:</b>										
Land	1,056,904	-	-	1,056,904	-	-	-	-	1,056,904	1,056,904
Building	11,548,663	-	-	11,548,663	4,643,723	238,253	-	4,881,976	6,666,687	6,904,940
Plant & Machinery	26,807,453	2,849,044	-	29,656,497	12,715,765	1,382,622	-	14,098,387	15,558,110	14,091,688
Electrical Fittings	2,414,799	-	-	2,414,799	1,276,248	164,748	-	1,440,996	973,803	1,138,551
Office Equipments	6,708,295	344,923	-	7,053,218	4,775,679	578,338	-	5,354,017	1,699,201	1,932,616
Furniture & Fixture	5,840,937	211,300	-	6,052,237	4,009,156	372,111	-	4,381,267	1,670,970	1,831,781
Computers	6,290,757	1,750,920	-	8,041,677	5,180,756	674,318	-	5,855,074	2,186,603	1,110,001
Vehicle	10,845,787	210,000	826,119	10,229,668	4,922,183	1,027,590	435,879	5,513,894	4,715,774	5,923,604
Cable TV Network	2,603,355	-	-	2,603,355	1,767,016	111,300	-	1,878,316	725,039	836,339
<b>Total (A)</b>	<b>74,116,950</b>	<b>5,366,187</b>	<b>826,119</b>	<b>78,657,018</b>	<b>39,290,526</b>	<b>4,549,280</b>	<b>435,879</b>	<b>43,403,927</b>	<b>35,253,092</b>	<b>34,826,424</b>
<b>Previous Year (B)</b>	<b>118,171,875</b>	<b>7,457,185</b>	<b>51,512,110</b>	<b>74,116,950</b>	<b>81,245,894</b>	<b>4,822,075</b>	<b>46,777,443</b>	<b>39,290,526</b>	<b>34,826,424</b>	<b>36,925,981</b>
<b>Intangible Assets:</b>										
Computer Software	1,109,181	580,660	-	1,689,841	786,931	311,835	-	1,098,766	591,075	322,250
<b>TOTAL (C)</b>	<b>1,109,181</b>	<b>580,660</b>	<b>-</b>	<b>1,689,841</b>	<b>786,931</b>	<b>311,835</b>	<b>-</b>	<b>1,098,766</b>	<b>591,075</b>	<b>322,250</b>
<b>Previous Year (D)</b>	<b>1,040,123</b>	<b>69,058</b>	<b>-</b>	<b>1,109,181</b>	<b>628,934</b>	<b>157,997</b>	<b>-</b>	<b>786,931</b>	<b>322,250</b>	<b>411,190</b>
<b>Grand Total (A+C)</b>	<b>75,226,131</b>	<b>5,946,847</b>	<b>826,119</b>	<b>80,346,859</b>	<b>40,077,457</b>	<b>4,861,115</b>	<b>435,879</b>	<b>44,502,693</b>	<b>35,844,167</b>	<b>35,148,674</b>
<b>Previous Year (B+D)</b>	<b>119,211,998</b>	<b>7,526,243</b>	<b>51,512,110</b>	<b>75,226,131</b>	<b>81,874,828</b>	<b>4,980,072</b>	<b>46,777,443</b>	<b>40,077,457</b>	<b>35,148,674</b>	<b>37,337,171</b>

<b>As at</b>	<b>As at</b>
<b>31.03.2017</b>	<b>31.03.2016</b>
<b>₹</b>	<b>₹</b>

**NOTE 15: NON-CURRENT INVESTMENTS:**

- Bombay Mercantile Co-op. Bank Ltd.	4,980	4,980
- Investment in Indian Joint Venture Company	17,000,000	11,135,070
- Investment in Foreign Joint Venture Company	26,579,133	26,579,133
	<u>43,584,113</u>	<u>37,719,183</u>

**NOTE 16: LONG TERM LOANS AND ADVANCES:**

(Unsecured but considered good)

Security Deposits	816,436	1,659,214
Capital Advances for Fixed Assets	5,084,748	3,879,332
Other Loans and Advances	1,080,000	1,080,000
	<u>6,981,184</u>	<u>6,618,546</u>



	As at 31.03.2017 ₹	As at 31.03.2016 ₹
<b>NOTE 17: OTHER NON-CURRENT ASSETS:</b> (Unsecured considered good)		
Long Term Trade Receivables	<u>12,125,134</u>	<u>10,704,192</u>
	<u>12,125,134</u>	<u>10,704,192</u>
<b>NOTE 18: CURRENT INVESTMENTS:</b>		
- Fidelity Indian Mutual Fund-units	<u>30,000</u>	<u>30,000</u>
	<u>30,000</u>	<u>30,000</u>
<b>NOTE 19: INVENTORIES:</b> (As taken, valued, and certified by the management)		
Finished Goods	52,286,698	32,280,638
Stock-in-trade	48,457,395	48,055,468
Raw Materials & Components	30,057,166	33,302,079
Stores and Spares	612,032	509,930
Semi-Finished Goods	<u>2,692,429</u>	<u>3,111,772</u>
	<u>134,105,720</u>	<u>117,259,887</u>
<b>NOTE 20: TRADE RECEIVABLES:</b> (Unsecured, considered good)		
- Debts outstanding for a period exceeding six months	24,802,910	14,586,811
- Other Debts	<u>67,469,930</u>	<u>58,769,990</u>
	<u>92,272,840</u>	<u>73,356,801</u>
<b>NOTE 21: CASH AND CASH EQUIVALENT:</b>		
Cash on hand	622	133,267
Balance with Scheduled Banks:	-	
- In Current Accounts*	36,740,694	4,624,299
- In fixed Deposit Accounts**	4,075,628	4,721,345
- Earmarked Balance with Bank-Dividend Account***	277,266	277,466
Cheques in Hand	<u>1,588,311</u>	<u>6,233,426</u>
	<u>42,682,521</u>	<u>15,989,803</u>
*Current account balance with bank include ₹ 2,25,379/-(previous year ₹20,69,453/-) held with Bank of Baroda, Dubai which is freely remissible to the Company.		
**Balance with bank held as margin money against bank guarantee and letters of undertaking issued by the bank is Rs. 4,075,628/- (Previous year ₹ 47,21,345/-)		
***The Company can utilize this balance only towards settlement of respective unclaimed dividend.		
<b>NOTE 22: SHORT TERM LOANS AND ADVANCES:</b> (Unsecured, considered good)		
Advance recoverable in cash or in kind for the value to be received	7,686,680	36,695,063
Prepaid Expenses	5,502,236	12,192,885
Advance Tax including tax deducted at source	6,298,879	3,680,701
Balance with Service Tax Department	2,126,716	5,285,597
Claim for Refund of Special Additional Duty.	4,506,258	3,714,796
Advance against expenditure due by directors or officer of Company	786,945	876,706
Other Current Assets	<u>194,953</u>	<u>220,983</u>
	<u>27,102,667</u>	<u>62,666,731</u>

	Year ended 31.03.2017	Year ended 31.03.2016
	₹	₹
<b>NOTE 23: REVENUE FROM OPERATIONS:</b>		
Sales of Products	552,126,912	497,421,682
Less: Excise Duty	<u>(20,443,562)</u>	<u>(28,136,385)</u>
Servicing Income	30,798,060	33,599,252
Other Operating Income	4,362,449	3,422,172
	<u>566,843,859</u>	<u>506,306,721</u>
<b>NOTE 24: OTHER INCOME:</b>		
Interest Earned	237,165	186,674
Miscellaneous Income	1,414,200	1,102,105
Profit on Sale of Fixed Assets	59,760	-
	<u>1,711,125</u>	<u>1,288,779</u>
<b>NOTE 25: MATERIAL CONSUMED:</b>		
Stock at the beginning of the year	33,302,079	23,837,585
Add: Purchases	235,062,425	236,691,648
Less: Stock at the end of the year	<u>30,057,166</u>	<u>33,302,079</u>
	<u>238,307,338</u>	<u>227,227,154</u>
<b>NOTE 26: PURCHASE FOR SALE :</b>		
	<u>183,755,523</u>	<u>147,688,039</u>
<b>NOTE 27: CHANGE IN INVENTORIES:</b>		
Inventories at the beginning of the year		
- Finished Goods	32,280,638	17,913,561
- Semi-Finished Goods	3,111,772	2,246,001
- Stock in-trade	48,055,468	24,320,695
(i)	<u>83,447,878</u>	<u>44,480,257</u>
Inventories at the end of the year		
- Finished Goods	52,286,698	32,280,638
- Semi-Finished Goods	2,692,429	3,111,772
- Stock-in-trade	48,457,395	48,055,468
(ii)	<u>103,436,522</u>	<u>83,447,878</u>
Sub Total-(i) - (ii)	<u>(199,88,644)</u>	<u>(38,967,621)</u>
<b>NOTE 28: OTHER MANUFACTURING EXPENSES :</b>		
Store and Spares Consumed	187,670	300,925
Other Manufacturing Expenses	8,964,103	9,986,530
Carriage Fee and Subscription to Broadcasters	15,486,269	13,675,264
	<u>24,638,042</u>	<u>23,962,719</u>
<b>NOTE 29 : EMPLOYEES REMUNERATION AND BENEFITS:</b>		
Salary, Wages and Other Benefits	56,018,016	45,832,362
Staff Welfare Expenses	774,013	724,756
Contribution to Provident Fund and other Funds	3,321,166	2,756,324
	<u>60,113,195</u>	<u>49,313,442</u>

	Year ended 31.03.2017	Year ended 31.03.2016
	₹	₹
<b>NOTE 30 : FINANCE COST:</b>		
Interest	8,543,958	5,508,206
Bank Charges	2,302,001	2,024,158
(Gain)/Loss due to Foreign Currency Fluctuation	(3,558,639)	1,004,311
	<u>7,287,320</u>	<u>8,536,675</u>
<b>NOTE 31 : OTHER EXPENSES:</b>		
Insurance	1,225,343	818,541
Rent and Hire Charges	3,507,751	4,209,941
Travelling and Conveyance	10,968,952	9,843,817
Vehicles Running and Maintenance	949,067	780,892
Advertisement, Selling and Distribution	350,670	334,000
Loss on Sale of Fixed Assets	-	70,840
Freight and Distribution Charges	2,081,757	1,273,425
Trade and Business Discount	3,341,150	5,046,060
Business Promotion	2,719,797	3,014,969
Postage and Telephone	1,763,247	1,750,352
Project Implementation Expenses	1,085,574	868,799
Sales Incentives	1,986,468	1,111,904
Miscellaneous Expenses	1,453,967	1,588,264
Meetings and Celebration	542,043	350,385
Security Services	917,029	930,989
Legal and Professional Charges	6,473,654	4,665,718
Channel Distribution Expenses	1,034,016	-
Fee and Subscription	988,899	976,875
Director's Sitting Fee	55,575	43,575
Electricity, Water, Power & Fuel	1,472,537	1,493,214
Printing & Stationery	396,661	336,651
Bad Debts written off	131,197	7,048,440
<b>Auditors' Remuneration</b>		
- As Auditor:		
- Audit Fee	250,137	225,000
- Taxation Matters	100,000	100,000
- Reimbursement of Expenses	5,590	-
- Secretarial Audit Fee	30,000	30,150
<b>Repair &amp; Maintenance:</b>		
- Building	354,080	1,329,895
- Plant & Machinery	68,502	105,808
- Others	3,873,607	2,543,707
	<u>48,127,270</u>	<u>50,892,211</u>
<b>NOTE 32 : CONTINGENT LIABILITIES AND COMMITMENT:</b>		
i) Unexpired Bank Guarantee	3,616,625	5,584,748
ii) Claim against the company not acknowledged as debts	-	800,000
iii) Income Tax demand for A.Y. 2009-10 and A.Y. 2014-15*	3,552,403	3,081,303

\* In respect of Income Tax matters, the Company's appeals are pending before the CIT (Appeals).

**NOTE 33: EMPLOYEES BENEFIT:**

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.

Contribution to Provident Fund : Amount of Rs. 31,16,331/- (Previous year Rs. 25,99,085/-) is recognised as an expense and included in Employees Remuneration and benefits (Refer Note 29) in the Statement of Profit and Loss for the year ended 31st March 2017.

Gratuity : The following table sets out the status of the Defined Benefits Plan as at 31st March 2017 which is based on the report submitted by an Independent Actuary :

	Gratuity (Funded) As at 31-03-2017	Earned Leave Encashment (Non-Funded) As at 31-03-2017	Gratuity (Funded) As at 31-03-2016	Earned Leave Encashment (Non-Funded) As at 31-03-2016
<b>Amount recognised in Balance Sheet</b>				
Present value of the obligation at the end of the year	6,662,540	1,572,589	5,507,448	-
Fair value of plan assets	2,527,830	-	1,501,502	-
Net Liability recognised in Balance Sheet	4,134,710	1,572,589	4,005,946	-
<b>Expenses recognised in Profit &amp; Loss Account</b>				
Present value of obligation as at the beginning	-	316,070	-	-
Present value of obligation at at the end	-	1,572,589	-	-
Current Service Cost	593,834	-	506,247	-
Interest Cost	440,283	-	461,118	-
Benefit Paid	-	117,766	-	-
Expected return on plan asset	(120,035)	-	(194,794)	-
Net actuarial (gain) / loss recognised	278,655	-	280,994	-
Expenses recognised Statement of Profit & Loss	1,192,737	1,374,285	1,053,565	-
<b>Changes in Defined Benefit Obligation</b>				
Present Value of obligation at the beginning of the year	5,507,448	-	5,751,701	-
Interest Cost	440,283	-	461,118	-
Current Service Cost	593,834	-	506,247	-
Benefits Paid	(184,015)	-	(1,453,868)	-
Actuarial (gain) / loss on obligation	304,990	-	242,250	-
Present Value of obligation at the end of the year	6,662,540	-	5,507,448	-
<b>Changes in Fair Value of Planned Assets</b>				
Fair value of plan asset at the beginning of the year	1,501,502	-	2,159,745	-
Expected return on plan asset	120,035	-	194,794	-
Contributions	1,050,000	-	616,172	-
Benefits Paid	(170,042)	-	(1,430,465)	-
Actuarial gain / (loss) on plan asset	26,335	-	(38,744)	-
Fair value of plan asset at the end of the year	2,527,830	-	1,501,502	-
<b>Actuarial (gain) / loss recognised</b>				
Actuarial (gain) / loss on obligation	304,990	-	242,250	-
Actuarial gain / (loss) on plan assets	26,335	-	(38,744)	-
Total Actuarial (gain) / loss	331,325	-	203,506	-
Actuarial (gain) / loss recognised	331,325	-	203,506	-
<b>Assumptions used in accounting for gratuity plan</b>				
Discount Rate (p.a.)	7.45%	7.45%	8.00%	-
Salary Escalation Rate	5.00%	5.00%	5.00%	-
Expected rate of return (p.a.)	8.00%	-	8.00%	-
Withdrawal rate (p.a.)	2.00%	2.00%	2.00%	-
Average outstanding service of employees upto retirement	22.6 Years	22.6 Years	23.74 Years	-

**NOTE 34: 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. Jointly Controlled Entities:**

<u>Name</u>	<u>Country of incorporation</u>
Catvision Unitron Pvt. Ltd.	India
Unicat Ltd.	UAE

**ii. Key Managerial Personnel :**

<u>Name</u>	<u>Designation</u>
Mr. S. A. Abbas	Managing Director
Mr. Vinod Rawat	Chief Financial Officer
Ms. Ankita	Company Secretary

**iii. Relatives of Director/Key Managerial Personnel :**

Mrs. Gulnaz Begum (Mother of Managing Director)  
 Mr. Syed Jamshed Abbas (Brother of Managing Director)  
 Mrs. Helenka Anand (Wife of Independent Director)

**iv. Other entities over which Director / key management personnel and their relatives are able to exercise significant influence :**

Total Telemedia Private Limited

**v. Transactions with Related parties during the year ended 31st March, 2017 :**

	<b>Director/Key Managerial Personnel &amp; Relatives</b>	<b>Entities over which Director /key personnel are able to exercise significant influence</b>	<b>Joint Ventures Company</b>
1) Purchases : Goods	-	-	11,019,775
	(-)	(-)	(11,408,430)
Fixed Assets	-	-	-
	(-)	(-)	(-)
2) Others : Rent received	-	-	1,230,000
	(-)	(-)	(796,500)
Subscription & other service charges	-	5,328,343	-
Cost of Reimbursements	(-)	(1,971,062)	(-)
	-	-	-
3) Investments : Allotment of Shares	(-)	(-)	(600,000)
	-	-	5,864,930
4) Deposits :	(-)	(-)	(10,417,274)
	1,510,000	-	-
5) Managerial Remuneration :	(2,050,000)	(-)	(-)
	5,128,034	-	-
6) Balance outstanding at the end of the year :	(7,739,555)	(-)	(-)
Trade Payable	-	323,169	1,568,620
	(-)	(-)	(3,202,890)
Advances & Other Debits	-	-	1,938,940
	(-)	(423,782)	(497,472)
Deposits	3,310,000	-	-
	(2,050,000)	(-)	(-)

\* Figures in bracket represent previous year figures



**NOTE 35: Joint Venture Disclosure :**
**(i) The Company's Jointly Controlled Entity is :**

Name of the Entity	Country of Incorporation	As at 31.03.2017 ₹	As at 31.03.2016 ₹
Catvisioin Unitron Pvt. Ltd.	India	50%*	50%*
Unicat Ltd.	UAE	50%*	50%*

\* Percentage of ownership Interest.

**NOTE 36: EARNING PER SHARE (EPS):**

i. Profit after provision of Tax	13,959,759	20,812,602
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)	2.56	3.82

**NOTE 37: MANAGERIAL REMUNERATION:**
**i) Managing Director and other whole time Directors:**

a) Salary	2,688,000	3,360,358
b) Contribution to Provident Fund	322,560	304,560
c) Allowances and Perquisites	2,117,474	4,074,637
	<u>5,128,034</u>	<u>7,739,556</u>

**ii) Non-Executive Directors:**

Sitting fee	55,575	50,000
	<u>55,575</u>	<u>50,000</u>

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

**NOTE 38 : DETAILS OF SALE**

Modulators	1,411,319	6,839,103
Amplifiers	7,519,279	9,773,190
Power Supplies	3,175,336	4,019,455
Optic Node & Transmitters	75,335,942	75,163,655
Tap off / Splitters	10,806,726	22,235,604
Digital Satellite Receiver & Set Top Boxes	260,366,345	179,309,022
Dish Antenna & other equipments	3,678,869	7,132,420
CATV, ITV & MATV Systems & Digital Equipments	139,086,778	122,853,676
Cables	10,641,484	18,264,363
CCTV Cameras & Monitoring Digital Equipments	-	2,268,750
Other Miscellaneous Items	19,661,275	21,426,058
	<u>531,683,350</u>	<u>469,285,297</u>

**NOTE 39 : DETAILS OF PURCHASE OF TRADED GOODS:**

Modulators	26,358,669	31,497,640
Amplifiers	4,566,590	5,412,697
Power Supplies	6,498,576	979,552
Optical Node & Transmitters	29,474,653	19,577,472
Tap off / Splitters	6,800,173	13,164,058
Digital Satellite Receiver & Set Top Box	45,927,918	20,775,384
Dish Antenna & other equipments	2,702,621	5,325,784
CATV, ITV & MATV Systems & Digital Equipments	51,857,733	29,144,198
Cables	5,762,384	11,892,286
Other Miscellaneous Items	3,806,206	9,938,968
	<u>183,755,523</u>	<u>147,688,039</u>

**NOTE 40 : DETAILS OF MATERIAL CONSUMED:**

	As at 31.03.2017 ₹	As at 31.03.2016 ₹
ICS	79,705,415	62,616,333
Transistors	1,205,061	1,563,573
Transformers	614,620	2,698,071
Crystals	795,406	1,136,357
Printed Circuit Boards	52,068,799	44,478,598
Diodes	1,248,788	16,036,268
Attenuators	92,859	206,796
Housings	15,977,319	22,657,698
Softwares etc.	17,388,430	18,677,391
Connectors	10,231,701	9,816,472
SMPS	1,568,923	258,166
Others (including consumables & semi finished goods)	52,131,732	42,454,309
Packing Material	5,465,955	4,928,047
	<u>238,495,008</u>	<u>227,528,079</u>

**NOTE 41 : VALUE OF IMPORTED AND INDIGENOUS MATERIAL AND COMPONENTS CONSUMED:**

	% of Total Consumption	Value ₹	% of Total Consumption	Value ₹
Imported	65%	154,982,347	61%	139,298,404
Indigenous	35%	83,512,661	39%	88,229,675
	<u>100%</u>	<u>238,495,008</u>	<u>100%</u>	<u>227,528,079</u>

**NOTE 42 : VALUE OF IMPORTS CALCULATED ON CIF BASIS:**

Raw Material & Traded Goods	223,541,219	200,700,558
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**NOTE 43 : EXPENDITURE IN FOREIGN CURRENCY:**

Travelling & Other Administrative Expenses	1,497,485	1,634,843
Rent	289,255	151,457
	<u>1,786,740</u>	<u>1,786,300</u>

**NOTE 44 : EARNING IN FOREIGN CURRENCY:**

FOB Value of Exports*	7,971,716	6,614,160
Overseas Merchant Trade Sale	55,980,092	8,991,900
Channel Marketing & others	22,747,160	25,972,931
	<u>86,698,968</u>	<u>41,578,991</u>

**NOTE 45: DIVIDEND**

For the year ended March 31, 2017, the Board of Directors have recommended a dividend of Rs. 1 per equity share of Rs. 10 each. This is subject to approval of shareholders and if so approved, the total dividend for the year will amount to Rs. 54,53,600/- (Previous Year :- Nil)

**NOTE 46: Disclosure on Specified Bank Notes:**

Particulars	SBNs	Other denomination notes	Total
Closing Cash in Hand as on November 08, 2016	500x100, 1000x150	100x122, 10x4, 5x1, 1x3	212,248
<b>Transactions Between 09.11.2016 to 30.12.2016:</b>			
Add: Withdrawl from Bank Accounts	500x120	2000x400	860,000
Add: Receipts from Permitted Transactions	500x8	100x400, 10x18, 5x1	44,185
Less: Amount deposited in Banks	500x100, 1000x150		200,000
Less Paid for Permitted Transactions	500x128	2000x400, 100x505, 5x1, 1x2	914,507
<b>Closing Cash in Hand as on December 30, 2016</b>		100x17, 10x22, 5x1, 1x1	1,926

**NOTE 47 :** Figures of the previous year have been regrouped/ reclassified, wherever necessary.

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

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## INDEPENDENT AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENT

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### **The Members of Catvision Limited**

#### **Report on the Consolidated Financial Statements**

We have audited the accompanying consolidated financial statements of CATVISION LIMITED, NEW DELHI ("the Company") and its jointly controlled entities as at 31st March, 2017 which comprises the Consolidated Balance Sheet as at 31 March 2017, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "consolidated financial statements").

#### **Management's Responsibility for the Consolidated Financial Statements**

The Company's Board of Directors is responsible for the matters 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 in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act as applicable. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of 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 control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

While conducting the 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 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 financial 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 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 of the Company and its jointly controlled entities as at March 31st, 2017 and their consolidated profit & loss and its consolidated cash flows for the year ended on that date.

#### **Report on other Legal and Regulatory Requirements**

1. As required by section 143(3) of the Act, we report, to the extent applicable, 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 purposes of our audit of the aforesaid consolidated financial statements.
  - b) In our opinion proper books of account as required by law relating to preparation of consolidated financial statements have been kept by the Company so far as appears from our examination of

- those books (and proper returns adequate for the purposes of our audit have been received from the branches not visited by us)
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of consolidated financial statements.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014; as applicable
- e) In our opinion, the financial statements of the Company and its jointly controlled entities have been prepared on a going concern basis, no transaction have an adverse effect on the functioning of the Company.
- f) On the basis of written representations received from the directors of the Company, taken on record by the Board of Directors of the Company, none of the directors of jointly controlled entities is disqualified as on 31st March, 2017, from being appointed as a director in terms of Section 164(2) of the Act.
- g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure 1" to this report.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 and to the best of our information and according to the explanations given to us:
- i. The Company and its jointly controlled entities have disclosed the impact of pending litigations which would impact its financial position in the financial statements as of March 31, 2017.
- ii. The Company and its jointly controlled entities did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.

**For Gaur & Associates**  
Chartered Accountants  
FRN: 005354C

**R K Gaur**  
Partner  
Membership No. 72146

Place: Noida (U.P.)  
Date : 31st May, 2017



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**Annexure - 1 to the Auditors' Report  
(Referred in Paragraph (f) under 'Report on other Legal and Regulatory Requirements'  
section of our report of even date)  
Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143  
of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of Catvision Limited ("the Company") and its jointly controlled entities as at 31 March 2017 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal

financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the aforesaid entities internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any

evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, to the best of our information and explanation given to us the Company, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of

Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**However, we are unable to express our opinion on the adequacy of the Internal Financial control of its jointly controlled entity incorporated in India due to non-availability of audited financial statements together with the audit report thereon.**

**For Gaur & Associates**  
Chartered Accountants  
FRN: 005354C

Place: Noida (U.P.)  
Date : 31st May, 2017

**R K Gaur**  
Partner  
Membership No. 72146

## CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2017

	Note No.	As at 31.03.2017 ₹	As at 31.03.2016 ₹
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds :</b>			
Share Capital	4	54,536,000	54,536,000
Reserve & Surplus	5	<u>103,595,597</u>	<u>92,966,252</u>
		<u>158,131,597</u>	<u>147,502,252</u>
<b>Non-Current Liabilities :</b>			
Long Term Borrowings	6	3,150,420	6,015,799
Deferred Tax Liability (net)	7	2,947,468	3,065,131
Other Long Terms Liabilities	8	2,749,395	3,445,630
Long Term Provisions	9	<u>5,462,059</u>	<u>4,326,073</u>
		<u>14,309,342</u>	<u>16,852,633</u>
<b>Current Liabilities :</b>			
Short Term Borrowings	10	85,341,587	96,265,495
Trade Payables	11		
- Total outstanding dues of micro and small enterprises		9,667,811	7,256,482
- Total outstanding dues of creditors other than micro and small enterprises		69,590,465	29,599,972
Other Current Liabilities	12	42,528,644	48,294,353
Short-term Provisions	13	<u>10,812,826</u>	<u>14,888,324</u>
		<u>217,941,333</u>	<u>196,304,626</u>
<b>TOTAL</b>		<u>390,382,271</u>	<u>360,659,511</u>
<b>ASSETS</b>			
<b>Non-Current Assets:</b>			
Fixed Assets	14		
-Tangible Assets		36,045,509	35,779,733
-Intangible Assets		5,945,931	9,848,638
-Capital Work in progress		32,030,152	24,037,470
Non-current Investments	15	4,980	4,980
Long-term Loans and Advances	16	6,981,184	6,618,546
Other Non Current Assets	17	<u>12,847,971</u>	<u>13,113,497</u>
		<u>93,855,726</u>	<u>89,402,864</u>
<b>Current Assets:</b>			
Current Investments	18	30,000	30,000
Inventories	19	134,105,720	117,558,501
Trade Receivables	20	92,018,059	73,097,386
Cash and Bank Balances	21	43,112,105	17,948,166
Short-term Loans and Advances	22	<u>27,260,660</u>	<u>62,622,594</u>
		<u>296,526,545</u>	<u>271,256,647</u>
<b>TOTAL</b>		<u>390,382,271</u>	<u>360,659,511</u>
Significant Accounting Policies	1-3		

The accompanying notes referred to above forms an integral part of the financial statements  
As per our report of even date attached.

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

**R.K. Gaur**  
Partner  
Membership No. 72146  
Place: Noida, U.P.  
Date : 31st May, 2017

**Ankita**  
Company Secretary  
  
**Vinod Rawat**  
Chief Financial Officer

For and on behalf of the Board of Directors  
**S. A. Abbas** Managing Director DIN: 00770259  
**Hina Abbas** Executive Director DIN: 01980925

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2017**

	Note No.	Year Ended 31.03.2017 ₹	Year Ended 31.03.2016 ₹
<b>I. REVENUE</b>			
Revenue from operations (net)	23	568,100,303	507,643,780
Other Income	24	1,096,539	1,298,862
<b>TOTAL REVENUE (I)</b>		<b>569,196,842</b>	<b>508,942,642</b>
<b>II. EXPENSES</b>			
Raw material consumed	25	232,797,450	222,025,704
Purchase of stock-in-trade	26	183,755,523	147,559,616
Change in inventories	27	(19,988,644)	(38,967,621)
Other manufacturing expenses	28	27,768,505	27,902,228
Employees benefits expenses	29	60,775,572	49,920,441
Finance cost	30	7,364,524	8,693,566
Depreciation and amortization expenseS	14	9,006,090	9,191,028
Other expenses	31	48,799,659	51,781,322
<b>TOTAL EXPENSES (II)</b>		<b>550,278,679</b>	<b>478,106,284</b>
<b>III. PROFIT BEFORE EXCEPTIONAL ITEMS AND TAX (I-II)</b>		<b>18,918,163</b>	<b>30,836,358</b>
<b>IV. Exceptional Item</b>		-	<b>2,582,906</b>
<b>V. PROFIT BEFORE TAX (III-IV)</b>		<b>18,918,163</b>	<b>28,253,452</b>
Tax Expense			
- Current tax		(7,679,030)	(11,567,054)
- Earlier years		-	(88,256)
- Deferred Tax		117,663	1,088,009
<b>PROFIT AFTER TAX</b>		<b>11,356,796</b>	<b>17,686,151</b>
Earning per equity share (nominal value of share Rs. 10/- each)	35		
Basic and Diluted		2.08	3.24
Significant Accounting Policies	1-3		

The accompanying notes referred to above forms an integral part of the financial statements  
As per our report of even date attached.

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

**R.K. Gaur**  
Partner  
Membership No. 72146  
Place: Noida, U.P.  
Date : 31st May, 2017

**Ankita**  
Company Secretary  
**Vinod Rawat**  
Chief Financial Officer

For and on behalf of the Board of Directors  
**S. A. Abbas** Managing Director DIN: 00770259  
**Hina Abbas** Executive Director DIN: 01980925

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

	Year Ended 31.03.2017 ₹	Year Ended 31.03.2016 ₹
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
<b>Net Profit Before Tax after Exceptional Item</b>	<b>18,918,163</b>	28,253,452
Adjustment for :		
Depreciation and amortisation expenses	10,693,232	9,191,028
Provision for Employees Benefits Written back	1,381,226	734,117
Finance Costs	7,359,128	8,693,566
(Profit)/Loss on sale of Fixed Assets	(59,760)	211,816
Interest earned & other Income	(1,651,779)	(1,298,862)
Exchange difference on translation of foreign operations	(189,741)	633,235
<b>Operating Profit Before Working Capital Changes</b>	<b>36,450,469</b>	<b>46,418,352</b>
Adjustments for (increase)/decrease in operating assets :		
Inventories	(16,547,219)	(48,602,686)
Trade Receivables	(18,728,518)	(3,412,496)
Short-term loans and advances	38,123,849	(47,839,491)
Long-term loans and advances	842,778	(100,506)
Other non-current assets	(1,420,942)	4,359,418
Adjustments for increase/(decrease) in operating liabilities :		
Trade Payable	40,941,496	2,797,270
Other current liabilities	(8,510,933)	20,547,583
Short-term provisions	(199,578)	657,721
Other long-term liabilities	(696,235)	(1,905,765)
<b>Cash generated from operations</b>	<b>3,384,698</b>	<b>(73,498,950)</b>
Direct taxes paid	(14,185,231)	(3,807,167)
<b>Net cash generated / (utilised) from operating activities (A)</b>	<b>56,069,936</b>	<b>(30,887,765)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Capital expenditure on fixed assets, including capital advances	(15,045,883)	(16,397,464)
Proceeds from sale of fixed assets	-	-
Purchase of non current Investments	(5,864,930)	-
Interest & miscellaneous Income Earned	1,651,779	1,298,865
<b>Net cash used in investing activities (B)</b>	<b>(19,259,034)</b>	<b>(15,098,599)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES :</b>		
Proceeds from working capital loans	(7,914,151)	27,942,728
Proceeds from buyer's credit	(3,009,757)	30,686,053
Money Received Against Shares	5,864,930	-
Proceeds/(Repayment) of long-term borrowing	771,143	7,651,781
Finance cost	(7,359,128)	(8,693,566)
<b>Net cash from / (used in) financing activities (C)</b>	<b>(11,646,963)</b>	<b>57,586,996</b>
Net increase / (decrease) in cash and cash equivalents (A+B+C)	<b>25,163,939</b>	<b>11,600,632</b>
Cash and cash equivalents as at 1 April, 2016	17,948,166	6,347,534
Cash and cash equivalents as at 31 March, 2017	<b>43,112,105</b>	<b>17,948,166</b>

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

The accompanying notes forms an integral part of the financial statements

As per our report of even date attached.

For **GAUR & ASSOCIATES**

Chartered Accountants

Firm Regn. No.: 005354C

**R.K. Gaur**

Partner

Membership No. 72146

Place : Noida, U.P.

Date : 31st May, 2017

**Ankita**

Company Secretary

**Vinod Rawat**

Chief Financial Officer

For and on behalf of the Board of Directors

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

**Hina Abbas** Executive Director DIN: 01980925



## Notes to the Consolidated Financial Statements for the year ended March 31, 2017

Significant accounting policies and notes on accounts:

### Note No.1

#### 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 Mumbai Stock Exchange. The Company is primarily 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 Jointly controlled entities are engaged in the designing and developing, re-engineering, maintenance of new generation products for cable television industry.

### Note No.2

#### 1. Basis of preparation of Consolidated financial statements:

The consolidated financial statements relates to the Company 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. All assets and Liabilities as at the year end are converted at the rates prevailing on that date. Any exchange difference arising on consolidation is shown under the Foreign Currency Translation Reserve.

c. Investment in the jointly controlled entities have been 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 financial statements of the Jointly Controlled Entities are drawn up to 31<sup>st</sup> March, 2017 the same reporting date.

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 or Capital Reserve on consolidation as the case may be.

2. Interest in joint ventures which are included in the consolidation in the presentation of these consolidated Financial Statements are:

Sl. No.	Name of the Entry	Country of incorporation	% of ownership interest as at 31-March, 2017
1	Catvision Unitron Pvt. Ltd.	India	50%
2.	Unicat Limited	UAE	50%

### Note No. 3

#### 3.1 SIGNIFICANT ACCOUNTING POLICIES:

The consolidated financial statements of the company 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 consolidated financial Statements have been prepared under historical cost convention on accrual basis. Current assets do not include element which are not expected to be realizes within one year and current liabilities do not include items which are due after one year. The period of one year being reckoned from their reporting date. The accounting policies adopted in preparation of financial statements are consistent with those of previous year.

The preparation of the consolidated financial statements requires the management to make estimates and assumptions considered 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 consolidated 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:

### **3.2 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. Excise duty is deducted from revenue (gross) to arrive at revenue from operation (net).

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.

#### **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 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 Statement of Profit and Loss for the period 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 Statement of Profit and Loss.

#### **Intangible Assets:**

The intangible fixed assets 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

#### **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 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.

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.

##### **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 a year.

The intangible assets of the overseas jointly controlled entity has been amortized over 2000 units, as has been estimated by the management.

**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 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:**

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.

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 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.

**3.6 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

**3.7 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 (other than persons engaged through Contractors)**

**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.

**3.9 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.

**3.10 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.

### **3.11 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 the year are adjusted for the effects of all dilutive potential Equity Shares.

### **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 expected from continuing use assets to their present value.

### **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 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.

### **3.16 SEGMENT REPORTING:**

The Company identifies primary segment based on the dominate source, nature of risk and return, internal organization and management structure and the internal performance reporting system. The accounting policies adopted for the segment reporting are in line with accounting policies of the Company. The analysis of geographical segment is based on the areas in which major operating division of the Company operates.

### **3.17 BORROWING COSTS:**

Borrowing cost that is attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for intended use or sale are capitalised as part of cost of the respective assets. All other borrowing costs are recognised as expenses in the period in which they are incurred and charged to Statement of Profit and Loss over the tenure of the borrowing.

### **3.18 EXCEPTIONAL ITEMS:**

Exceptional Items are transactions which due to their size or incidence are separately disclosed to enable a full understanding of the Company's financial performance. Items which may be considers exceptional are significant restructuring charges, gains or losses on disposal of investments, write down of inventories and significant disposal of fixed assets.

	As at 31.03.2017 ₹	As at 31.03.2016 ₹
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**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 and paid-up**

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 number of Equity Shares**

	As at 31.03.2017		As at 31.03.2016	
	No. of Shares	₹	No. of Shares	₹
At the beginning of the year	5,453,600	54,536,000	5,453,600	54,536,000
Issued during the year	-	-	-	-
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 Rs. 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 entitled 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% share in the Company is set out below (Legal ownership)**

	As at 31.03.2017 No. of Shares	As at 31.03.2016 No. of Shares
a) S. A. Abbas	635,685	635,685
b) Sudhir Damodaran	617,975	617,975
c) Vizwise Commerce Pvt. Ltd.	396,737	396,737
d) Global Implex Limited	500,000	500,000
e) Marija Veljanovska	300,000	300,000

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:**

Securities Premium Reserve	18,413,000		18,413,000
Capital Reserve	1,057,920		1,057,920
Capital Reserve on Consolidation	759,745		1,387,983
Foreign Currency Translation Reserve	35,920		8,547
Foreign Currency Monetary Item Translation Difference Account			
Balance as at the beginning of the year	1,363,186	1,182,780	
Exchange gain/ (loss) during the year	<u>(126,591)</u>	<u>180,406</u>	1,363,186
General Reserve	291,824		291,824
Surplus in Statement of Profit and Loss			
Balance as at the beginning of the year	70,443,797	52,757,641	
Add : Profit for the year	<u>11,356,796</u>	<u>17,686,151</u>	
Less : Appropriation	81,800,593	70,443,792	
Adjusted for depreciation for earlier years	-	-	70,443,792
	<u>103,595,597</u>		<u>92,966,252</u>



**NOTE 6 : LONG TERM BORROWINGS:**

	Non-Current portion		Current Maturities	
	As at 31.03.2017 ₹	As at 31.03.2016 ₹	As at 31.03.2017 ₹	As at 31.03.2016 ₹
Secured Loans				
From Banks:				
Term Loan from Axis Bank	2,832,883	5,462,713	2,499,996	2,499,996
From others:				
Vehicle Loans	317,537	553,086	243,756	1,162,806
	<b>3,150,420</b>	<b>6,015,799</b>	<b>2,743,752</b>	<b>3,662,802</b>

**Term Loan from Bank:**

Term loan from Axis Bank Ltd., B-2, B-3, Sector-16 Noida, U.P. was taken in 2015-16 and is repayable in 48 & 40 equal monthly instalments of ₹ 83,333/- and ₹ 1,25,000/- respectively and is secure by exclusive charge on entire existing/future moveable fixed assets, other than vehicle not funded by the bank and cable TV network of the Company, and personal guarantees of the promoter Directors.

**Vehicle Loans:**

The Company has availed vehicle loan for purchase of vehicles from Kotak Mahindra Bank Ltd. and is repayable in 47 equal monthly instalments of Rs. 20,313 and is secured by way of hypothecation of respective vehicles financed under the respective loan.

**NOTE 7 : DEFERRED TAX LIABILITY (NET):**

	As at 31.03.2017 ₹	As at 31.03.2016 ₹
<b>Deferred Tax liability :</b>		
Difference between Depreciation as per Companies Act 2013 and Income Tax Act, 1961	3,405,484	3,311,857
Sub Total - (A)	<b>3,405,484</b>	<b>3,311,857</b>
<b>Deferred Tax Assets :</b>		
Provision for Employee benefits	458,016	246,726
Sub Total - (B)	<b>458,016</b>	<b>246,726</b>
Net Deferred Tax Liability (A-B)	<b>2,947,468</b>	<b>3,065,131</b>

**NOTE 8 : OTHER LONG TERM LIABILITIES:**

Deposits from Shareholders	1,350,000	3,400,000
Interest Accrued but not due	121,563	45,630
Other advances	1,277,832	-
	<b>2,749,395</b>	<b>3,445,630</b>

**NOTE 9 : LONG TERM PROVISION:**

<b>Provisions for Employee Benefits</b>		
Employees Retirement Benefits	5,462,059	4,326,073
	<b>5,462,059</b>	<b>4,326,073</b>

	As at 31.03.2017 ₹	As at 31.03.2016 ₹
<b>NOTE 10 : SHORT TERM BORROWINGS:</b>		
Secured Loans		
Cash credit repayable on demand	57,665,291	65,579,442
Buyer's Credit from Banks	27,676,296	30,686,053
	<u>85,341,587</u>	<u>96,265,495</u>

Cash credit facilities from Axis Bank Ltd., B-2, B-3, sector-16, Noida, U.P are repayable on demand. Buyer's Credit from Banks are repayable on due dates. These 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 PAYABLE:**

a. Dues of micro and small enterprises creditors for suppliers of goods and	9,667,811	7,256,482
b. Dues of creditors other than micro and small enterprises	69,590,465	29,599,972
	<u>79,258,276</u>	<u>36,856,454</u>

Information as required to be furnished as per Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) for the year ended March 31, 2017 is given below. This information has been determined to the extent such parties have been identified on the basis of information available with the Company.

i) Principal amount and interest due thereon remaining unpaid to any supplier covered under MSMED Act:		
Principal	9,667,811	7,256,482
Interest	-	-
ii) The amount of interest paid by the buyer in terms of section 16, of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
iii) The amount of interest due and payable for the year.	-	-
iv) The amount of interest accrued and remaining unpaid at the end of the accounting year.	-	-
v) The amount of further interest due and payable even in the succeeding until such date when the interest dues as above are actually paid.	-	-

**NOTE 12: OTHER CURRENT LIABILITIES:**

Income received in advance	4,986,413	11,405,211
Advances from Customers	19,247,342	19,448,112
Other Current Liabilities	10,752,642	13,244,806
Current maturities of Long Term Debts	6,659,815	3,690,706
Interest Accrued but not due on Borrowings	597,140	220,236
Interest Accrued and due on Borrowings	8,026	7,806
Unclaimed Dividend	277,266	277,466
	<u>42,528,644</u>	<u>48,294,353</u>

**NOTE 13: SHORT TERM PROVISIONS:**

Provisions for Employees Benefits	245,240	-
Provisions for Taxation	7,679,030	11,567,054
Provisions for Bill awaited	2,888,556	3,321,270
	<u>10,812,826</u>	<u>14,888,324</u>

**NOTE 14 : FIXED ASSETS**
**(Amount in ₹)**

PARTICULARS	Gross carrying value				Depreciation / Amortization				Net carrying value	
	As at 01.04.2016	Addition	Sale / Adjust during the Period	As at 31.03.2017	As at 01.04.2016	Addition During the Period	Adjustment during the Period	As at 31.03.2017	As at 31.03.2017	As at 31.03.2016
Land	1,056,904	-	-	1,056,904	-	-	-	-	1,056,904	1,056,904
Building	11,548,663	-	-	11,548,663	4,643,723	238,253	-	4,881,976	6,666,687	6,904,940
Plant & Machinery	27,336,696	2,849,044	-	30,185,740	12,781,523	1,416,348	-	14,197,871	15,987,869	14,323,431
Electrical fittings	2,414,799	-	-	2,414,799	1,276,248	164,748	-	1,440,996	973,803	1,138,551
Office Equipments	7,105,593	349,705	-	7,455,298	4,847,549	653,443	-	5,500,992	1,954,306	2,095,330
Furniture & fixture	5,851,981	211,300	-	6,063,281	4,009,835	373,160	-	4,382,995	1,680,286	1,836,964
Computers	6,606,045	1,750,920	-	8,356,965	5,342,013	730,115	-	6,072,128	2,284,837	1,187,017
Vehicle	10,845,787	210,000	826,119	10,229,668	4,922,183	1,027,590	435,879	5,513,894	4,715,774	5,923,604
Cable TV Network	2,603,355	-	-	2,603,355	1,767,016	111,300	-	1,878,316	725,039	836,339
<b>Total (A)</b>	<b>75,369,823</b>	<b>5,370,969</b>	<b>826,119</b>	<b>79,914,673</b>	<b>39,590,090</b>	<b>4,714,957</b>	<b>435,879</b>	<b>43,869,168</b>	<b>36,045,505</b>	<b>35,303,080</b>
<b>Previous year (B)</b>	<b>119,087,222</b>	<b>8,077,213</b>	<b>51,794,610</b>	<b>75,369,825</b>	<b>81,392,214</b>	<b>5,022,291</b>	<b>46,824,413</b>	<b>39,590,092</b>	<b>35,779,733</b>	<b>37,695,008</b>
<b>Intangible Assets:</b>										
Computer Software	1,329,324	596,702	-	1,926,026	883,741	347,187	-	1,230,928	695,098	383,917
Prototype	104,139	-	-	104,139	67,822	31,109	-	98,931	5,208	18,158
Other Intangible Assets	14,443,349	-	-	14,443,349	5,284,881	3,912,839	-	9,197,720	5,245,629	9,336,740
<b>Total (C)</b>	<b>15,876,812</b>	<b>596,702</b>	<b>-</b>	<b>16,473,514</b>	<b>6,236,444</b>	<b>4,291,135</b>	<b>-</b>	<b>10,527,579</b>	<b>5,945,935</b>	<b>9,738,815</b>
<b>Previous year (D)</b>	<b>16,139,655</b>	<b>69,058</b>	<b>-</b>	<b>16,208,713</b>	<b>2,191,334</b>	<b>4,168,741</b>	<b>-</b>	<b>6,360,075</b>	<b>9,848,638</b>	<b>13,948,322</b>
<b>Capital work-in-Progress:</b>	<b>18,091,803</b>	<b>13,938,349</b>	<b>-</b>	<b>32,030,152</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>32,030,152</b>	<b>24,037,470</b>
<b>Total (E)</b>	<b>18,091,803</b>	<b>13,938,349</b>	<b>-</b>	<b>32,030,152</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>32,030,152</b>	<b>24,037,470</b>
<b>Previous Year (F)</b>	<b>13,252,816</b>	<b>10,798,392</b>	<b>13,737</b>	<b>24,037,470</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>24,037,470</b>	<b>13,252,816</b>
<b>Grand Total-(A) + (C) + (E)</b>	<b>109,338,438</b>	<b>19,906,020</b>	<b>826,119</b>	<b>128,418,339</b>	<b>45,826,534</b>	<b>9,006,092</b>	<b>435,879</b>	<b>54,396,747</b>	<b>74,021,592</b>	<b>69,079,365</b>
<b>Previous Year (B) + (D) + (F)</b>	<b>148,479,693</b>	<b>18,944,663</b>	<b>51,808,347</b>	<b>115,606,008</b>	<b>83,583,548</b>	<b>9,191,032</b>	<b>46,824,413</b>	<b>45,950,167</b>	<b>69,665,841</b>	<b>64,896,146</b>

**As at**  
**31.03.2017**  
**₹**

**As at**  
**31.03.2016**  
**₹**

**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 considered good)

Capital Advances for Fixed Assets

5,084,748
3,879,332

Security Deposits

816,436
1,659,214

Other Loans and Advances

1,080,000
1,080,000
6,981,184
6,618,546

	As at 31.03.2017 ₹	As at 31.03.2016 ₹
<b>NOTE 17: OTHER NON-CURRENT ASSETS:</b>		
Long Term Trade Receivables	12,125,134	10,704,192
Prepaid Expenses (Relating to future obligation)	<u>722,837</u>	<u>2,409,305</u>
	<u>12,847,971</u>	<u>13,113,497</u>
<b>NOTE 18: CURRENT INVESTMENTS:</b>		
- Fidelity Indian Mutual Fund-units	<u>30,000</u>	<u>30,000</u>
	<u>30,000</u>	<u>30,000</u>
<b>NOTE 19: INVENTORIES:</b>		
(As taken, valued, and certified by the management)		
Finished Goods	52,286,698	32,280,638
Stock-in-Trade	48,457,395	48,287,335
Raw Materials & Components	30,057,166	33,351,164
Stores and Spares	612,032	527,592
Semi-Finished Goods	<u>2,692,429</u>	<u>3,111,772</u>
	<u>134,105,720</u>	<u>117,558,501</u>
<b>NOTE 20: TRADE RECEIVABLES:</b>		
(Unsecured, considered good)		
- Debts outstanding for a period exceeding six months	24,802,910	14,601,245
- Other Debts	<u>67,215,149</u>	<u>58,496,141</u>
	<u>92,018,059</u>	<u>73,097,386</u>
<b>NOTE 21: CASH AND CASH EQUIVALENT:</b>		
Cash on hand	2,066	134,220
Balance with Scheduled Banks:		
- In Current Accounts*	37,168,834	6,581,709
- In fixed Deposit Accounts**	4,075,628	4,721,345
- Earmarked Balance with Bank-Dividend Account***	277,266	277,466
Cheques in Hand	<u>1,588,311</u>	<u>6,233,426</u>
	<u>43,112,105</u>	<u>17,948,166</u>

\*Current account balance with bank include ₹ 2,25,379/-(previous year ₹ 20,69,453/-) held with Bank of Baroda, Dubai which is freely remissible to the Company.

\*\*These are held in the form of fixed deposit and kept as margin money against bank gurantee and Letter of Undertaking issued by the bank is Rs. 4,075,628/- (Previous year ₹ 4,721,345/-)

\*\*\*The Company can utilize this balance only towards settlement of respective unpaid dividend.

	As at 31.03.2017 ₹	As at 31.03.2016 ₹
<b>NOTE 22: SHORT TERM LOANS AND ADVANCES :</b>		
(Unsecured, considered good)		
Advance recoverable in cash or in kind for the value to be received	7,690,346	36,551,327
Prepaid Expenses	5,601,563	12,238,052
Advance Tax including tax deducted at source	6,298,879	3,680,701
Balance with Service Tax Department	2,126,716	5,285,597
Claim for Refund of Special Additional Duty	4,506,258	3,714,796
Advance against expenditure due by directors or officer of Company	786,945	876,706
Other Current Assets	<u>249,953</u>	<u>275,415</u>
	<u>27,260,660</u>	<u>62,622,594</u>

	Year Ended 31.03.2017	Year Ended 31.03.2016
	₹	₹
<b>NOTE 23: REVENUE FROM OPERATIONS:</b>		
Sales of Products	552,117,481	497,565,241
Less: Excise Duty	<u>(20,443,562)</u>	<u>(28,136,385)</u>
Servicing Income	32,063,935	35,100,252
Other Operating Income	<u>4,362,449</u>	<u>3,114,672</u>
	<u>568,100,303</u>	<u>507,643,780</u>
<b>NOTE 24: OTHER INCOME:</b>		
Interest Earned	237,579	196,757
Miscellaneous Income	799,200	1,102,105
Profit on Sale of Fixed Assets	<u>59,760</u>	<u>-</u>
	<u>1,096,539</u>	<u>1,298,862</u>
<b>NOTE 25: MATERIAL CONSUMED:</b>		
Opening Stock	33,600,692	24,341,568
Add: Purchases	229,552,537	231,284,829
Less: Closing Stock	<u>30,355,779</u>	<u>33,600,693</u>
	<u>232,797,450</u>	<u>222,025,704</u>
<b>NOTE 26: PURCHASE OF STOCK IN TRADE:</b>		
	<u>183,755,523</u>	<u>147,559,616</u>
<b>NOTE 27: CHANGE IN INVENTORIES:</b>		
Inventories at the beginning of the year		
Finished Goods	32,280,638	17,913,561
Semi-Finished Goods	3,111,772	2,246,001
Stock in -trade	<u>48,055,468</u>	<u>24,320,695</u>
Sub Total (i)	<u>83,447,878</u>	<u>44,480,257</u>
Inventories at the end of the year		
Finished Goods	52,286,698	32,280,638
Semi-Finished Goods	2,692,429	3,111,772
Stock-in-trade	<u>48,457,395</u>	<u>48,055,468</u>
Sub Total (ii)	<u>103,436,522</u>	<u>83,447,878</u>
Sub Total-(i) - (ii)	<u>(19,988,644)</u>	<u>(38,967,621)</u>
<b>NOTE 28: OTHER MANUFACTURING EXPENSES :</b>		
Store and Spares Consumed	187,670	300,925
Other Manufacturing Expenses	12,094,566	13,926,039
Software Charges to Broadcasters	<u>15,486,269</u>	<u>13,675,264</u>
	<u>27,768,505</u>	<u>27,902,228</u>
<b>NOTE 29 : EMPLOYEES REMUNERATION AND BENEFITS:</b>		
Salary, Wages and Other Benefits	56,678,014	46,432,362
Staff Welfare Expenses	776,392	731,755
Contribution to Provident Fund and other Funds	<u>3,321,166</u>	<u>2,756,324</u>
	<u>60,775,572</u>	<u>49,920,441</u>
<b>NOTE 30 : FINANCE COST:</b>		
Interest	8,547,881	5,512,849
Bank Charges	2,369,886	2,068,998
Loss due to Foreign Currency Fluctuation	<u>(3,553,243)</u>	<u>1,111,719</u>
	<u>7,364,524</u>	<u>8,693,566</u>

	Year Ended 31.03.2017 ₹	Year Ended 31.03.2016 ₹
<b>NOTE 31 : OTHER ADMINISTRATIVE &amp; SELLING EXPENSES:</b>		
Insurance	1,229,582	823,766
Rent and Hire Charges	3,016,366	4,009,968
Traveling and Conveyance	11,049,353	9,991,621
Vehicles Running and Maintenance	949,067	780,892
Advertisement, Selling and Distribution	350,670	334,000
Loss on Sale of Fixed Assets	-	211,816
Freight and Distribution Charges	2,081,757	1,273,628
Trade and Business Discount	3,341,150	5,046,060
Business Promotion	2,719,797	3,014,969
Postage and Telephone	1,795,087	1,785,823
Project Implementation Expenses	1,085,574	868,799
Sales Incentives	1,986,468	1,111,904
Miscellaneous Expenses	1,700,874	1,996,903
Inventory Written off	298,614	-
Meetings and Celebration	542,043	350,385
Security Services	917,029	930,989
Legal and Professional Charges	6,708,091	4,871,477
Channel Distribution Expenses	1,034,016	-
Fee and Subscription	1,063,137	1,074,727
Director's Sitting Fee	55,575	-
Electricity, Water, Power & Fuel	1,474,777	1,498,703
Printing & Stationery	396,861	339,643
<b>Auditors' Remuneration</b>	<b>131,197</b>	<b>7,048,440</b>
- As Auditor:		
- Audit Fee	339,708	271,261
- Taxation Matters	105,000	106,963
- Reimbursement of Expenses	7,340	-
- Secretarial Audit Fee	30,000	30,150
Repair & Maintenance:		
- Building	354,080	1,329,895
- Plant & Machinery	68,502	105,808
- Others	3,967,944	2,572,732
	<b>48,799,659</b>	<b>51,781,322</b>
<b>NOTE 32 : CONTINGENT LIABILITIES AND COMMITMENT:</b>		
i) Unexpired Bank Guarantee	3,616,625	5,584,748
ii) Claim against the company not acknowledged as debts	-	800,000
iii) Income Tax demand for A.Y. 2009-10 and A.Y. 2014-15*	3,552,403	3,081,303
		-

\* In respect of Income Tax matters, the Company's appeals are pending before the CIT (Appeals),

**NOTE 33: EMPLOYEES BENEFIT:**

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.

Contribution to Provident Fund : Amount of Rs. 31,16,331/- (Previous year Rs. 25,99,085/-) is recognised as an expense and included in Employees Remuneration and benefits (Refer Note 29) in the Profit & Loss Statement for the year ended 31st March 2017.



Gratuity : The following table sets out the status of the Defined Benefits Plan as at 31st March 2017 which is based on the report submitted by an Independent Actuary :

	Gratuity (Funded) As at 31.03.2017	Earned Leave Encashment (Non-Funded) As at 31.03.2017	Gratuity (Funded) As at 31.03.2016	Earned Leave Encashment (Non-Funded) As at 31.03.2016
<b>Amount recognised in Balance Sheet:</b>				
Present value of the obligation at the end of the year	6,662,540	1,572,589	5,507,448	-
Fair value of plan assets	2,527,830	-	1,501,502	-
Net Liability recognised in Balance Sheet	4,134,710	1,572,589	4,005,946	-
<b>Expenses recognised in Profit &amp; Loss Account:</b>				
Present value of obligation as at the beginning	-	316,070	-	-
Present value of obligation as at the end	-	1,572,589	-	-
Current Service Cost	593,834	-	506,247	-
Interest Cost	440,283	-	461,118	-
Benefit paid	-	117,766	-	-
Expected return on plan asset	(120,035)	-	(194,794)	-
Net actuarial (gain) / loss recognised	278,655	-	280,994	-
Expenses recognised Statement of Profit & Loss	1,192,737	1,374,285	1,053,565	-
<b>Changes in Defined Benefit Obligation:</b>				
Present Value of obligation at the beginning of the year	5,507,448	-	5,751,701	-
Interest Cost	440,283	-	461,118	-
Current Service Cost	593,834	-	506,247	-
Benefits Paid	(184,015)	-	(1,453,868)	-
Actuarial gain / (loss) on obligation	304,990	-	242,250	-
Present Value of obligation at the end of the year	6,662,540	-	5,507,448	-
<b>Changes in Fair Value of Planned Assets:</b>				
Fair value of plan asset at the beginning of the year	1,501,502	-	2,159,745	-
Expected return on plan asset	120,035	-	194,794	-
Contributions	1,050,000	-	616,172	-
Benefits Paid	(170,042)	-	(1,430,465)	-
Actuarial gain / (loss) on plan asset	26,335	-	(38,744)	-
Fair value of plan asset at the end of the year	2,527,830	-	1,501,502	-
<b>Actuarial (gain) / loss recognised</b>				
Actuarial (gain) / loss on obligation	304,990	-	242,250	-
Actuarial gain / (loss) on plan assets	26,335	-	(38,744)	-
Total Actuarial (gain) / loss	331,325	-	203,506	-
Actuarial (gain) / loss recognised	331,325	-	203,506	-
<b>Assumptions used in accounting for gratuity plan</b>				
Discount Rate (p.a.)	7.45%	7.45%	8.00%	-
Salary Escalation Rate	5.00%	5.00%	5.00%	-
Expected rate of return (p.a.)	8.00%	-	8.00%	-
Withdrawal rate (p.a.)	2.00%	2.00%	2.00%	-
Average outstanding service of employees upto retirement	22.6 Years	22.6 Years	23.74 Years	-

**NOTE 34: 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. Jointly Controlled Entities:
- | <u>Name</u>                 | <u>Country of incorporation</u> |
|-----------------------------|---------------------------------|
| Catvision Unitron Pvt. Ltd. | India                           |
| Unicat Ltd.                 | UAE                             |
- ii. Key Managerial Personnel :
- | <u>Name</u>     | <u>Designation</u>      |
|-----------------|-------------------------|
| Mr. S. A. Abbas | Managing Director       |
| Mr. Vinod Rawat | Chief Financial Officer |
| Ms. Ankita      | Company Secretary       |
- iii. Relatives of Director/Key Managerial Personal:
- |   |   |
|---|---|
| . | Mrs. Gulnaz Begum (Mother of Managing Director)       |
| . | Mr. Syed Jamshed Abbas (Brother of Managing Director) |
| . | Mrs. Helanka Anand (Wife of Independent Director)     |
- iv. Other entities over which Director/key management personnel and their relatives are able to exercise significant influence : Total Telemedia Private Limited

**v. Transactions with Related parties during the year ended 31st March, 2017 :**

	<u>Key Managerial Personnel &amp; Relatives</u>	<u>Entities over which Director /key personnel are able to exercise significant influence</u>	<u>Joint Ventures Company</u>
1) Purchases :			
Goods	-	-	11,019,775
Fixed Assets	(-)	(-)	(11,408,430)
2) Others :			
Rent Received	-	-	1,230,000
Subscription & Other service charges	(-)	5,328,343	(796,500)
Cost of Reimbursements	-	(1,971,062)	-
3) Investments:			
Allotments of Shares	-	-	5,864,930
4) Deposits :			
	(-)	(-)	(10,417,274)
5) Managerial Remuneration :			
	1,510,000	-	-
	(2,050,000)	(-)	(-)
6) Balance outstanding at the end of the year :			
Trade Payable	5,128,034	-	-
Advances & Other debits	(7,739,555)	(-)	(-)
Deposits	-	323,169	1,568,620
	-	(-)	(3,202,890)
	-	-	1,938,940
	-	(423,782)	(497,472)
7) Significant related transaction :			
Purchases of goods	3,310,000	-	-
Purchases of fixed assets	(2,050,000)	(-)	(-)
Remuneration	-	-	11,019,775
	-	-	(11,912,252)
	-	-	(4,539,345)
	5,128,034	-	-
	(6,850,019)	(-)	(-)

\* Figures in bracket represent previous year figures

**NOTE 35: EARNING PER SHARE (EPS):**

	Year Ended 31.03.2017 ₹	Year Ended 31.03.2016 ₹
i. Profit after provision of Tax	11,356,796	17,686,151
ii. Weighted Average No. of Equity Shares of Rs. 10 each	5,453,600	5,453,600
iii. Nominal Value of Equity Shares	10	10
iv. Basic and diluted Earning Per Share (EPS)	2.08	3.24

**NOTE 36: MANAGERIAL REMUNERATION:**

	Year Ended 31.03.2017 ₹	Year Ended 31.03.2016 ₹
<b>i) Managing Director and other Whole-time Directors:</b>		
a) Salary	2,688,000	3,360,358
b) Contribution to Provident Fund	322,560	304,560
c) Allowances and Perquisites	<u>2,117,474</u>	<u>4,074,637</u>
	<b>5,128,034</b>	<b>7,739,555</b>
<b>ii) Non-Executive Directors</b>		
Sitting fee	55,575	50,000
	<u>55,575</u>	<u>50,000</u>

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

**NOTE 37 : DETAILS OF SALE**

Modulators	1,411,319	6,839,103
Amplifiers	7,519,279	9,773,190
Power Supply	3,175,336	4,019,455
Optical Node & Transmitters	75,335,942	75,163,655
Tap off / Splitters	10,806,726	22,235,604
Digital Satellite Receiver & Set Top Boxes	260,366,345	179,309,022
Dish Antenna & other equipments	3,678,869	7,132,420
CATV, ITV & MATV Systems & Equipments	139,086,778	122,853,676
Cables	10,641,484	18,264,363
CCTV Cameras & Monitoring Equipments	-	2,268,750
Other Miscellaneous Items	<u>19,651,843</u>	<u>21,569,618</u>
	<b>531,673,919</b>	<b>469,428,856</b>

**NOTE 38 : DETAILS OF PURCHASE OF TRADED GOODS:**

Modulators	26,358,669	31,497,640
Amplifiers	4,566,590	5,412,697
Power Supplies	6,498,576	979,552
Optical Node & Transmitters	29,474,653	19,577,472
Tap off / Splitters	6,800,173	13,164,058
Digital Satellite Receiver & Set Top Box	45,927,918	20,755,384
Dish Antenna & other equipments	2,702,621	5,325,784
CATV, ITV & MATV Systems & Equipments	51,857,733	29,144,198
Cables	5,762,384	11,892,286
Other Miscellaneous Items	<u>3,806,205</u>	<u>9,810,545</u>
	<b>183,755,523</b>	<b>147,559,616</b>

	Year Ended 31.03.2017 ₹	Year Ended 31.03.2016 ₹
<b>NOTE 39 : DETAILS OF MATERIAL CONSUMED:</b>		
	<b>79,705,415</b>	62,616,333
ICS	1,205,061	1,563,573
Transistors	614,620	2,698,071
Transformers	795,406	1,136,357
Crystals	52,068,799	44,478,598
Printed Circuit Boards	1,248,788	16,036,268
Diodes	92,859	206,796
Attenuators	15,977,319	22,657,698
Housing	11,878,542	13,188,178
Softwares etc.	10,231,701	9,816,472
Connectors	1,568,923	258,166
SMPS	52,131,732	42,742,073
Others (Including consumables)	5,465,955	4,928,047
Packing material	<u>232,985,120</u>	<u>222,326,630</u>

**NOTE 40 : VALUE OF IMPORTED AND INDIGENOUS MATERIAL AND COMPONENTS CONSUMED**

	% of Total Consumption	Value ₹	% of Total Consumption	Value ₹
Imported	64%	149,472,459	61%	133,836,422
Indigenous	36%	83,512,661	39%	88,490,208
	<u>100</u>	<u>232,985,120</u>	<u>100</u>	<u>222,326,630</u>

**NOTE 41 : VALUE OF IMPORTS CALCULATED ON CIF BASIS**

Raw Material & Traded Goods	<u>223,541,219</u>	<u>200,983,254</u>
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**NOTE 42 : EXPENDITURE IN FOREIGN CURRENCY**

Travelling & Other Administrative Expenses	1,547,181	1,634,843
Rent	289,255	151,457
	<u>1,836,436</u>	<u>1,786,300</u>

**NOTE 43 : EARNING IN FOREIGN CURRENCY**

FOB Value of Exports*	7,971,716	6,614,160
Overseas Merchant Trade Sale	55,980,092	8,991,900
Channel Marketing & others	24,013,035	27,473,931
	<u>87,964,843</u>	<u>43,079,991</u>

**NOTE 44 :** For the year ended March 31, 2017, the Board of Directors have recommended a dividend of Rs. 1 per equity share of Rs. 10 each. This is subject to approval of shareholders and if so approved, the total dividend for the year will amount to Rs 5,453,600/- (Previous Year:- Nil)

**NOTE 45 : Disclosure on Specified Bank Notes :**

Particulars	SBNs	Other denomination notes	Total
Closing Cash in Hand as on November 08, 2016	500x104, 1000x150	100x128, 10x5, 5x2, 1x4	214,864
Transactions Between 09.11.2016 to 30.12.2016 :			
Add: Withdrawal from Bank Accounts	500x120	2000x400	860,000
Add: Receipts from Permitted Transactions	500x18	100x550, 10x18, 5x1	64,185
Less: Amount deposited in Banks	500x104, 1000x150	100x30	205,000
Less : Paid for Permitted Transactions	500x128	2000x400, 100x540, 5x1, 1x2	918,007
Closing Cash in Hand as on December 30, 2016		500x10, 100x108, 10x23, 5x2, 1x2	16,042

**NOTE 46 :** Figures of the previous year have been regrouped /reclassified wherever necessary.

**NOTE 47:** The figures have been rounded off to the nearest Rupee.

**FORM AOC-1**
**PART A**

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Subsidiaries: NOT APPLICABLE

**PART B**

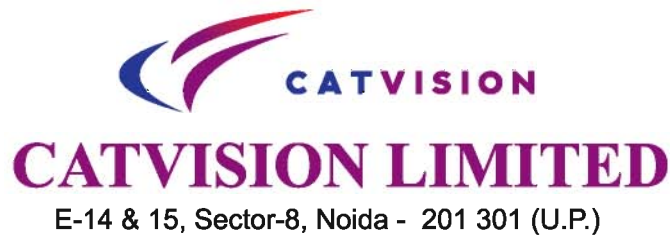
Statement Pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Venture Companies as on 31.03.2017:

Name of Associates/Joint Ventures	Catvision Unitron Pvt. Ltd.	Unicat Ltd.
Latest Audited Balance Sheet Date	31.03.2017	31.03.2017
Shares of Associate/Joint Ventures held by the company on the year end	17,00,000	4,21,636
Amount of Investment in Associates/Joint Venture	170.00 Lakhs	265.79 Lakhs
Extend of Holding%	50%	50%
Description of how there is significant influence	Note A	Note A
Reason why the associate/joint venture is not consolidated	NA	NA
Net worth attributable to shareholding as per latest audited Balance Sheet	152.48 Lakhs	210.36 Lakhs
Profit/Loss for the year		
i. Considered in Consolidation	(2.32) Lakhs	(23.71) Lakhs
ii. Not Considered in Consolidation	(2.32) Lakhs	(23.71) Lakhs

Note A: There is significant influence due to percentage (%) of Share Capital







31st May, 2017

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 Initiates" 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 20 of the Companies Act, 2013.

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/CDSL). 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 website : [www.catvisionindia.com](http://www.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 require to be attached thereto.

In case you desire to receive the documents mentioned above in physical form, please write to us at [catvision@catvisionindia.com](mailto: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](mailto:catvision@catvisionindia.com) along with Folio No./Client ID and DPID.

Thanking you,

Your faithfully,  
For **Catvision Limited**

(S. A. Abbas)  
Managing Director



**CATVISION**

E-14&15, Sector-8 Noida-201301 (U.P.) India

Tel.: +91 120 4936750

Fax: +91 120 4936776

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

website : [www.catvisionindia.com](http://www.catvisionindia.com)