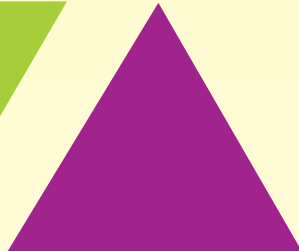
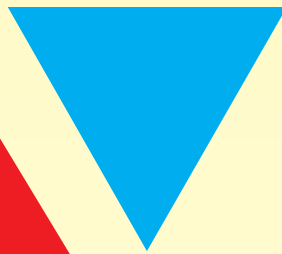




**CATVISION**



**33rd  
ANNUAL  
REPORT  
2017 - 2018**

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# Corporate Information

## BOARD OF DIRECTORS

**Raman Rajiv Misra**  
*Independent Director*

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

**Jagdish Prasad**  
*Independent Director*

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

**Syed Athar Abbas**  
*Managing Director*

**Hina Abbas**  
*Executive Director*

## SENIOR MANAGEMENT

**Syed Athar Abbas**  
*Managing Director*

**Hina Abbas**  
*Executive Director*

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

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

**D. S. Dogra**  
*Vice President (Supply Chain Management)*

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

**Vinod Rawat**  
*Chief Financial Officer*

## AUDITORS

Agrawal and Gaur  
Chartered Accountants  
1/2085, Mansarovar Park,  
Shahdara, Delhi-110032

## 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 Gandhi

## BANKERS

Axis Bank Ltd.  
ICICI Bank Ltd.  
Oriental Bank of Commerce  
Canara Bank  
Bank of Baroda–Dubai, UAE  
Axis Bank Ltd.- 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  
Website : 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: investor.services@rcmcdelhi.com

## DIRECTORS' REPORT

To,

The Members,

Your Directors take pleasure in presenting their 33rd Annual Report covering the business and operations and Audited Financial Statement of your Company for the financial year ended on 31st March, 2018.

### 1. Financial Highlights:

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 31.03.18	Year Ended 31.03.17	Year Ended 31.03.18	Year Ended 31.03.17
Total Revenue	<b>7793.97</b>	5721.14	<b>7818.97</b>	5727.50
Earnings Before Interest, Depreciation, Taxation and Amortization (EBIDTA)	<b>567.86</b>	348.58	<b>561.16</b>	364.70
Interest	<b>(59.04)</b>	(85.43)	<b>(59.04)</b>	(85.43)
Depreciation	<b>(57.26)</b>	(48.61)	<b>(73.05)</b>	(90.06)
Profit Before Tax	<b>451.56</b>	214.54	<b>429.07</b>	189.16
Provision for Tax -Current year	<b>(155.35)</b>	(76.79)	<b>(155.35)</b>	(76.79)
Provision for (Deferred Tax)/ Assets	<b>3.70</b>	1.85	<b>(6.34)</b>	1.17
Profit After Tax	<b>299.91</b>	139.60	<b>267.38</b>	113.54

### 2. Results of operations:

The Company adopted Indian Accounting Standards (Ind AS) from 1st April, 2017. Accordingly, the financial statements have been prepared in accordance with Ind AS and as per the Companies (Indian Accounting Standards) Rules, 2015 as amended and notified under Section 133 of the Companies Act, 2013 (hereinafter referred to as the 'Act') and other relevant provisions of the Act.

#### (a) Standalone Results:

In the financial year 2017-18 total revenue of your Company increased to Rs. **7778.40** lacs as compared to the corresponding figure Rs. 5685.55 lacs in the previous financial year, registering a growth of 37 % over the previous year. Profit after tax increased to Rs. **299.91** lacs as compared to Rs. 139.60 lacs in the previous year.

#### (b) Consolidated Results:

On a consolidated basis, the gross revenue of the Company has increased to Rs. 7818.97 lacs as compared to Rs. 5691.97 lacs in the previous year and the profit after tax was Rs. 267.38 lacs as compared to Rs. 113.54 lacs in the previous year.

### 3. Consolidated Financial Statements:

As per Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the 'Listing Regulations') and applicable provisions of the Act read with the Rules issued thereunder, the Consolidated Financial Statements of the Company for

the financial year ended 31st March, 2018, have been prepared in compliance with applicable Accounting Standards and on the basis of audited financial statements of the Company and its associate companies.

The Consolidated Financial Statements together with the Auditor's Report form part of this Annual Report.

### 4. Dividend:

Due to banning of Letter of Undertaking (LOU) by the Reserve Bank of India (RBI), Axis Bank, your Company's sole Banker had withdrawn LOU facility of Rs. 400.00 lacs which was sanctioned to your Company. This unanticipated and immediate move of RBI had put additional pressure on working capital resources of your Company. Moreover, the market conditions had deteriorated sharply in first quarter of the current year and such conditions were expected to prevail in the foreseeable future. The Company would need all the resources at its command to see through this phase and put in place a plan to regenerate growth. Keeping these developments in mind and after considering the future needs of the Company your Board of Directors do not recommend any dividend for the financial year ended on 31<sup>st</sup> March, 2018.

### 5. Corporate Review:

2017-18 was the last year for digitalization of cable TV in India. Cable networks in small towns and even rural areas went digital. The Company could get good sales of its digital headend products and set top boxes. But now digitalization is complete. Penetration of TVs (homes with a TV) in India is

still 66%, but almost all the homes without TV are in the rural areas. New sales of set top boxes will come from increased TV penetration (about 2% per year), additional TVs in existing TV homes and from upgrade of standard definition to high definition. After a couple of years there should be a good replacement sales too.

This market will be totally different from what it was the past few years when homes were freshly seeded with set top boxes. It will be smaller and competition will be far stiffer as companies fight for market share. There is a technological disruption happening too: the world over streaming is replacing traditional forms of broadcasting. OTT (over the top) television is the new emerging standard.

These are the headwinds facing your company this year. Your Company is planning to launch a slew of products this year that are competitive and also incorporate some streaming features like casting and search. Stand-alone streaming products are also under development.

There is some positive development too. The stay on the TRAI tariff order of 2017 has been lifted. The order comes into being from July 03, 2018. This order favours the small cable operators – your Company's main customer. The order gives operators 180 days to comply; so, the real benefits to your Company will come in the next year.

Another good news is that the hospitality industry which was in a downturn of a business cycle is on the upswing. Hotels have been customers of your Company for a very long time, but the performance of its hospitality division had suffered when DTH operators entered the market at low prices and hotels tightened their budgets. But the new TRAI tariff order and the good market conditions will enable your Company to compete more aggressively in providing broadcasting services to hotels. The Company is strengthening its hospitality division and good performance can be expected this year.

The channel marketing business of your company in which it distributes some foreign channels (TV5 Monde, France 24 and Euronews) to operators in India is steady but not growing. In 2016 your company entered into a tie-up with M/s Total Telemedia Pvt. Ltd. (TTPL), a company with vast experience in this business, to grow its channel business. TTPL was expected to find new channels for distribution as well as explore new business in the area of advertising and local content sourcing for the channels the company already distributes. This year the company is expecting a vastly improved performance from TTPL.

#### **6. Subsidiary/Associate/ 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 sell them to both the joint venture partners.

A separate statement containing the salient features of the

financial statements of the joint ventures of your Company is given in Form AOC-1 and forms a part of consolidated financial statements in compliance with Section 129(3) and other applicable provisions, if any, of the Act read with 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 [www.catvisionindia.com](http://www.catvisionindia.com).

#### **7. Re-Classification of Promoters/Promoter Group**

The members of the Company at its 32<sup>nd</sup> Annual General Meeting held on 29<sup>th</sup> September, 2017 approved the re-classification of the Promoters/Promoter Group pursuant to the Regulation 31A and other relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). BSE ("the exchange") vide its letter no. LIST/COMP/PC/990/2017-18 dated February 27, 2018 had approved Company's application for re-classification.

#### **8. 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.

Your Company was awarded "India SME 100 Awards-2017" organized by India SME Forum supported by Ministry of Micro, Small and Medium Enterprises, Govt. of India. Your Company was in the first 100 amongst 33102 nominations.

#### **9. Deposits:**

During the year under review there was no default in repayment of deposits or payment of interest due thereon. The details relating to deposits, covered under Chapter V of the Act are here under:

Sr.No.	Particulars	Amount (in ₹)
a.	Details of deposits which are not in compliance with the requirement of Chapter V of the Act	NA
b.	Deposits accepted/renewed during the financial year	8153819/-
3.	Unpaid and unclaimed deposit at the end of the year.	NA
4.	Is there is any default in repayment of deposit or payment of interest thereon during the year	No

## **10. 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 its 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.

## **11. Audit Committee:**

The details pertaining to the composition of the audit committee are included in the Corporate Governance Report, which is a part of this report. All the recommendations made by the Audit Committee were accepted by the Board during the financial year 2017-18.

## **12. 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 [www.catvisionindia.com](http://www.catvisionindia.com).

## **13. Directors and Key Managerial Personnel:**

The following person have been designated as the Key Managerial Personnel of the Company pursuant to compliance of the provisions of Section 203 of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

- a) Mr. Syed Athar Abbas - Managing Director
- b) Mr. Vinod Rawat - Chief Financial Officer
- c) Mrs. Ankita Gandhi - Company Secretary

## **14. Directors seeking Appointment/reappointment**

In accordance with the Act and the Articles of Association of your Company, Mr. Syed Athar Abbas retires by rotation at the forthcoming Annual General Meeting and, being eligible, offers himself for re-appointment as the Director of the Company.

Attention of the members of the Company is drawn to the fact that Mr. Syed Athar Abbas was appointed as Managing Director of the Company for a period of 3 years with effect from 01st October, 2015 with the consent of the members through Postal Ballot dated 7th November, 2015. Tenure of Mr. Syed Athar Abbas as Managing Director of the Company is going to expire on 30th September, 2018 and as per the recommendation of the Nomination and Remuneration Committee and subject to the approval of the shareholders, the Board of Directors of the Company in its meeting held on 11<sup>th</sup> August, 2018 has re-appointed Mr. Syed Athar Abbas as the Managing Director of your Company with effect from 01st October, 2018 for a further period of 3 (Three) years on terms and conditions as mentioned in the Notice to the AGM.

Mr. Syed Athar Abbas has vast experience of 33 years in managing the affairs of the Company and has been actively involved in the day to day affairs of the Company and providing leadership to the management team of the Company. Under his dynamic leadership the Company has made a steady growth and considering his rich experience and immense knowledge of the affairs of the Company and the industry, the Company and its management needs his continuous guidance and mentoring. The salary, allowances, perquisites and benefits proposed for Mr. Syed Athar Abbas, shall be governed by the provisions of Part II of Section II of Schedule V of the Act.

Brief resume of the director seeking reappointment together with the nature of their expertise in the specific functional areas, name of the companies in which they hold directorship, as required in the Listing Regulations, is provided in the Notice to the AGM.

Mrs. Hina Abbas (DIN: 01980925) was appointed as a Director of the Company, whose period of office was liable to determination by retirement by rotation, by the members of the Company in the Annual General Meeting (AGM) held on 30-09-2015 to hold office for a period of 3(Three) years w.e.f. 30-09-2015.

In the performance evaluation conducted for the year 2017-18, the performance of Mrs. Hina Abbas was evaluated satisfactorily in the effective and efficient discharge of her role and responsibilities as a Director of the Company. The Board upon recommendation of the Nomination & Remuneration Committee of the Company, in its meeting held on 11<sup>th</sup> August, 2018, has approved the re-appointment of Mrs. Hina Abbas as an Executive Director liable to retire by rotation, for term of 3(Three) years from the date of end of her tenure on terms and conditions as mentioned in the Notice to the AGM.

## **15. Board Effectiveness:**

Your Company has adopted the Corporate Governance Guideline which inter-alia, covers all aspects relating to composition and role of the Board, Managing Directors, definition of independence, Director's terms, retirement age, and the Committee of the Board. It also covers 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:**

The Board of Directors has carried out an annual evaluation of its own performance, Board Committees, and individual Directors pursuant to the provisions of the Act, Listing Regulations and the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India dated January 5th, 2017.

In a separate meeting of independent directors, performance of non-independent directors and the Board as a whole was evaluated, taking into account the views of executive directors and non-executive directors.

**(ii) Nomination & Remuneration Policy:**

In adherence to the provisions of Section 134(3)(e) and 178(1)(3) of the Act, 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 available on your Company's website [www.catvisionindia.com](http://www.catvisionindia.com)

**16. 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 and the date of this Report.

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which the financial statements relates and the date of the report.

**17. Catvision Employee Stock Option Plan-2016**

During the financial year ended on 31st March, 2018, there has been no changes in the Catvision Employee Stock Option Plan-2016. The ESOP scheme is in compliance with SEBI (Share Based Employee Benefits) Regulations, 2014. During the year under review, on the recommendation of Nomination and Remuneration Committee of your Company, your Board of Directors in its meeting held on 14-11-2017, had approved the following grant to the selected senior level executives of the Company in accordance with the Catvision Employee Stock Option Plan-2016, details of which as on 31st March, 2018 are given as under:

Sr. No.	Particulars	
1.	Grant Date	14-11-2017
2.	Exercise Price	Rs. 25/-
3.	Options granted	272500
4.	Options vested and exercisable	NIL
5.	Options unvested	272500
6.	Options exercised	NIL
7.	Options cancelled	NIL
8.	Options outstanding	NIL

Other disclosures as mentioned in Regulation 14 of SBEB Regulations, 2014 and Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 are not required to be given as there is a gap of 1 year between grant and vesting of Options in compliance with Company ESOP scheme.

**18. Conservation of energy, technology absorption, and foreign exchange earnings and outgo:**
**(i) Conservation of Energy:**

Regular efforts are made to conserve the energy through various means. The overall energy consumption of the Company is not substantial, as being an electronic goods; 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.

**(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 31.03.18 (₹)	Year Ended 31.03.17 (₹)
<b>1. Foreign Exchange Inflow:</b>		
a) Exports & Merchant Trading	135,115,797	63,951,808
b) Services	21,537,008	22,747,160
<b>2. Foreign Exchange Outflow :</b>		
a) Materials	343,306,442	223,541,219
b) Travelling & Other Expenses	3,008,979	1,497,485
c) Rent	269,690	289,255

## 19. Directors' Responsibility Statement:

Pursuant to the provisions contained in Section 134 (3)(c) of the Act, your Directors, to the best of their knowledge and belief and based on the representation and compliance certificate received from the Operating Management and after enquiry, pursuant to Section 134(5) of the Act, confirm that:

- a. in the preparation of the annual accounts for the financial year ended on 31st March, 2018, the applicable accounting standards have been followed along with proper explanation and that there are no material departures.
- b. such accounting policies have been selected 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 your Company as at 31st March, 2018 and of the profit and loss of the Company for the year ended on that date;
- c. 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;
- d. the financial statements for the financial year ended 31st March, 2018 have been prepared on a going concern basis;
- e. proper internal financial controls were in place and that such internal financial controls were adequate and were operating effectively; and
- f. the systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

## 20. Contracts or Arrangements or Transactions with Related Parties:

In accordance with the requirements of the Act and Listing Regulations, your Company has also adopted the Policy on Related Party Transactions and the same is available on the website of your Company [www.catvisionindia.com](http://www.catvisionindia.com). 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 2017-18 were in the ordinary course of business and were on at arm's length basis and none of the transactions with related parties fall under the scope of section 188(1) of the Act. During the financial year ended on 31st March, 2018, there were no materially significant related party transactions that may have potential conflict with the interest of the Company at large.

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 provided in '**Annexure D**' and the same forms part of this report. Attention of Members is also drawn to the

disclosures of transactions with related parties set out in Notes to Accounts forming part of the financial statements.

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

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, 2018. A declaration to this effect, signed by the Managing Director in terms of Listing Regulations form part of the Corporate Governance Report.

## 22. 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.

## 23. Auditors and Auditors' Qualification:

### (i) Statutory Auditors:

Pursuant to the provisions of Section 139 of the Act read with Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s Agrawal and Gaur, Chartered Accountants, (Firm Registration Number 010550N) were appointed as Statutory Auditors of the Company from the conclusion of 32nd Annual General Meeting (AGM) held on 29th September, 2017 till the conclusion of 35th AGM of the Company in 2020.

The observation of the Statutory Auditor in their Report on Standalone and Consolidated financials are self explanatory and therefore, does not call for any comments.

### (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 certificate of practice No. 11532, were appointed as Secretarial Auditor of the Company for the financial year ending 31st March, 2018.



The Secretarial Audit Report given by the Secretarial Auditor in Form No. MR-3 is annexed with this Report as 'Annexure A'.

The Secretarial Audit Report does not contain any qualifications, reservation or adverse remark.

#### **24. Reporting of Fraud by Auditors**

During the year under review, the Statutory Auditors and Secretarial Auditor have not reported any instances of frauds committed by the Company, by its officer or employees to the Audit Committee under Section 143(12) of the Act, including Rules made there under (if any) details of which needs to be mentioned in this Report.

#### **25. Business Risk Management:**

Your Company considers that risk is an integral part of the business and therefore it takes proper steps to manage all risks in proactive and efficient manner. 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 Company's management periodically assesses risk in the internal and external environment and incorporate suitable risk treatment processes in its overall business planning and operating processes. In the opinion of your Board of Directors, there are no risks which threatens the very existence of your Company.

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

#### **26. Management Discussion and Analysis Report:**

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 Listing Regulations.

#### **27. 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. 69.96% of the Equity Shares of the Company are in the demat form as on 31st March, 2018.

#### **28. Listing of Shares:**

The equity shares of the Company are listed on the Bombay Stock Exchange. The listing fee for the year 2018-19 has already been paid.

#### **29. Statutory Disclosures:**

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

Details of loans, guarantees and investments under the provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as on 31st March, 2018, are set out in Notes to the financial statements of the Company.

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

The Vigil Mechanism as envisaged in the Act, the Rules prescribed thereunder and the Listing Regulations is implemented through the Company's Whistle Blower Policy. This comprehensive policy ensures gender equality, right to work with dignity and provides for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the Chairman of the Audit Committee.

The Company has Whistle Blower Policy which is available on the website [www.catvisionindia.com](http://www.catvisionindia.com). Further details are available in the Report on Corporate Governance that forms part of this Annual Report.

##### **(iii) Board Meetings and Annual General Meeting**

During the financial year 1st April, 2017 to 31st March, 2018, 5 (five) Board Meetings and 4 (four) Audit Committee Meetings were held. The details of meetings including dates of meetings indicating the number of meetings attended by each director are given in the Corporate Governance Report. The 32nd Annual General Meeting (AGM) of the Company was held on 29th September, 2017.

##### **(iv) Corporate Governance:**

In compliance with Regulation 34 of the Listing Regulations, a separate report on Corporate Governance along with a certificate from the Auditors on its compliance is appended with this report and the same forms part of the Annual Report.

##### **(v) Secretarial Standards:**

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

##### **(vi) Extract of Annual Return:**

As per the requirements of Section 92(3) of the Act, the Extract of the annual return as prescribed in Form No. MGT-9 of the Companies (Management and Administration) Rules, 2014 is given in 'Annexure B', which is a part of this Report.

##### **(vii) 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.

financial year 2017-18.

**(ix) 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.

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

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

**(xi) Transfer to Reserve:**

Your Directors do not propose to transfer any amount to the General Reserve and entire amount of the profits for the year 2017-18 forms part of Retained Earnings.

**(xii) Declaration by Independent Directors**

The Company has received necessary declaration from each independent director under Section 149(7) of the Act, that he/she meets the criteria of independence laid down in

section 149(6) of the Act and Regulation 25 of the Listing Regulations.

**30. Green Initiatives:**

Electronic copies of the Annual Report 2017-18 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 will be sent to them through the permitted mode.

**31. Acknowledgement and Appreciation:**

Your Directors would like to place on records their sincere appreciation for the continues co-operation, assistance and support made by all its stakeholders i.e., shareholders, customers, suppliers, contractors, bankers, government authorities and international business associates and the immediate society during the year. Your Directors place on record our appreciation of the contributions made by its management and employees at all level. The Company's consistent growth was not possible without their hard work, solidarity, cooperation and support.

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

**For and on behalf of Board of Directors**

**Syed Athar Abbas**  
Managing Director  
(DIN: 00770259)

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

Place: Noida-U.P.  
Date: 11th August, 2018

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

**FORM No. MR - 3**

### SECRETARIAL AUDIT REPORT

**for the financial year ended 31<sup>st</sup> March, 2018**

**(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 (hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit and the representations made by the Company, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2018, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2018 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. Securities and Exchange Board of India (Issue Of Capital And Disclosure Requirements) Regulations, 2009
  - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - d. Securities and Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015;
  - e. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - f. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
  - g. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - h. 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;
  - i. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - j. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- vi. Other laws as are and to the extent applicable to the Company as per the Management representations made by the Company.

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

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

- a) Secretarial Standards issued by the Institute of Company Secretaries of India;
- b) Listing Agreement entered into by the Company with the Stock Exchange.

We further report that:

- a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.
- b) Adequate notice for the Board/Committee Meetings was given at least seven days in advance to the directors for holding the Board Meetings during the year. Agenda and

detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

- c) As per the minutes of meetings duly recorded and signed by the Chairman, the decisions at the Board Meetings and committee meetings, were taken unanimously.

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

We further report that:

1. The Board of Directors of the Company, at their meeting held on 14-11-2017 has approved the grant of 2,72,500 Options to the eligible employees of the Company on the recommendations of Nomination and Remuneration Committee of the Company, in compliance with Catvision ESOP Plan-2016. Exercise price of Option is

Rs. 25/- per option. Upon exercise, each option shall result into one equity share of face value of Rs. 10/- each.

2. Company has made the following investment on its associate companies:

Sr. No.	Name of Associate	Amount (₹)
1	Catvision Unitron Pvt. Ltd.	1520560.00
2	Unicat Limited	945799.00

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 : 15th May, 2018

Membership No. FCS 7091  
C.P. 11532

#### 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)

Place: Noida (U.P.)  
Date : 15th May, 2018

Membership No. FCS 7091  
C.P. 11532

## ANNEXURE "B" TO DIRECTOR'S REPORT

### Form No. MGT-9 EXTRACT OF ANNUAL RETURN As on the financial year ended on 31<sup>st</sup> March, 2018

[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 <sup>th</sup> 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 <sup>nd</sup> Floor, Main Vikas Marg, Laxmi Nagar, Delhi-110092
vi)	Whether listed company	: Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	: 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 Selling of complete range of products (for Digital Head End, Networking Instruments and Set Top Boxes, IPTV Systems, providing Cable TV System and Service to Hospitality Sectors and distribution of Channels.	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 Unitron Private Limited E-14&15, Sec-8, Noida (U.P.) 201301	U32204UP2013PTC055661	Associate	50	2(6)
2.	Unicat Limited Suite# 3006,30th Floor, Al Attar Tower (Near DIFC) Seikh Zayed Road,Dubai, U.A.E	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>									
<b>(1) Indian</b>									
a) Individual/HUF	1086784	302400	1389184	25.47	1062241	290400	1352641	24.80	(0.67)
b) Central Govt.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) State Govt. (s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Bodies Corp.	89249	171900	261149	4.79	89249	Nil	89249	1.64	(3.15)
e) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f) Any Other	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>1151490</b>	<b>290400</b>	<b>1441890</b>	<b>26.44</b>	<b>(3.82)</b>
<b>(2) Foreign</b>									
a) NRIs Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Other Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) Bodies Corp.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Any Other	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<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>Total shareholding of Promoter Group (A)= (A)(1)+(A)(2)</b>	<b>1176033</b>	<b>474300</b>	<b>1650333</b>	<b>30.26</b>	<b>1151490</b>	<b>290400</b>	<b>1441890</b>	<b>26.44</b>	<b>(3.82)</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
d) State Govt.(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Venture Capital funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f) Insurance Companies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
g) FIs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
h) Foreign Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
i) Others (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<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	782249	18900	801149	14.69	675884	164100	839984	15.40	0.70
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	900484	238471	1138955	20.88	1026788	241021	1267809	23.25	2.37
ii) Individual share holders holding nominal share capital in excess Rs. 2 lakhs	825629	Nil	825629	15.14	853059	Nil	853059	15.64	0.50

<b>c) Others</b>									
1. Clearing Members	57499	Nil	57499	1.05	67403	Nil	67403	1.24	0.18
2. Non Resident	35235	427900	463135	8.49	40655	425900	466555	8.55	0.06
<b>Sub-total (B)(2)</b>	<b>2601096</b>	<b>1185271</b>	<b>3786367</b>	<b>69.43</b>	<b>2663789</b>	<b>1331021</b>	<b>3994810</b>	<b>73.25</b>	<b>3.82</b>
Total Public Shareholding (B)=(B)(1)+(B)(2)	2601296	1201971	3803267	69.74	2663989	1347721	4011710	73.56	4.13
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>3777329</b>	<b>1676271</b>	<b>5453600</b>	<b>100</b>	<b>3815479</b>	<b>1638121</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. Syed Athar Abbas	635685	11.65	-	725934	13.31	-	1.66
2.	Mr. Sudhir Damodaran	617975	11.33	-	601662	11.03	-	(0.30)
	<b>Promoter's Group</b>							
1.	Total Telemedia Pvt. Ltd.	115949	2.13	-	89249	1.64	-	(0.49)
2.	Syed Jamshed Abbas	42780	0.78	-	50	0.00	-	(0.78)
3.	M Damodaran	15000	0.28	-	0	0.00	-	(0.28)
4.	Cheryl Damodaran	15000	0.28	-	439	0.01	-	(0.27)
5.	Vijay Maheshwari	8650	0.16	-	8650	0.16	-	-
6.	Chellappa A	7206	0.13	-	7206	0.13	-	-
7.	Hina Abbas	3000	0.05	-	3000	0.05	-	-
8.	A. Thangammal	1950	0.03	-	1950	0.03	-	-
9.	Atam Prakash Khurana	1700	0.03	-	1700	0.03	-	-
10.	Sanjeev Heramath	1600	0.03	-	1600	0.03	-	-
11.	Sanjay Sharma	400	0.00	-	400	0.00	-	-
12.	Sukarma Sood	50	0.00	-	0	0.00	-	-
13.	Sudhir Kaura	50	0.00	-	50	0.00	-	-
	<b>Total</b>	<b>1466995</b>	<b>26.89</b>		<b>1441890</b>	<b>26.44</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) :-**

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.	Syed Athar Abbas At the beginning of the year (01-04-2017)		635685	11.66		
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	05/05/2017	47760-merged from other beneficiary account*	0.88	683445	12.53
		26/05/2017	26700- Buy	0.49	710145	13.02
		30/06/2017	200- Buy	0.00	710345	13.03
		02/02/2018	15539- Buy	0.28	725884	13.31
		02/03/2018	50 – Buy	0.00	725934	13.31
	At the end of the year (31-03-2018)				725934	13.31
2.	Sudhir Damodaran At the beginning of the year (01-04-2017)		617975	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)	24/11/2017	(2500)- Sell	(0.05)	615475	11.29
		01/12/2017	(3927)- Sell	(0.07)	611548	11.21
		29/12/2017	(5057)- Sell	(0.09)	606491	11.12
		05/01/2018	(289)- Sell	(0.01)	606202	11.12
		12/01/2018	(2990)- Sell	(0.05)	603212	11.06
		19/01/2018	(500)- Sell	(0.01)	602712	11.05
		23/03/2018	(1050)- Sell	(0.02)	601662	11.03
	At the end of the year (31-03-2018)				601662	11.03
3.	Total Telemedia Private Limited At the beginning of the year (01-04-2017)		115949	2.13		
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	26/05/2017	(26700)- Sell	(0.49)	89249	1.64
	At the end of the year (31-03-2018)				89249	1.64
4.	S Jamshed Abbas At the beginning of the year (01-04-2017)		42780	0.78		

	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	01/12/2017 31/03/2018	42780- Sell 50- Buy	(0.78) (0.00)	0 50	0.00 0.00
	At the end of the year (31-03-2018)				50	0.00
5.	Cheryl Damodaran At the beginning of the year (01-04-2017)		15000	0.28		
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	03/11/2017 05/01/2018	(14900)- Sell 339- Buy	(0.27) 0.01	100 439	0.01 0.01
	At the end of the year (31-03-2018)				439	0.01
6.	M Damodaran At the beginning of the year (01-04-2017)		15000	0.28		
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	22/09/2017	(15000)- Transmission	(0.28)	0	0.00
	At the end of the year (31-03-2018)				0	0.00
7.	Vijay Maheshwari At the beginning of the year (01-04-2017)		8650	0.16		
	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 (31-03-2018)				8650	0.16
8.	Chellappa A At the beginning of the year (01-04-2017)		7206	0.13		
	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 (31-03-2018)				7206	0.13
9.	Hina Abbas At the beginning of the year (01-04-2017)		3000	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 (31-03-2018)				3000	0.06
10.	A Thangammal At the beginning of the year (01-04-2017)		1950	0.03		
	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 (31-03-2018)				1950	0.03
11.	Atam Prakash Khurana At the beginning of the year (01-04-2017)		1700	0.03		
	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 (31-03-2018)				1700	0.03
12.	Sanjay Sharma At the beginning of the year (01-04-2017)		400	0.01		
	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 (31-03-2018)				400	0.01
13.	Sukarma Sood At the beginning of the year (01-04-2017)		50	0.00		



	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	02/03/2018	(50)- Sell	0.00	0	0.00
	At the end of the year (31-03-2018)				0	0.00
14.	Sudhir Kaura At the beginning of the year (01-04-2017)		50	0.00		
	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 (31-03-2018)				50	0.00
15.	Sanjev Hiremath At the beginning of the year (01-04-2017)		1600	0.03		
	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 (31-03-2018)				1600	0.03

\*47760 Equity Shares has been merged from another beneficiary account of Mr. Syed Athar Abbas.

**iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders 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 of the Company*
1.	Global Impex Limited At the beginning of the year (01-04-2017)		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 (31-03-2018)				500000	9.17

2.	Vizwise Commerce Private Limited At the beginning of the year (01-04-2017)		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)	15/09/2017	(66000)- Sell	(1.21)	330737	6.06
	At the end of the year (31-03-2018)				330737	6.06
3.	Marija Veljanovska At the beginning of the year (01-04-2017)		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 (31-03-2018)				300000	5.50
4.	Ajay Kumar Kayan At the beginning of the year (01-04-2017)		263412	4.83		
	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 (31-03-2018)				263412	4.93
5.	SPG Finvest Private Limited At the beginning of the year (01-04-2017)		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 (31-03-2018)				216971	3.98
6.	Safetag International India Pvt. Ltd. At the beginning of the year (01-04-2017)		145200	2.66		
	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 (31-03-2018)				145200	2.66
7.	Dheeraj Kumar Lohia At the beginning of the year (01-04-2017)		90000	1.65		
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	09/06/2017 21/07/2017	6498- Buy (15000)- Sell	0.12 (0.28)	96498 81498	1.77 1.49
	At the end of the year (31-03-2018)				81498	1.49
8.	Kulbir Singh At the beginning of the year (01-04-2017)		83000	1.52		
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	25/08/2017 20/10/2017	(3000)- Sell (500)- Sell	(0.06) (0.01)	80000 79500	1.47 1.46
	At the end of the year (31-03-2018)				79500	1.46
9.	Vikas Bansal At the beginning of the year (01-04-2017)		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)	25/08/2017 01/09/2017 22/09/2017 13/10/2017 17/11/2017 16/03/2018 23/03/2018 30/03/2018	1235 7016 10000 61749 (1000) (200) 150 400	0.02 0.13 0.18 1.13 (0.02) (0.00) 0.00 0.01	1235 8251 18251 80000 79000 78800 78950 79350	0.02 0.15 0.33 1.47 1.45 1.44 1.45 1.46
	At the end of the year (31-03-2018)				79350	1.46
10.	Satish Mehta At the beginning of the year (01-04-2017)		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 (31-03-2018)				59147	1.08

\*Percentage of total shares of the Company has been rounded of upto 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. Syed Athar Abbas (Managing Director) At the beginning of the year (01-04-2017)			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)	05/05/2017	47760*-merged from other beneficiary account	0.88	683445	12.53
		26/05/2017	26700- Buy	0.49	710145	13.02
		30/06/2017	200- Buy	0.00	710345	13.03
		02/02/2018	15539- Buy	0.28	725884	13.31
		02/03/2018	50- Buy	0.00	725934	13.31
	At the end of the year (31-03-2018)				725934	13.31
2.	Mr. Sudhir Damodaran (Non-Executive Director) At the beginning of the year (01-04-2017)		617975	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)	24/11/2017	(2500)- Sell	(0.05)	615475	11.29
		01/12/2017	(3927)- Sell	(0.07)	611548	11.21
		29/12/2017	(5057)- Sell	(0.09)	606491	11.12
		05/01/2018	(289)- Sell	(0.01)	606202	11.12
		12/01/2018	(2990)- Sell	(0.05)	603212	11.06
		19/01/2018	(500)- Sell	(0.01)	602712	11.05
		23/03/2018	(1050)- Sell	(0.02)	601662	11.03
	At the end of the year (31-03-2018)				601662	11.03
3.	Mrs. Hina Abbas (Executive Director) At the beginning of the year (01-04-2017)		3000	0.05		
	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 (31-03-2018)				3000	0.05
4.	Dr. Sunil Anand (Independent Director) At the beginning of the year (01-04-2017)		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 (31-03-2018)				100	0.002
5.	Mr. Vinod Rawat (Chief Financial Officer) At the beginning of the year (01-04-2017)		2750	0.05		
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	21/07/2017 28/07/2017 11/08/2017 10/11/2017	1000- Buy 2000- Buy 1000- Buy (4000)- Sell	0.01 0.03 0.01 0.05	3750 5750 6750 2750	0.06 0.09 0.10 0.05
	At the end of the year (31-03-2018)				2750	0.05

\*47760 Equity Shares has been merged from another beneficiary account of Mr. Syed Athar Abbas.

Mr. Raman Rajiv Mishra, Mr. Jagdish Prasad, Independent Directors and Mrs. Ankita Gandhi, Company Secretary of the Company did not hold any shares in the Company during the financial year 2017-18.

#### 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	91,235,759	-	5,260,000	96,495,759
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	697,410	697,410
<b>Total (i+ii+iii)</b>	91,235,759	-	5,986,729	97,222,488
<b>Change in Indebtedness during the financial year</b>				
▪ Addition	5,600,000		8,153,819	13,753,819
▪ Reduction	(27,915,229)	-	(7,110,000)	(35,025,229)
<b>Net Change</b>	(22,315,229)	-	1,043,819	(23,359,048)
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	68,920,530	-	6,303,819	75,224,349
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	435,576	435,576
<b>Total (i+ii+iii)</b>	68,920,530	-	6,739,395	75,659,925



**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. Syed Athar 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	3,113,200	1,601,120	4,714,320
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	1,126,800	-	1,126,800
	(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	-	-	-
	Total (a)	4,240,000	1,601,120	5,841,120

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

S.No.	Particulars of Remuneration	Name of Directors				Total
		Dr. Sunil Anand Independent Director	Mr. Raman Rajiv Mishra Independent Director	Mr. Jagdish Prasad Independent Director	Mr. Sudhir Damodaran Non-Executive Non-Independent Director	
1.	Independent Directors					
	- Fee for attending board committee meetings	110,000	100,000	55,000	60,000	325,000
	- Commission	-	-	-	-	-
	- Others, please specify*	-	-	-	-	-
	Total (b)	110,000	100,000	55,000	60,000	325,000

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/ 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	2,942,100	377,004	3,319,104
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	456,000	-	456,000
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission			-
	- as % of profit	-	-	
	- others, specify	-	-	
5.	Others, please specify	-	-	-
	Total	3,398,100	377,004	3,775,104

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

\*\* NRC Committee of the Board has granted 54500 options to Mr. Vinod Rawat which shall be vested in the financial year 2018-19.

**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	<p>-Ratio of the remuneration of Mr. Syed Athar Abbas, Managing Director of the median remuneration of the employees – 14:1</p> <p>-Ratio of the remuneration of Mrs. Hina Abbas, Executive Director to the median remuneration of the employees – 5:1</p>
(ii)	Percentage increase in remuneration of each director, Chief Financial Officer, Company Secretary or Manager, if any, in the financial year	<p>- Mr. Syed Athar Abbas, Managing Director : 12%</p> <p>- Mrs. Hina Abbas, Executive Director : 4%</p> <p>- Mr. Vinod Rawat, CFO : 6.50%</p> <p>- Mrs. Ankita Gandhi, Company Secretary* : 6.66%</p>
(iii)	Percentage increase in the median remuneration of employees in the financial year	23.54 % (approx)
(iv)	Number of permanent employees on the rolls of the Company as on 31.03.2016	118
(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.

The remuneration to Independent Directors is comprised of sitting fees paid to them for the financial year 2017-18. The median remuneration of employees of the Company during the financial year 2017-18 was Rs. 25526.

**Information under Section 197(12) of the Act 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 31.03.2018**

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.	Syed Athar Abbas	Managing Director	42.40	Permanent	MBA B.Tech & 33 Years	01-10-1985	62	HCL Group	11.65
2.	Vinod Rawat	Chief Financial Officer/ Director Finance	33.98	Permanent	CA, M.Com & 30 years	09-01-1998	57	Priya Agrotech Ltd.	0.07
3.	Y.V. Kumar	Sr. Vice President (Technical Services)	30.25	Permanent	B.Tech (E&C) & 29 year	01-06-2009	53	Analog Systems	NIL
4.	Manoj Thakur	Sr. Vice President (Sales)	21.35	Permanent	Graduate (Mechanical) & 18 years	01-08-1999	44	-	0.02
5.	Rajesh Kukreja	Sr. Vice President (Institutional Sales)	19.61	Permanent	B.Tech & 34 years	21-10-1994	57	Vidyut Matallics Ltd.	NIL
6.	Sushobit Sanyal	Team Leader (MMDC)	16.06	Permanent	B.tech & 10 years	03-10-2017	34	ST Microelectr onics	NIL
7.	Hina Abbas	Executive Director	16.01	Permanent	B.Sc. (H)	12-02-2015	54	-	0.05
8.	Devender Singh Dogra	Vice President (Supply Chain Managen-ent)	15.54	Permanent	B. tech & 32 years	07-02-2011	53	Salora Internat-ional Ltd.	NIL
9.	Sanjay Grover	Asst. General Manager (Channel Marketing)	15.18	Permanent	Post Graduate & 25 years	01-03-2013	52	Information TV Pvt. Ltd.	NIL
10.	Deepak Kumar	Sr. Software Engineer	13.73	Permanent	B.Tech & 7.5 years	26-12-2017	32	Cognizant	NIL

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

### Form No. AOC-2

(Details pertaining to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.)

#### A. Details of contracts or arrangements or transactions not at arm's length basis:-

There were no contracts or arrangements or transactions entered into during the year ended 31<sup>st</sup> March, 2018, which were not at arms length basis.

#### B. Details of contracts or arrangements or transactions at arm's length basis:-

S. No.	Name(s) of the Related Party & Nature of Relationship	Nature of Transactions	Transactions Value (Rs. in Lacs)	Duration of transactions	Salient Terms of Transactions	Date of Approval by the Board	Amount paid in advance (Rs. in Lacs)
1.	Catvision Unitron Private Limited (Joint Venture)	Rent received Legal & Professional Charges paid Share Application Money paid	12.30 30.03 15.20	April 2017 to March 2018	The related party transactions (RPTs) entered during the year were in the ordinary course of business and on arm's length basis.	Since these RPTs are in the ordinary course of business and are at arm's length basis, approval of the Board is not applicable. However, necessary approvals were granted by the Audit Committee from time to time.	Nil
2.	Unicat Limited (Joint Venture)	Purchase of Software Share Application Money paid	23.98 9.46				Nil
3.	Total Telemedia Pvt. Ltd. (Associate)	Channel Distribution Expenses paid Commission paid	52.43 9.16				Nil
4.	Gulnaz Begum	Interest of Fixed Deposit	0.79				Nil
5.	Syed Jamshed Abbas	Interest on Fixed Deposit	4.28				Nil
6.	Hina Abbas	Interest on Fixed Deposit	1.30				Nil



## REPORT ON CORPORATE GOVERNANCE

### COMPANY'S 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 Listing Regulations, 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.

A Report on compliance with the Corporate Governance provisions as prescribed under the Listing Regulations is given herein below:

#### A. BOARD OF DIRECTORS:

The Board of Directors of your Company has an optimum combination of executive and non-executive directors. The non-executive directors include independent professionals

having considerable experience and expertise in their respective areas. Together they bring diverse experience, skills and vast expertise. The composition of the Board of your Company is in conformity with Regulation 17 of the Listing Regulations. 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 maximum tenure of Independent Directors is in compliance of with the Act and the Listing Regulations. All the Independent Directors have confirmed that they meet the criteria as mentioned in Regulation 16(1)(b) of the Listing Regulations and Section 149(6) of the Act. Except getting sitting fees, none of the Independent Directors have any other pecuniary relationships with your Company, its subsidiaries or associates or their Promoters or Directors.

Your Board of Directors hereby confirms that there are no material financial and commercial transactions between the senior management of your Company and the Company which could have potential conflict of interest with the Company at large.

#### a. Board Structure:

The Board of your Company comprises 6 (Six) Directors including a Woman Director and 3 (Three) Independent Directors. None of the Directors is a Director in more than 10 public limited companies as specified in Section 165 of the Act or acts as an Independent Director in more than 7 listed companies as specified in the Regulation 25 of the Listing Regulations. Further none of the Directors on the Board is a member of more than 10 committees and Chairman of more than 5 committees as specified in the Regulation 26 of the Listing Regulations, across all the Indian Public Limited companies in which he/she is a director. The details of each member of the Board are provided herein below:

Name	Category of Directors	DIN	Total No. of Directorships, Committee Chairmanships and Memberships as on 31st March, 2018		
			Directorships	Committee Chairmanships	Committee Memberships
Mr. Syed Athar Abbas	Managing Director	00770259	2	NIL	1
Mrs. Hina Abbas	Executive Director	01980925	NIL	NIL	NIL
Mr. Sudhir Damodaran	Non-Executive, Non Independent Director	01091518	2	NIL	NIL
Mr. Raman Rajiv Misra	Independent Director	01602244	2	NIL	2
Dr. Sunil Anand	Independent Director	00770353	2	2	NIL
Mr. Jagdish Prasad	Independent Director	03440960	2	NIL	1

None of the Directors of your Company are inter-se related to each other except Mrs. Hina Abbas, Executive Director, who is related to Mr. Syed Athar Abbas, Managing Director of the Company.

**b. 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 Listing Regulations. The annual calendar of meetings is determined in advance at the beginning of each year. 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. A detailed Agenda, setting out the business to be transacted at the meeting(s), supported by detailed notes and presentations, if any, is sent to each director at least seven days before the date of Board meeting(s) and of the Committee(s) meetings. The Directors are also provided with the facility of video conferencing to enable them to participate effectively in the meetings, as and when required.

During the year 1st April, 2017 to 31st March, 2018, 5 (five) Board Meetings were held. These meetings were well attended by the Directors. The details of Board meetings 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
31st May, 2017	6	6
11th August, 2017	6	6
29th September, 2017	6	5
14th November, 2017	6	6
12th February, 2018	6	4

The attendance of the Directors at these meetings was as under :

Name of the Directors	Attendance at the Board Meetings			Whether attended the AGM held on 29-09-2017
	Held	Attended		
		Physical	Audio/Video	
Mr. Syed Athar Abbas	5	5	-	Yes
Mr. Sudhir Damodaran	5	4	-	Yes
Mr. Hina Abbas	5	5	-	Yes
Dr. Sunil Anand	5	5	-	Yes
Mr. Raman Rajiv Misra	5	3	2	Yes
Mr. Jagdish Prasad	5	2	1	No.

Apart from Board Members and the Company Secretary, Board and Committee Meetings are also attended by the Chief Financial Officer and Statutory Auditors wherever their presence was required.

**c. Meetings of Independent Directors:**

The Independent Directors of your Company meets without the presence of the Managing Directors, other non-independent directors or any other management personnel. These meetings are held in a manner to enable the independent directors to, inter-alia, discuss matters pertaining to review of performance of non-independent directors and the Board as a whole, review of the performance of the executive directors, assess the quality, quantity and timeliness of flow of information between the

Company's Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Two meetings of independent directors were held during the year on 14th November, 2017 and 18th March, 2018 and these meetings were well attended by the independent directors.

**d. Board Procedure and availability of information supplied to the Board:**

To enable the Board to discharge its responsibilities effectively and take informed decisions, the Managing Director apprises the Board at every meeting of the overall performance of your Company, followed by presentations. 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 Listing Regulations;
- 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 management as well as steps taken by the management to rectify instances of non-compliance.

**e. Code of Conduct:**

The Board of your Company has laid down the code of conduct for the Board and Senior Management and Employees of the Company. The Code have been posted on the Company's website

[www.catvisionindia.com](http://www.catvisionindia.com). All the Board members and Senior Management Personnel have affirmed compliance with this code. A declaration signed by the Managing Director to this effect is enclosed at the end of this Report.

The Code of Conduct for the Board Members of the Company also includes Code for Independent Directors which is a guide to professional conduct for Independent Directors, pursuant to the section 149(8) and Schedule IV of the Act.

**f. Directors seeking Appointment/Re-appointment:**

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.

Mr. Syed Athar Abbas, Managing Director of the Company is liable to retire by rotation and being eligible for re-appointment at the ensuing AGM of your Company and has offered himself for re-appointment.

Attention of the members of the Company is drawn to the fact that Mr. Syed Athar Abbas was appointed as Managing Director of the Company for a period of 3 years with effect from 01st October, 2015 with the consent of the members through Postal Ballot dated 7th November, 2015 and his tenure is going to expire on 30th September, 2018. As per the recommendation of the Nomination and Remuneration Committee and subject to the approval of the shareholders, the Board of Directors of the company in its meeting held on 11<sup>th</sup> August, 2018 has re-appointed Mr. Syed Athar Abbas as the Managing Director of the company with effect from 01st October, 2018 for a further period of 3 years on terms and conditions as mentioned in the Notice to the AGM.

Mrs. Hina Abbas (DIN: 01980925) was appointed as a Director of the Company, whose period of office was liable to determination by retirement by rotation, by the members of the Company in the Annual General Meeting (AGM) held on 30-09-2015 to hold office for a period of 3(Three) years w.e.f. 30-09-2015.

In the performance evaluation conducted for the year 2017-18, the performance of Mrs. Hina Abbas was evaluated satisfactorily in the effective and efficient discharge of her role and responsibilities as a Director of the Company. The Board upon recommendation of the Nomination & Remuneration Committee of the Company, in its meeting held on 11<sup>th</sup> August, 2018, has approved the re-appointment of Mrs. Hina Abbas as a Director liable to retire by rotation, for term of 5(Five) years from the date of end of her tenure on terms and conditions as mentioned in the Notice to the AGM.

**B. COMMITTEES OF THE BOARD:**

**a. Audit Committee:**

This Committee comprises of three Independent Directors viz. Dr. Sunil Anand, Chairman, and Mr.

Raman Rajiv Misra and Mr. Jagdish Prasad as member. All the members of the Committee are Independent Directors and possess strong accounting and financial management knowledge. 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.

The powers and role of the Committee encompass accounting matters, financial reporting and internal controls. The terms of reference of the Audit Committee are very wide and are in line with the regulatory requirements mandated by the Act and Part C of Schedule II of the Listing Regulations.

The Audit Committee has been granted powers as prescribed under Regulation 18(2)(c) of the Listing Regulations and reviews all the information as prescribed in Part C of Schedule II of the Listing Regulations.

#### **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 statements are 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 and 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 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;

- I. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
- j. 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;
- k. Discussion with internal auditors any significant findings and follow up there on;
- I. 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;
- m. 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;
- n. 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;
- o. Reviewing the functioning of Whistle Blower mechanism in the Company;
- p. Reviewing other areas that may be brought under the purview of the role of Audit Committee as specified in the Listing Regulations and the Act, as and when amended; and
- q. Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background etc. 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.

The meetings of the Audit Committee are also attended by the Managing Director, the Chief Financial Officer and the Company Secretary. The Chairman of the Audit Committee, Dr. Sunil Anand was present at the 32nd AGM of the Company held on 29th September, 2017, to address the Shareholders' queries pertaining to annual accounts of the Company.

The Committee met 4 (Four) times during the year under review. The gap between two meetings did not exceed 120 days. The attendance at the meetings was as under:-

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

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. The Committee also administers the Company's Employees Stock Option Plan and take appropriate decisions in terms of the concerned scheme.

The terms of reference of this Committee are in line with the regulatory requirements mandated in the Act and Part D of Schedule II of Listing Regulations.

As on 31st March, 2018, the N&R Committee comprises of Mr. Raman Rajiv Misra, Chairman, Dr. Sunil Anand, Member and Mr. Jagdish Prasad, Member. All Committee members are independent directors. As per Section 178(7) of the Act and Secretarial Standards, the Chairman of the Committee, or in his absence, any other member of the Committee authorised by him in this behalf shall attend the General Meetings of the Company. The Chairman of the Committee, Mr. Raman Rajiv Misra, was present at the 32nd AGM of the Company held on 29th September, 2017.

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:

- to review of Human Resource policies and practices of the company and, in particular, policies regarding remuneration of Executive Directors and Senior Management;

- to formulate compensation philosophy of the Company;

- to recommend/review remuneration of Managing Director and Executive Director base on their performance and Assessment;

- 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.

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	3	3
Dr. Sunil Anand	Member	3	3
Mr. Jagdish Prasad	Member	3	3

The details of the remuneration and sitting fees paid during the year ended 31st March, 2018 is as follows:

S. No.	Name of the Member	Salary	Perquisites and Other Benefits	Sitting Fee	Others*	Total
1.	Mr. Syed Athar Abbas	31.13	11.27	-	-	42.40
2.	Mrs. Hina Abbas	16.01	-	-	-	16.01
3.	Dr. Sunil Anand	-	-	1.10	-	1.10
4.	Mr. Raman Rajiv Misra	-	-	1.00	-	1.00
5.	Mr. Jagdish Prasad	-	-	0.55	-	0.55
6.	Mr. Sudhir Damodaran	-	-	0.60	-	0.60

c. **Stakeholders' Relationship Committee:**

The Board of Directors of the Company has constituted a Stakeholders Relationship Committee, comprising of Mr. Syed Athar Abbas, Mr. Raman Rajiv Misra and Dr. Sunil Anand. The Committee, inter-alia, oversees and reviews all matters relating to transfer/transmission of shares, issue of duplicate share certificates (including for transfer to Investor Education and Protection Fund as per the provisions of the Act and Rules framed thereunder) and monitor redressal of the grievances of the security holders of the Company relating to transfers, non-receipt of annual reports, dividend etc.

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.

The role and terms of reference of the Committee covers the areas as contemplated under Section 178 of the Act and Regulation 20 read with Part D of Schedule II of the Listing Regulations, as applicable, besides the other terms as referred by the Board of Directors.

During the year all complaints received, if any, have been attended well and resolved to the satisfaction of the shareholders. As of date, there are no complaints pending to the year under review.

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

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

The terms of reference of this Committee are in line with the regulatory requirements mandated in the Act and Part D of Schedule II of Listing Regulations.

#### C. CEO/CFO CERTIFICATION:

As required under Regulation 17(8) of the Listing Regulations, the Managing Director and Chief Financial Officer of the Company have jointly certified to the Board regarding the Financial Statements for the year ended 31st March, 2018. The same forms part of the Annual Report.

#### D. SHAREHOLDER INFORMATION:

##### a. Separate Meeting of Independent Directors:

The independent directors of your Company meet without the presence of Managing Director, Executive Director, other Non-independent directors.

These meetings are conducted in an informal and flexible manner to enable the independent directors to, inter-alia, discuss matters pertaining to review of performance of Non-independent directors and the Board as a whole, assess the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Two meetings of independent directors were held during the year and these meetings were well attended by the independent directors.

##### b. Annual General Meeting:

The 33rd Annual General meeting of the Company

shall be held on 29th September, 2018 at 12.30 p.m. at Riverside Sports & Recreation Club, Club Avenue, Mayur Vihar Phase-1, New Delhi-91.

The last three General Meetings of the company were held as under:

Annual General Meeting	Location	Date and Time	Special Resolutions Passed there at
32nd	Riverside Sports & Recreation Club, Club Avenue, Mayur Vihar Phase-1, New Delhi-91	29-09-2017 at 12.30 pm.	2
31st	Riverside Sports & Recreation Club, Club Avenue, Mayur Vihar Phase-1, New Delhi-91	30-09-2019 at 12.30 pm.	1
30th	Riverside Sports & Recreation Club, Club Avenue, Mayur Vihar Phase-1, New Delhi-91	30-09-2015 at 11.30 am.	1

#### C. Financial Calendar for 2018-19:

Financial Reporting for 2018-19 will be as follows:  
Tentative Time Period

Quarter ending June, 30, 2018	August, 2018
Quarter ending September 30, 2018	November, 2018
Quarter ending December 31, 2018	February, 2019
Quarter ending March 31, 2019	May, 2019

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 Towers, Dalal Street, Mumbai. The annual fee of Rs. 250000/- for financial year 2018-19 has been paid to the stock exchanges 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 23<sup>rd</sup> September, 2018 to 29<sup>th</sup> September, 2018 (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, 2018, 38,15,479 Equity Shares out of 54,53,600 Equity Shares of the Company, forming 69.96 % 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 from the date 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 the Stock Exchange, a qualified practicing Company Secretary carries 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 Practicing Company Secretary confirmed that as at 31<sup>st</sup> March, 2018 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. Copies of the quarterly Reconciliation of Share Capital Audit Report were

submitted to the Bombay Stock Exchange Limited, Mumbai.

**k. Compliance Officer:**

Mrs. Ankita Gandhi  
Corporate 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 Listing Regulations.

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

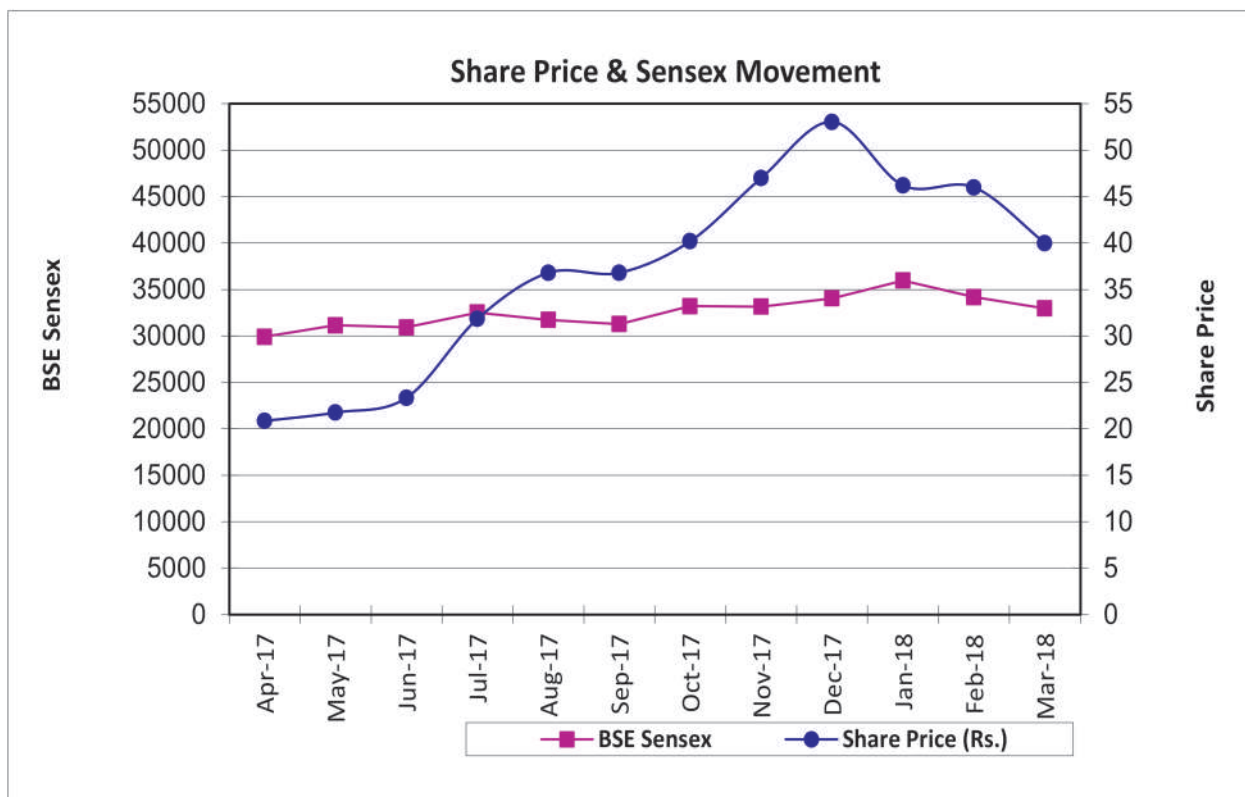
As stipulated in Schedule V of the Listing Regulations, the certificate regarding compliance of conditions of corporate governance by Statutory Auditor of the Company forms part of this Annual Report.

**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 1<sup>st</sup> April, 2017 to 31st March, 2018 are as under:

Month	Month's High (Rs.)	Month's Low (Rs.)	Volume of Shares Traded (Nos.)
April - 2017	22.55	19.00	118
May - 2017	22.60	18.20	100
June - 2017	27.10	22.25	259
July - 2017	34.40	22.40	286
August - 2017	36.80	27.65	178
September - 2017	36.80	36.80	52
October - 2017	47.00	38.00	599
November - 2017	55.90	35.00	685
December - 2017	57.55	39.40	601
January - 2018	55.55	45.55	425
February - 2018	49.55	39.90	356
March - 2018	44.00	37.90	166

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



Source: [www.bseindia.com](http://www.bseindia.com)

o. **Distribution of Shareholding:**

(i) The distribution of shareholding by size class as at 31st March, 2018 is as follows :

Shareholding of Value in Rs.	Shareholders		Shareholdings	
	Numbers	Percentage	Numbers	Percentage
1-5000	2370	81.64	485441	8.90
05001-10000	259	8.92	226952	4.16
10001-20000	124	4.27	193337	3.54
20001-30000	40	1.38	102551	1.88
30001-40000	14	0.48	50064	0.92
40001-50000	20	0.69	93944	1.72
50001-100000	33	1.14	242475	4.45
100001 and above	43	1.48	4058836	74.43
Total	2903	100.00	5453600	100.00

(ii) The Distribution of shareholding, by ownership, as at 31st March, 2018 is as follows:

Category	No. of Shares Held	Percentage of Shares
Promoters & Promoter's Group:	1441890	26.44
Financial Institution / Bank/Mutual Funds:	16,900	0.31
General Public:		
- Individuals/Trust	2120868	38.89
- Bodies Corporate		
(i) Indian	839984	15.40
(ii) Overseas	500000	9.17
- NRI	466555	8.55
- Clearing Members	67403	1.24
<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) Head 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:**

Your Company from time to time and as may be required, communicates with its shareholders through multiple channel of communications such as dissemination of information on the website of the Stock Exchange, the Annual Reports and uploading relevant information on its website [www.catvisionindia.com](http://www.catvisionindia.com)

The unaudited quarterly financial results are announced within forty-five days of the close of each quarter, other than the last quarter of the financial year. The audited annual results are announced within sixty days from the end of the financial year as required under the Listing Regulations. The aforesaid financial results are announced to the stock exchange within the statutory time period from the conclusion of the Board Meeting(s) at which these were considered and approved.

Your Company discloses to the Stock Exchange, all information required to be disclosed under Regulation 30 read with Part A and Part B of Schedule III of the Listing Regulations including material information

having a bearing on the performance/operations of the Company and other price sensitive information. All information are filed on BSE's online portal.

The Annual Report of the Company, the quarterly/half yearly and the audited financial statements are also disseminated on the website of the Company. The quarterly, half yearly and yearly results are also published in Money Makers and Dainik Mahalaxmi which are national dailies. These are not sent individually to the Shareholders. The detailed information about the products of the Company is available on its website [www.catvisionindia.com](http://www.catvisionindia.com).

**E. OTHER DISCLOSURES:**

**a. Policies:**

**i. Policy for determining 'Material' subsidiaries**

Your Company has formulated a Policy for determining 'Material' subsidiaries as defined in Regulation 16 of the Listing Regulations. This policy has also been posted on the website of the Company.

**ii. Policy on Materiality of and dealing with Related Party Transactions**

Your Company has formulated a Policy on Materiality of and dealing with Related Party Transactions which specify the manner of entering in to related party transactions. This policy has also been posted on the website of the Company.

- iii. Suitable disclosures have been made in the financial statements, together with the Management's explanation in the event of any treatment being different from that prescribed in accounting standards.

**b. Subsidiary Companies:**

The Company does not have any subsidiary company.

**c. Disclosure of Accounting Treatment in preparation of Financial Statements:**

The Company adopted Indian Accounting Standards (Ind AS) from 1st April, 2017. Accordingly, the financial statements have been prepared in accordance with Ind AS and Companies (Indian Accounting Standards), Rules, 2015 as amended and notified under Section 133 of the Act and other relevant provisions of the Act.

**d. Code for prevention of Insider Trading practices:**

The Company has formulated and adopted the 'Code of Conduct' in compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015. This code is designed to maintain the highest ethical standards of trading in securities of the Company by persons to whom it is applicable. This code advises them on procedures to be followed and disclosures to be made, while dealing with the securities of the Company and cautions them of the consequences of violations.

**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. All employees, directors, vendors, suppliers or other stakeholders associated with the Company can make the protected disclosure by sending a letter to the below address:

Chairperson of the Audit Committee  
Catvision Limited  
E-14 & 15, Sector-8,  
Noida, Uttar Pradesh-201301.

The Whistle Blower Policy of the Company is available on the website of the Company.

**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.

Your Company has been reporting results, drawn up based on the results of Associates Companies. The discussion therefore, covers the financial results and other developments during the period 1st April, 2017 to 31st March, 2018. Some of the statements in this discussion describing projection, estimates, expectations or outlook may be forward looking. The actual results may, however differ materially from those stated, on account of various factors such changes in government regulation, tax regimes, exchange rate and interest rate fluctuation, demand and supply etc.

**b. Global Economy:**

The global economic upswing that began around mid-2016 has become broader and stronger. During the year under review, the world economy grew to 3.8 percent mostly driven by an investment recovery in advanced economies, continued strong growth in emerging Asia, a notable upswing in emerging Europe and signs of recovery in several commodity exporters. Global growth is expected to pick up to 3.9 percent in 2018 as the cyclical movements continue due to support by favourable market sentiment, accommodative financial conditions and the domestic and international repercussions of expansionary fiscal policy in the United States. The partial recovery in commodity prices should allow conditions in commodity exporters to gradually improve.

**c. 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. 7778.04 lacs from Rs. 5685.55 lacs during the previous year registering a growth of 37%.

**d. Indian Economy:**

India has emerged as the fastest growing major economy on the world as per the Central Statistics



Organization (CSO) and International Monetary Fund (IMF) and is expected to be one of the top three economic powers of the world over the next 10-15 years, backed by its strong democracy and partnerships. The Indian economy faced a relatively slower growth in the first half of the financial year under review due to temporary hiccups caused by demonetization and implementation of the Goods and Service Tax (GST), but the second half of the financial year saw a stronger recovery. The country's GDP was 6.5% in 2017-18. The economic survey expects the GDP to grow by 7-7.5% for the financial year 2018-19.

The United Nations Report on the Indian Economy says that GDP growth is expected to climb 7.6% in fiscal year 2018 and, among the major economies, growth in India is gaining momentum, underpinned by robust private consumption, a slightly more supportive fiscal stance and benefits from past reforms. The report added that although capital spending has shown signs of revival, a more widespread and sustained recovery in private investment remains a crucial challenge in India.

GST implementation may help reduce internal barriers to trade, enhanced efficiency and improve tax compliance over the medium term. The government of India continues its emphasis on wide-ranging reforms aimed at improving productivity and incentivizing private investments. Going forward, these initiatives will be among the prominent growth drivers for India.

**e. Media and Entertainment Industry:**

The Indian Media & Entertainment (M&E) sector grows with the economy albeit at a higher pace and its medium term outlook is bright. The global economy is expected to grow at 3.8% this year, faster than the 3.7% forecast by IMF in October 2017. The medium-term outlook for the economy will have a positive effect on India's M&E industry as advertisements account for around 50% of revenues. More so, export-led entertainment companies are expected to gain from global growth. Largely driven by sentiments, ad spends by companies are expected to increase in financial year 2019 and beyond. A booming economy witnesses higher spending of various industries on advertisement as the sales grow. Further, the year-on-year growth in circulation can be seen with a stable trend of per capita growth in GDP.

From an outside-in perspective, global M&E companies view India as a highly attractive market today with huge potential going forward based on demographic and economic factors. With growing middle class, young demographic, uptake on digital and a rise in the consumer incomes, the propensity to spend on media and entertainment is growing faster than the economy itself. India's conducive regulatory environment and high volume of content consumption hold significant potential for foreign investments in the M&E sector. Many global M&E conglomerates have been present in India for more than a decade and

others continue to make forays. At the same time, a vibrant domestic entrepreneurial community is powering the development of content.

**f. Industry Structure & Development:**

As per the latest Broadcast India Survey (BI 2018) by joint industry body BARC India, the country has now 197 million TV homes as compared to 183 million in 2016, which is a 7.65% growth over 2016. There has been many developments in the industry during the year. In the analog regime, there was leakage in revenue. But due to digitalization of cable TV operators are able to increase their collection across all DAS markets. The increase in collection from the end customers has resulted in more cash on the table to operators which they use to upgrade, modernize their networks and expand their customer base. During the year 2017, the DTH subscriber base in India grew by over three million. This was caused primarily by the implementation of digitalization in DAS III and DAS IV markets and non-preparation of the MSOs and LCOs to convert the analog network into digital and shortage of Set Top Boxes.

With the implementation of digitization and availability of HD televisions the industry is gradually moving out from Standard Definition Channels (SD) to High Definition Channels (HD). As per the E&Y report, it is estimated that the subscriber base for HD, has crossed 10 million. The distributors are providing 60 HD channels including sports channels which fetched higher contribution to the operators, due to premium pricing that such channels command. With the reduction in broadband pricing, the gap between the cost of watching TV on broadband and traditional cable or DTH has significantly reduced. This has placed a threat to cable and DTH industry as affluent customers, second television connection in nuclear families, can move to OTT platforms for their TV consumption. As per estimates by 2020, there would be around 4 million people who primarily depend on OTT platforms for their content.

The Telecom Regulatory Authority of India (TRAI) had released the Telecommunication (Broadcasting and Cable) Services (Eighth) (Addressable systems) Tariff Order, 2017 (No. 1 of 2017) in March 2017 which was challenged by STAR TV in May 2018 the Hon'ble Madras High Court gave its verdict in favour of TRAI but provided a window to STAR TV to challenge the order before the Hon'ble Supreme Court. If STAR does not appeal, it shall become law which would have a significant impact on broadcasters, distribution companies and consumers. It will give complete freedom to the MSOs and LCOs to select the channels they want and will provide a level playing field to all operators in terms of content cost. These developments would be in the interest of smaller operators.

DD Free Dish, the state-run DTH provider, is the largest

TV distribution company in the country with over 24 million subscribers. This is considerably higher than large national pay TV companies, which average 8 million to 16 million subscribers each. With over 80 channels currently, DD Free Dish plans to eventually reach 256 channels by 2020. The implementation of the Tariff Order of 2017 could further push the Free TV viewer base to 46 million by 2020.

Catvision has positioned itself as one of the leading suppliers of entire range of products to the cable television operators MSOs and LCOs. Catvision is one of the largest Indian manufacturers of digital headend, set top boxes, both SD and HD, and other networking and distribution equipment. In 2017-18 Catvision continued its expansion, both in terms of product line and market in India as well as abroad. Your Company is focused on expanding its operation geographically to Nepal, Bhutan, Bangladesh, Afghanistan, Africa etc. In the domestic market it has the presence across the country from North to South and East to West. All this has been possible by high quality customized products, prompt after sales service support and an in-house R&D which has been continuously working on the development of next generation products for the industry.

**g. Hotel Systems & Services:**

Travel and tourism is one of the world's fastest-growing sectors. The Indian tourism and hospitality industry is a major contributor to the country's growth and employment generation besides being a significant source of earning foreign currency for the country. Growing middle class, rising disposal incomes and shift from foreign to domestic tourism are few macro growth enablers. India's travel and tourism industry has huge growth potential. The tourism industry is also looking forward to the expansion of E-visa scheme which is expected to double the tourist inflow to India. According to a joint study conducted by the Associated Chambers of Commerce of India and Yes Bank. India's travel and tourism industry has the potential to expand significantly on the back of higher budgetary allocation.

Your Company was one of the largest suppliers of SMATV systems to the hotel industry. But due to regulatory changes, the hotels shifted from having their in-house systems to taking the service from DTH operators. But due to the one-way service limitation of DTH, the hotels are gradually moving to IPTV a new 2-way technology in which your Company is a market leader. If the TRAI tariff order finally becomes a law, your Company will be able to match the DTH operators in content cost. This would open the way to signing contracts with a large number of hotels who will prefer to migrate to IPTV networks with the benefit of live channels as well as streaming.

Due to the regulatory changes, your Company changed its business model from selling systems to hotels to providing cable TV and IPTV services. During

the fiscal year 2017-18, your Company concluded agreements with 8 hotels to provide cable TV services to them. Discussions are on with many more hotels who have shown interest in migrating from DTH to cable TV and IPTV.

**h. Strengths & Opportunities:**

Your Company not only has a complete range of digital head-end systems, set top boxes and fiber 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 an advantageous position vis-à-vis competition. Having a pan-India presence in the industry, a trusted brand and a highly skilled engineering team to provide technical support to customers, further reinforces this advantage. The Company can leverage this advantage to enter new market segments and new geographies. During the fiscal year 2017-18, your Company has established its own Multi Media Development Centre (MMDC), which designs and develops next generation products for the industry. It differentiates your Company from the others who lack the technical skills that your Company possesses.

Several opportunities are available to the company in the foreseeable future. In cable TV the biggest opportunity is the ongoing digitization of cable networks particularly in phase 4 areas and expansion and up-gradation of the existing networks. In DTH, your Company plans to launch set top boxes for the Free Dish service of Doordarshan which has enormous growth prospects (see above). Since TRAI's new tariff order is in place (unless the Hon'ble Supreme Court grants stay to the Madras High Court order), a large number of LCOs will go for setting up their own networks which will open huge business opportunities for your Company as there will be increased demand for headend and set top boxes. The Company's Hotel business will also be a beneficiary of this order as already explained earlier.

Exports has been another area where there is enormous scope. Your Company has already established its brand in Nepal, Bhutan, Afghanistan, Middle East and in a few African countries. Recently your Company has expanded its operation in Bangladesh where there is huge potential. Nepal has already switched to digitalization of networks and other countries are also slowly moving in digitalization regime.

**i. Threats & Challenges:**

The entry of Chinese companies setting up manufacturing units in India is the biggest threat not only to your Company but to all Indian Set Top Boxes (STBs) manufacturing companies. With deep pockets, these Chinese companies offer their products at very cheap rate and extended credit period, making it very



difficult for Indian companies to compete. Though your Company is fully capable to match the technology and prices which these Chinese companies are currently offering in the market. The kind of credit terms they offer are difficult to match.

Being in the technology sector your Company faces a threat from new and disruptive technology like streaming. The entry of Reliance Jio in to streaming TV content over Fiber To The Home (FITH) system is a threat to all operators.

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.

**j. Risks and Concerns:**

**i. Industry Risk:**

Macroeconomic 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 of product, brand recognition, 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.

**k. Internal Control Systems:**

Your Company has a robust 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 efficiency of operations, the adequacy of safeguards for assets, the reliability of financial controls and compliance with applicable laws and regulations.

The Company has a clearly defined organizational structures, decision making rights, manual and operating procedures to ensure orderly and efficient conduct of business.

The system focuses on optimum utilization of resources and adequate protection of the 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.

**l. 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.

**m. 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.

## **CERTIFICATION ON FINANCIAL STATEMENTS OF THE COMPANY**

We, Syed Athar 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 year ended March 31, 2018 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 year ended March 31, 2018 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

**Syed Athar Abbas**  
Managing Director  
(DIN 00770259)

Place: Noida, U.P.  
Date : 11<sup>th</sup> August, 2018

**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)

I, Syed Athar Abbas, Managing Director of the Company, do hereby declares and 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 compliance with Rules of Code of Conduct for

the financial year ended 31st March, 2018, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Place: Noida, U.P.  
Date : 11<sup>th</sup> August, 2018

**Syed Athar Abbas**  
Managing Director

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

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To  
The members of Catvision Limited

We have examined the compliance of the conditions of Corporate Governance by Catvision Limited ('the Company') for the year ended on 31st March, 2018, 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'), as amended from time to time pursuant to the Listing Agreement of the Company with Stock exchange.

### **Managements' Responsibility:**

The compliance with the conditions of Corporate Governance is the responsibility of the management of the Company, including the preparation and maintenance of all relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in SEBI Listing Regulations.

### **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.

Pursuant to the requirements of SEBI Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in SEBI Listing Regulations for the year ended 31st March, 2018.

We conducted our examination of the relevant records of the Company in accordance with the Guidance Note on Reports or Certificates for Special Purposes, Guidance Note on Certification of Corporate Governance both issued by the

Institute of Chartered Accountants of India (ICAI) and 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. The Guidance Note on Report or Certificate for Special Purpose requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

### **Opinion:**

In our opinion and to the best of our information and according to the explanations and information provided to us and the representations provided by the Management, we certify that the Company has complied with all the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations.

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.

### **Restrictions on use**

This certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirements of SEBI Listing Regulations, and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any person to whom this certificate is shown or in to whose hands it may come without our prior consent in writing.

**For Agrawal and Gaur**  
Chartered Accountants  
Firm Reg. No. 010550N

**Pavan Kumar Agrawal**  
Partner  
M No. 085376

Place: Noida, U.P.  
Date : 11<sup>th</sup> August, 2018

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## INDEPENDENT AUDITORS' REPORT

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

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

We have audited the accompanying Standalone Ind AS Financial Statements of CATVISION LIMITED ("the Company"), which comprises of the Balance Sheet as at 31 March 2018, the Statement of Profit and Loss, the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone Ind AS financial statements").

### **Management's Responsibility for the Standalone Ind AS 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 Ind AS financial statements that give a true and fair view of the state of affairs, profit/loss (including comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with relevant rules issued there under and other accounting principles generally accepted in India.

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 adequate 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 Standalone Ind AS Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparation and presentation of Standalone Ind AS Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these Standalone Ind AS 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 Standalone Ind AS 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 Standalone Ind AS 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 Standalone Ind AS 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 Board of Directors, as well as evaluating the overall presentation of the Standalone Ind AS Financial Statements.

We are also responsible to conclude on the appropriateness of management use of going concern of accounting and, based on audit evidence obtained, whether a material uncertainty exist related to events or conditions that may cast significant doubt on entity's ability to continue as going concern. If we conclude that a material uncertainty exist, we are required to draw attention in the auditors report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify the opinion. Our conclusions are based on the audit evidence obtained upto the date of auditor's report. However, future events or conditions may cause an entity to cease to continue as a going concern.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Ind AS Financial Statements.

### **Opinion**

In our opinion and to the best of our information and

according to the explanations given to us, the aforesaid Standalone Ind AS Financial Statements and other financial information 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, 2018 and its profit (including other comprehensive income), its changes in equity and cash flows for the year ended on March 31, 2018.

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

1. As required by the Companies (Auditors Report) Order, 2016("the Order") issued by the Central Government 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 Standalone Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - e) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, as

applicable.

- f) In our opinion, the Standalone Ind AS 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 31<sup>st</sup> March, 2018, 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 standalone Ind AS 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.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For Agrawal and Gaur**  
Chartered Accountants  
FRN: 010550N

**Pavan Kumar Agrawal**  
Partner  
Membership No. 085376

Place: Noida, U.P.  
Date : 30th May, 2018



**“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:
- The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment (fixed assets) on the basis of available information.
  - 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.
  - 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:
- The inventories have been physically verified during the year by the management at reasonable intervals and no material discrepancies were noticed on physical verification.
  - 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.
  - 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 or provided any guarantee, 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 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 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.
- 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:
- According to the information and explanations given to us, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Goods and Service 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, 2018 for a period of more than six months from the date of becoming payable.
  - According to the records of the Company, the dues of Income Tax outstanding on account of dispute which has not been deposited on account of disputes as on March 31, 2018 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 and on the basis of the records examined by us, the Company has not raised any money by way of Initial Public offer/further public offer (including debt instruments).
- x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, no instances of fraud by the Company or any fraud on the Company by its officers or employees have been noticed or reported during the year.



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- xi. According to the information & 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 to the Act.
- xii. In our opinion, the Company is not Nidhi Company, therefore, the provision of 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 & 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 & 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 Agrawal and Gaur**  
Chartered Accountants  
FRN: 010550N  
  
**Pavan Kumar Agrawal**  
Partner  
Membership No. 085376
- Place: Noida, U.P.  
Date : 30th May, 2018

**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 2018 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 Act.

**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 Act, 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 Standalone Ind AS 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 Standalone Ind AS 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 Standalone Ind AS 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 2018, 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 ICAI.

**For Agrawal and Gaur**  
Chartered Accountants  
FRN: 010550N

**Pavan Kumar Agrawal**  
Partner  
Membership No. 085376

Place: Noida, U.P.  
Date : 30th May, 2018

## BALANCE SHEET AS AT 31ST MARCH, 2018

	Note No.	As at 31.03.2018 ₹	As at 31.03.2017 ₹	As at 01.04.2016 ₹
<b>ASSETS</b>				
<b>Non Current Assets:-</b>				
a) Property, Plant & Equipment	4	44,919,338	35,253,094	34,826,424
b) Capital Work In Progress	4	7,243,972	-	-
c) Other Intangible assets	4	522,503	591,073	322,250
<b>d) Financial assets:-</b>				
(i) Investments	5	46,080,472	43,614,113	37,749,183
(ii) Trade Receivables	6	184,317	12,125,134	10,704,192
e) Other Assets	7	9,111,226	6,981,184	6,618,546
<b>Total Non-Current Assets</b>		<b>108,061,828</b>	<b>98,564,598</b>	<b>90,220,595</b>
<b>Current Assets:-</b>				
a) Inventories	8	107,259,177	134,105,720	117,259,887
<b>b) Financial Assets</b>				
(i) Trade Receivables	9	108,696,692	92,272,840	73,356,801
(ii) Cash & Cash Equivalents	10	45,759,271	42,682,521	15,989,803
(iii) Loans	11	2,000	-	-
c) Current Tax Assets	12	8,891,248	6,298,879	3,680,701
d) Other Current Assets	13	30,226,876	20,803,788	58,986,030
<b>Total Current Assets</b>		<b>300,835,264</b>	<b>296,163,748</b>	<b>269,273,222</b>
<b>Total Assets</b>		<b>408,897,092</b>	<b>394,728,346</b>	<b>359,493,817</b>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity:-</b>				
a) Equity Share Capital	14	54,536,000	54,536,000	54,536,000
b) Other Equity	15	134,215,083	110,890,482	97,057,314
<b>Total Equity</b>		<b>188,751,083</b>	<b>165,426,482</b>	<b>151,593,314</b>
<b>LIABILITIES:-</b>				
<b>Non-Current Liabilities</b>				
<b>a) Financial Liabilities:-</b>				
(i) Borrowings	16	5,197,362	4,621,983	9,454,630
(ii) Other Financial Liabilities	17	-	1,277,832	-
b) Provisions	18	7,902,306	5,462,059	4,326,073
c) Deferred Tax Liabilities	19	2,510,395	2,880,168	3,065,131
<b>Total Non Current Liabilities</b>		<b>15,610,063</b>	<b>14,242,042</b>	<b>16,845,834</b>
<b>Current Liabilities:-</b>				
<b>a) Financial Liabilities:-</b>				
(i) Borrowings	20	60,873,196	85,341,587	96,265,495
(ii) Trade Payables	21	82,802,438	77,445,830	33,429,065
(iii) Other Financial Liabilities	22	10,363,655	7,536,184	4,168,309
b) Other Current Liabilities	23	32,231,762	34,414,441	43,027,845
c) Provisions	24	2,729,761	2,642,750	2,596,901
d) Current Tax Liabilities	25	15,535,134	7,679,030	11,567,054
<b>Total Current Liabilities</b>		<b>204,535,946</b>	<b>215,059,822</b>	<b>191,054,669</b>
<b>Total Liabilities</b>		<b>220,146,009</b>	<b>229,301,864</b>	<b>207,900,503</b>
<b>Total Equity and Liabilities</b>		<b>408,897,092</b>	<b>394,728,346</b>	<b>359,493,817</b>

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 **AGRAWAL AND GAUR**

Chartered Accountants

Firm Regn. No.: 010550N

**Pavan Kumar Agrawal**  
Partner

Membership No. 085376

Place : Noida, U.P.

Date : 30th May, 2018

**Ankita Gandhi**  
Company Secretary

**Vinod Rawat**  
Chief Financial Officer

For and on behalf of the Board of Directors

**Syed Athar Abbas** Managing Director DIN: 00770259

**Hina Abbas** Executive Director DIN: 01980925

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2018

	Note No.	Year ended 31.03.2018 ₹	Year ended 31.03.2017 ₹
<b>I. INCOME</b>			
Revenue from operations (net)	26	775,713,343	566,843,859
Other Income	27	3,683,368	5,269,764
<b>TOTAL REVENUE (I)</b>		<b>779,396,711</b>	<b>572,113,623</b>
<b>II. EXPENSES</b>			
Cost of material consumed	28	309,161,455	238,307,338
Purchase of stock-in-trade	29	209,263,645	183,755,523
Change in inventories of finished goods, work-in-progress and stock-in-trade	30	39,691,560	(19,988,644)
Other Manufacturing Expenses	31	28,006,982	22,379,231
Employees benefits expenses	32	69,261,772	60,113,195
Finance cost	33	8,886,559	10,845,959
Depreciation and amortization expenses	4	5,726,690	4,861,114
Other expenses	34	64,241,906	50,386,081
<b>TOTAL EXPENSE (II)</b>		<b>734,240,569</b>	<b>550,659,797</b>
<b>III. PROFIT BEFORE TAX AND EXCEPTIONAL ITEMS</b>		<b>45,156,142</b>	21,453,826
<b>IV. Exceptional Item</b>		-	-
<b>V. PROFIT BEFORE TAX (III-IV)</b>		<b>45,156,142</b>	21,453,826
Tax Expense			
- Current tax		(15,535,134)	(7,679,030)
- Deferred Tax		369,773	184,963
<b>PROFIT AFTER TAX</b>		<b>29,990,781</b>	<b>13,959,759</b>
<b>Other Comprehensive Income</b>			
(i) Items that will not be reclassified to profit loss			
- Remeasurement of Post employment benefit obligations		(108,351)	-
(ii) Income tax relating to items that will not be reclassified to Profit or loss			
(i) Items that will be reclassified to Profit or loss			
- Exchange difference on translation of foreign operations		5,996	1,236,595
(ii) Income tax relating to items that will be reclassified to Profit or loss			
<b>Total Comprehensive Income</b>		<b>29,888,426</b>	<b>15,196,354</b>
Earnings per equity share (nominal value of share Rs. 10/- each)			
Basic and Diluted	39	5.50	2.56
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 **AGRAWAL AND GAUR**

Chartered Accountants

Firm Regn. No.: 010550N

**Pavan Kumar Agrawal**

Partner

Membership No. 085376

Place : Noida, U.P.

Date : 30th May, 2018

**Ankita Gandhi**

Company Secretary

**Vinod Rawat**

Chief Financial Officer

For and on behalf of the Board of Directors

**Syed Athar Abbas** Managing Director DIN: 00770259

**Hina Abbas** Executive Director DIN: 01980925

## STATEMENT OF CHANGES IN EQUITY

### A. EQUITY SHARE CAPITAL

Balance as at 01st April 2016	Changes in Equity Share Capital During the Year	Balance as at 31st March 2017
54,536,000	-	54,536,000

Balance as at 01st April 2016	Changes in Equity Share Capital During the Year	Balance as at 31st March 2018
54,536,000	-	54,536,000

### B. OTHER EQUITY

	RESERVES & SURPLUS					Total Equity
	Capital Reserve	Securities Premium	General Reserve	Retained Earnings	Foreign Currency Translation Reserve	
<b>Balance as at 01st April 2016</b>	<b>1,057,920</b>	<b>18,413,000</b>	<b>291,824</b>	<b>75,931,384</b>	<b>1,363,186</b>	<b>97,057,314</b>
Profit For The Year	-	-	-	13,959,759	-	13,959,759
Other Comprehensive Income	-	-	-	1,236,595	-	1,236,595
Total Comprehensive Income	-	-	-	15,196,354	-	15,196,354
Transferred to Reserve	-	-	-	-	(1,363,186)	(1,363,186)
<b>Balance as at 31st March 2017</b>	<b>1,057,920</b>	<b>18,413,000</b>	<b>291,824</b>	<b>91,127,738</b>	<b>-</b>	<b>110,890,482</b>
<b>Balance as at 01st April 2017</b>	<b>1,057,920</b>	<b>18,413,000</b>	<b>291,824</b>	<b>91,127,738</b>	<b>-</b>	<b>110,890,482</b>
Profit For The Year	-	-	-	29,990,781	-	29,990,781
Other Comprehensive Income	-	-	-	(102,355)	-	(102,355)
Total Comprehensive Income	-	-	-	29,888,426	-	29,888,426
Dividend (Including Tax on Dividend)	-	-	-	(6,563,825)	-	(6,563,825)
<b>Balance as at 31st March 2018</b>	<b>1,057,920</b>	<b>18,413,000</b>	<b>291,824</b>	<b>114,452,339</b>	<b>-</b>	<b>134,215,083</b>

The accompanying notes referred to above forms an integral part of the financial statements  
As per our report of even date attached.  
For **AGRAWAL AND GAUR**  
Chartered Accountants  
Firm Regn. No.: 010550N

**Pavan Kumar Agrawal**  
Partner  
Membership No. 085376  
Place : Noida, U.P.  
Date : 30th May, 2018

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

For and on behalf of the Board of Directors  
**Syed Athar Abbas** Managing Director DIN: 00770259  
**Hina Abbas** Executive Director DIN: 01980925

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

	Year ended 31.03.2018 ₹	Year ended 31.03.2017 ₹
<b>CASH FLOW FROM OPERATING ACTIVITIES:</b>		
<b>Net Profit Before Tax after Exceptional Item</b>	<b>45,156,142</b>	21,453,826
Adjustment for :		
Depreciation and amortisation expenses	5,726,690	4,861,114
Provision for Employees Benefits Written back	2,086,656	1,381,226
Finance Costs	8,886,559	10,845,959
(Profit)/Loss on sale of Fixed Assets	-	(59,760)
Interest earned & other Income	(2,126,824)	(1,711,125)
Exchange difference on translation of foreign operations	5,996	(126,591)
<b>Operating Profit Before Working Capital Changes</b>	<b>59,735,219</b>	<b>36,644,649</b>
Adjustments for (increase)/decrease in operating assets :		
Inventories	26,846,543	(16,845,833)
Trade Receivables	(16,423,852)	(18,916,039)
Short-term loans and advances	(9,425,087)	38,182,242
Long-term loans and advances	(114,126)	842,778
Other non-current assets	11,940,817	(1,420,942)
Adjustments for increase/(decrease) in operating liabilities :		
Trade Payable	5,356,607	44,016,764
Other current liabilities	(1,685,657)	(8,236,477)
Short-term provisions	332,251	(199,391)
Other long-term liabilities	(1,788,860)	(696,235)
	<b>15,038,636</b>	<b>36,726,867</b>
Cash Generated from Operations	74,773,855	73,371,516
Direct taxes paid	(10,271,398)	(14,185,231)
<b>Net cash generated / (utilised) from operating activities (A)</b>	<b>64,502,457</b>	<b>59,186,285</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Capital expenditure on fixed assets, including capital advances	(24,584,252)	(6,702,265)
Purchase of non current Investments	(2,466,359)	(5,864,930)
Interest & miscellaneous Income Earned	2,126,824	1,711,125
<b>Net cash used in investing activities (B)</b>	<b>(24,923,787)</b>	<b>(10,856,070)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES :</b>		
Proceeds from working capital loans	(2,244,146)	(7,914,151)
Proceeds from buyer's credit	(22,224,245)	(3,009,757)
Dividend Paid	(6,563,825)	-
Proceeds/(Repayment) of long-term borrowings	3,416,855	132,370
Finance cost	(8,886,559)	(10,845,959)
<b>Net cash from / (used in) financing activities (C)</b>	<b>(36,501,920)</b>	<b>(21,637,497)</b>
<b>Net increase / (decrease) in cash and cash equivalents (A+B+C)</b>	<b>3,076,750</b>	<b>26,692,718</b>
Opening Balance of Cash and cash equivalents	42,682,521	15,989,803
Closing Balance of Cash and cash equivalents	45,759,271	42,682,521
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 **AGRAWAL AND GAUR**  
Chartered Accountants  
Firm Regn. No.: 010550N

**Pavan Kumar Agrawal**  
Partner  
Membership No. 085376  
Place : Noida, U.P.  
Date : 30th May, 2018

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

For and on behalf of the Board of Directors  
**Syed Athar Abbas** Managing Director DIN: 00770259  
**Hina Abbas** Executive Director DIN: 01980925



## NOTE TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

### 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: 531158). 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:

These Financial Statements are the separate financial statements of the Company (also called Standalone Financial Statements) prepared in accordance with Indian Accounting Standards ('Ind AS') notified under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules as amended from time to time. These financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting. The accounting policies have been applied consistently over all the periods presented under in these financial statements.

### NOTE 3 : SIGNIFICANT ACCOUNTING POLICIES:

#### 3.1. USE OF ESTIMATES AND JUDGEMENT

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and judgements that effect the reported balances of assets and liabilities, disclosure relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented. 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) and goods and service tax (GST) on behalf of the government and, therefore, these are not economic benefits flowing to the Company. Hence, they are excluded from revenue. Export sales are recognized at the time of handing over of export consignment to authorities for clearance.

##### Income from services:

Revenue from distribution of channels and maintenance services are recognised prorata over the period to which these belongs. The company collects service tax and GST 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 PROPERTY, PLANT & EQUIPMENT:

##### Measurement and Recognition:

An item of Property, plant and equipment are stated at cost less accumulated depreciation. The cost of an item of Property, plant and equipment comprises of its purchase price including import duties 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 shown as an expenditure during the period when it is incurred.

##### Intangible Assets:

Intangible assets purchased are measured at cost as of the date of acquisition, as applicable, less accumulated amortization. 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, or annual maintenance charges are recognised as an expenditure during the period when it is incurred.

##### Capital work-in-progress and Capital advances:

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, Cost of development of technology and other expenses incurred on such material are shown as Capital work-in-progress for capitalization. Advances given towards acquisition of fixed assets outstanding at each balance sheet date are disclosed as other Non-Current Assets.

##### 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. The estimated useful lives are estimated based on technical evaluation. The estimated useful lives and residual value are reviewed at the end of each reporting period, with the effect of any change in estimate accounted for on prospective basis.

##### The Estimated useful lives are as mentioned below:

Type of Asset	Useful Lives
Building	30 Years
Plant & Machinery	15 Years
Computer Equipment	3 Years
Vehicles	8 Years
Electrical installations	10Years
Office Equipment	5 Years
Furniture & Fixture	10Years

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. Cost of inventory

comprises all costs of purchase, duties, taxes (Other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventory to their present location and condition.

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:

The Company has elected to recognize its investments in Joint Venture at cost in accordance with the option available in Ind AS 27 'Separate Financial Statements'. The details of such investments are given in Note 5. 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 under Current Assets and valued at lower of cost and fair value determined on an individual investment basis. All other investments are classified as Non Current Assets and 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:

The Functional Currency of the Company is Indian rupee.

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.

##### 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 shown under other comprehensive income.

### 3.7 EMPLOYEE BENEFITS:

#### a. Defined Contribution Plan:

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

#### b. Defined benefits plan:

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

#### c. Compensated Absences:

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

### 3.8 PROVISIONS:

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

### 3.9 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.

### **3.10 EARNING PER SHARE (EPS):**

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

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

### **3.11 FINANCIAL INSTRUMENTS:**

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit & loss) are added to or deducted from the fair value measured on initial recognition of the financial asset or financial liability.

#### **Cash and cash equivalents**

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. cash and cash equivalents consists of balances with banks which are unrestricted for withdrawal and usage.

#### **Financial asset at amortised cost:**

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets to collect contractual cash flows and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

#### **Financial assets at fair value through other comprehensive income:**

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding and selling financial assets.

Financial assets at fair value through through profit or loss:

Financial assets are measured at fair value through profit or loss unless

they are measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognized in statement of profit or loss.

#### **Financial Liabilities:**

Financial liabilities are measured at amortised cost using effective interest method.

#### **Equity Instruments:**

An equity instrument is a contract that evidences residual interest in the assets of the company after deducting all of its liabilities. Equity instruments recognized by the company are recognized at the proceeds received net off direct issue cost.

### **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 COST:**

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 capitalized as part of cost of the respective asset. All other borrowing cost are recognized 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.

## NOTE TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

**NOTE 4 :  
FIXED ASSETS**

Gross carrying value					Depreciation/Amortisation				Net carrying value	
PARTICULARS	As at 01.04.17	Addition During the Pd.	Sale/Adjust During the Pd.	As at 31.03.18	As at 01.04.17	Addition During the Pd.	Sale/Adjust During the Pd.	As at 31.03.18	As at 31.03.18	As at 31.03.17
BUILDING	11,548,663	-	-	11,548,663	4,881,976	238,254	-	5,120,230	6,428,433	6,666,686
CABLE TV NETWORK	2,603,354	-	-	2,603,354	1,878,316	53,785	-	1,932,101	671,253	725,041
COMPUTERS	8,041,678	841,431	-	8,883,109	5,855,074	886,175	-	6,741,250	2,141,859	2,186,602
ELECTRICAL FITTINGS	2,414,799	-	-	2,414,799	1,440,997	164,749	-	1,605,746	809,053	973,802
FURNITURE & FIXTURE	6,052,237	15,600	-	6,067,837	4,381,261	377,093	-	4,758,354	1,309,483	1,670,973
LAND	1,056,904	-	-	1,056,904	-	-	-	-	1,056,904	1,056,904
OFFICE EQUIPMENTS	7,053,218	113,963	-	7,167,181	5,354,015	556,883	-	5,910,898	1,256,283	1,699,201
PLANT & MACHINERY	29,656,497	7,592,677	-	37,249,174	14,098,385	1,806,576	-	15,904,961	21,344,213	15,558,113
VEHICLES	10,229,668	7,229,294	2,092,482	15,366,480	5,513,896	1,369,605	1,418,877	5,464,624	9,901,856	4,715,772
Total (A)	78,657,019	15,792,965	2,092,482	92,357,502	43,403,919	5,453,119	1,418,877	47,438,164	44,919,338	35,253,094
Previous Year (B)	74,116,950	5,366,187	826,119	78,657,018	39,200,526	4,549,280	435,879	43,403,927	35,253,092	34,826,424
As at 01.04.2016 (G)	118,171,875	7,457,185	51,512,110	74,116,950	81,245,894	4,822,075	46,777,443	39,290,526	34,826,424	36,925,981
Intangible Assets :										
Computer Software	1,689,841	205,000	-	1,894,841	1,098,766	273,571	-	1,372,337	522,503	591,073
Total (C)	1,689,841	205,000	-	1,894,841	1,098,766	273,571	-	1,372,337	522,503	591,073
Previous Year (D)	1,109,181	580,660	-	1,689,841	786,931	311,834	-	1,098,766	591,075	322,250
As at 01.04.2016 (H)	1,040,123	69,058	-	1,109,181	626,934	157,997	-	786,931	322,250	411,190
CAPITAL WORK IN PROGRESS	-	7,243,972	-	7,243,972	-	-	-	-	7,243,972	-
Total (E)	-	7,243,972	-	7,243,972	-	-	-	-	7,243,942	-
Previous Year (F)	-	-	-	-	-	-	-	-	-	-
As at 01.04.2016 (I)	-	-	-	-	-	-	-	-	-	-
Grand Total (A+C+E)	80,346,859	23,241,937	2,092,482	101,496,314	44,502,685	5,726,690	1,418,877	48,810,501	52,685,813	35,844,167
Previous Year (B+D+F)	75,226,131	5,946,847	826,119	80,346,859	40,077,457	4,861,114	435,879	44,502,693	35,844,167	35,148,674
As at 01.04.2016 (G+H+I)	119,211,998	7,526,243	51,512,110	75,226,131	81,874,828	4,980,072	46,777,443	40,077,457	35,148,674	37,337,171

	As at 31.03.2018 ₹	As at 31.03.2017 ₹	As at 01.04.2016 ₹
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**NOTE 5 : NON-CURRENT INVESTMENTS**
**Investment in Equity shares (Fully Paid up)**

<b>- Bombay Mercantile Co-op. Bank Ltd.</b>	4,980	4,980	4,980
166 Equity Shares (Previous Year 166 Equity Shares) of Rs. 30/- each			
<b>- Investment in Indian Joint Venture Company</b>	18,520,560	17,000,000	11,135,070
18,52,056 Equity Shares (Previous Year 17,00,000 Equity Shares) of Rs 10/- each in Catvision Unitron Private Limited			
<b>- Investment in Foreign Joint Venture Company</b>	27,524,932	26,579,133	26,579,133
4,36,261 Equity Shares (Previous Year 4,21,636 Equity Shares) of USD 1/- each			
<b>Total Equity Instrument (A)</b>	<u>46,050,472</u>	<u>43,584,113</u>	<u>37,719,183</u>
<b>Investment in Mutual Funds</b>			
2,933.985 Units (Previous Year 2,933.985 Units) of Rs. 10.225/- each of L&T Mutual Fund	30,000	30,000	30,000
<b>Total Mutual Fund (B)</b>	<u>30,000</u>	<u>30,000</u>	<u>30,000</u>
<b>Total Non Current investments (A+B)</b>	<u>46,080,472</u>	<u>43,614,113</u>	<u>37,749,183</u>

## NOTE TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

	As at 31.03.2018 ₹	As at 31.03.2017 ₹	As at 01.04.2016 ₹
<b>NOTE 6 : TRADE RECEIVABLES</b>			
Long Term Receivables	184,317	12,125,134	10,704,192
	<b>184,317</b>	<b>12,125,134</b>	<b>10,704,192</b>
<b>NOTE 7 : OTHER NON CURRENT ASSETS</b>			
Security Deposits	930,562	816,436	1,659,214
Capital Advances against Fixed Assets	7,100,664	5,084,748	3,879,332
Other loans and advances	1,080,000	1,080,000	1,080,000
	<b>9,111,226</b>	<b>6,981,184</b>	<b>6,618,546</b>
<b>NOTE 8: INVENTORIES</b>			
(As taken, valued, and certified by the management)			
Finished Goods	28,483,736	52,286,698	32,280,638
Stock in Trade	31,934,360	48,457,395	48,055,468
Raw Materials & Components	42,602,141	30,057,166	33,302,079
Stores and Spares	664,922	612,032	509,930
Semi-Finished Goods	3,326,866	2,692,429	3,111,772
Goods In transit	247,152	-	-
	<b>107,259,177</b>	<b>134,105,720</b>	<b>117,259,887</b>
<b>NOTE 9 : TRADE RECEIVABLES</b>			
Trade Receivables	105,438,577	90,334,350	72,216,654
Receivables from Related Parties-Catvision Unitron Pvt. Ltd.	3,258,115	1,938,490	1,140,147
Less: Allowances for Doubtful debts	-	-	-
	<b>108,696,692</b>	<b>92,272,840</b>	<b>73,356,801</b>
<b>NOTE 10 : CASH AND CASH EQUIVALENTS</b>			
Cash in hand	391,669	622	113,267
Balance with Scheduled Banks :			
- In Current Accounts*	29,156,798	36,740,694	4,624,299
- In fixed Deposit Accounts**	6,519,216	4,075,628	4,721,345
- Earmarked Balance with Bank-Dividend Account***	774,288	277,266	277,466
Cheques in Hand	8,917,300	1,588,311	6,233,426
<b>Total</b>	<b>45,759,271</b>	<b>4,268,521</b>	<b>15,989,803</b>
*Current Account Balance with bank include Rs. 5,29,074/- (Previous Year Rs. 225,379/-) 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 guarantee and Letter of Undertaking issued by the bank is Rs. 6,519,216/- (Previous Year Rs. 4,075,628/-)			
***The Company can utilize this balance only towards settlement of respective unpaid dividend.			
<b>NOTE 11 : LOANS</b>			
Loan to employees	2,000	-	-
	<b>2,000</b>	<b>-</b>	<b>-</b>
<b>NOTE 12 : CURRENT TAX ASSETS</b>			
Advance Tax including tax deducted at source	7,946,937	5,354,568	3,680,701
Income Tax Paid Under Appeal	944,311	944,311	-
	<b>8,891,248</b>	<b>6,298,879</b>	<b>3,680,701</b>
<b>NOTE 13 : OTHER CURRENT ASSETS</b>			
Advance recoverable in cash or in kind			
for the value to be received	21,894,333	7,686,680	36,695,063
Prepaid Expenses	3,098,550	5,502,236	12,192,885
Balance with Service Tax/GST Department	1,270,203	2,126,716	5,285,597
Claim for Refunds of Additional Duty of Customs	2,826,756	4,506,258	3,714,796
Advance to Directors	786,945	786,945	876,706
Advance to Other employees and officers of the company	350,089	194,953	220,983
	<b>30,226,876</b>	<b>20,803,788</b>	<b>58,986,030</b>

## NOTE TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

	As at 31.03.2018 ₹	As at 31.03.2017 ₹	As at 01.04.2016 ₹
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### NOTE 14 : SHARE CAPITAL

#### A. Authorised

6,500,000 Equity Shares of Rs. 10 each (Previous Year

6,500,000 Equity Shares of Rs. 10 each)

65,000,000

65,000,000

65,000,000

#### b. Issued, subscribed and paid-up

5,453,600 Equity Shares of Rs. 10 each (Previous Year

5,453,600 Equity Shares of Rs. 10 each)

54,536,000

54,536,000

54,536,000

54,536,000

#### c. Reconciliation of number of Equity Shares

	As At 31.03.2018		As At 31.03.2017		As At 01.04.2016	
	No. of Shares	₹	No. of Shares	₹	No. of Shares	₹
At the beginning of the year	5,453,600	54,536,000	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	5,453,600	54,536,000

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

The company has only one class of share referred to as equity share 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. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company after distribution of all preferential amounts. The distribution will be proportions to the number of equity shares held by the shareholders.

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

	As At 31.03.2018 (No. of Shares)	As At 31.03.2017 (No. of Shares)	As At 01.04.2016 (No. of Shares)
S. A Abbas	725,934	635,685	635,685
Sudhir Damodaran	601,662	617,975	617,975
Vizwise Commerce Pvt. Ltd.	330,737	396,737	396,737
Global Impex Limited	500,000	500,000	500,000
Marija Veljanovska	300,000	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 15: RESERVE AND SURPLUS

Securities Premium Reserve	18,413,000	18,413,000	18,413,000
Capital Reserve	1,057,920	1,057,920	1,057,920
General Reserve	291,824	291,824	291,824
Foreign Currency Translation Reserve	-	-	1,363,186
Surplus in Statement of Profit and Loss			
Balance as at the beginning of the year	91,127,738	75,931,384	55,118,782
Add: Profit for the year	<u>29,888,426</u>	<u>15,196,354</u>	<u>20,812,602</u>
	121,016,164	91,127,738	75,931,384
Less: Appropriation			
Dividend F Y 2016-17	5,453,600	-	-
Tax on Dividend	<u>1,110,225</u>	<u>91,127,738</u>	<u>75,931,384</u>
	<u>134,215,083</u>	<u>110,890,482</u>	<u>97,057,314</u>



## NOTE TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

	As at 31.03.2018 ₹	As at 31.03.2017 ₹	As at 01.04.2016 ₹
<b>NOTE 16 : NON-CURRENT BORROWINGS</b>			
<b>Term Loans from Banks-Secured</b>			
<b>Plant &amp; Machinery</b>			
(a) Axis Bank	189,482	2,832,883	5,462,713
<b>Vehicle Loans</b>			
(a) Kotak Mahindra Prime Limited	1,573,596	-	-
(b) Kotak Mahindra Bank Limited	175,277	317,537	546,287
(c) BMW Financial Services Pvt.Ltd.	2,298,472	-	-
<b>Fixed Deposit From Shareholders</b>			
<b>Unsecured</b>			
(a) Fixed Deposit	850,000	1,350,000	3,400,000
(b) Interest Accued but not due on Fixed Deposits	110,535	121,563	45,630
	<u>5,197,362</u>	<u>4,621,983</u>	<u>9,454,630</u>
<b>Term Loan from Bank:</b>			
Term loan from Asix Bank Ltd., B-2, B-3, Sector-16, Noida, U.P. was taken in 2014-15 and 2015-16 respectively and is repayable in 48 & 40 equal monthly instalments of Rs 83,333/- & Rs. 1,25,000/- respectively and is secured 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 guarantee of the promoter/Directors.			
<b>Vehicle Loans:</b>			
The Company has availed vehicle loans for purchase of vehicle from Kotak Mahindra Prime Ltd, Kotak Mahindra Bank Ltd. & BMW Financial Services Pvt. Ltd. and is repayable in 60, 47 & 60 equal montly instalments of Rs 42,400/-, Rs 20,313/- & Rs 70,800/- and is secured by way of hypothecation of respective vehicles financed under the respective loan.			
<b>S No.</b>	<b>Lenders</b>	<b>Principal Loan Amount</b>	<b>Interest Rate</b>
1	Axis Bank Ltd.	9,000,000	9.90%
2	Kotak Mahindra Prime Ltd.	2,100,000	8.06%
3	Kotak Mahindra Bank Ltd.	780,000	8.06%
4	BMW Financial Services Pvt. Ltd.	3,500,000	7.90%
<b>Fixed Deposit from Members:-</b> Fixed deposit are received from shareholders in compliance with the fixed deposit scheme of the company which provides for rate of interest of 10.50% p.a. for the deposit accepted upto 1 year			
<b>NOTE 17 : OTHER FINANCIAL LIABILITIES</b>			
Other Advances	-	1,277,832	-
	-	<u>1,277,832</u>	-
<b>NOTE 18 : PROVISIONS</b>			
(a) Provision for Leave Encashment	1,812,728	1,327,349	316,070
(b) Provision for Gratuity	6,089,578	4,134,710	4,010,003
	<u>7,902,306</u>	<u>5,462,059</u>	<u>4,326,073</u>
<b>NOTE 19 : DEFERRED TAX LIABILITY (NET)</b>			
<b>Deferred Tax liability arising on account of timing difference:</b>			
Difference between Book & Tax Depreciation	3,236,130	3,338,184	3,311,857
Sub Total - (A)	<u>3,236,130</u>	<u>3,338,184</u>	<u>3,311,857</u>
<b>Deferred Tax Assets arising on account of timing difference:</b>			
Provision for Employee benefits	725,735	458,016	246,726
Sub Total - (B)	<u>725,735</u>	<u>458,016</u>	<u>246,726</u>
Net Deferred Tax Liability (A-B)	<u>2,510,395</u>	<u>2,880,168</u>	<u>3,065,131</u>
<b>NOTE 20 : SHORT TERM BORROWINGS</b>			
<b>Secured Loans</b>			
(a) Cash Credit repayable on demand*	55,421,145	57,665,291	65,579,442
(b) Buyer's Credit from Banks**	5,452,051	27,676,296	30,686,053
	<u>60,873,196</u>	<u>85,341,587</u>	<u>96,265,495</u>



## NOTE TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

\* Loan Repayable on Demand From Banks :- Cash Credit is secured by way of hypothecation of entire current assets, both Present & Future. Rate of interest on cash Credit utilisation is 9.65% p.a repayable on monthly interval.

\*\* Short term Buyer's Credit From Axis Bank Ltd. for a period less than 180 days is secured by way of all the Primary/Colletral securities/guarantees stipulated for Cash credit facilities.

	As at 31.03.2018 ₹	As at 31.03.2017 ₹	As at 01.04.2016 ₹
<b>NOTE 21 : TRADE PAYABLE :</b>			
a. Due to micro and small enterprises	2,907,791	9,667,811	7,256,482
b. Due to creditors other than micro and small enterprises	79,401,422	66,204,635	22,969,693
Related Parties			
Catvision Unitron Private Limited	389,850	4,764	-
Unicat Limited	103,375	1,568,620	3,202,890
	<b>82,802,438</b>	<b>77,445,830</b>	<b>33,429,065</b>

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, 2018 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	2,907,791	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 22 : OTHER FINANCIAL LIABILITIES

#### CURRENT MATURITIES OF LONG TERM DEBT:

##### Term Loans from Banks Secured

##### Plant & Machinery

##### (a) Axis Bank-Term Loan

##### Vehicle Loans

##### (a) Kotak Mahindra Prime Limited

##### (b) Kotak Mahindra Bank Limited

##### (c) BMW Financial Services Pvt Ltd.

##### Fixed Deposit From Shareholders

##### Unsecured

##### (a) Fixed Deposit

##### (b) Interest Accrued but not due on Fixed Deposits

##### TOTAL (A)

##### Unpaid Dividend

##### TOTAL (B)

##### TOTAL (A+B)

### NOTE 23 : OTHER CURRENT LIABILITIES

##### Statutory Liabilities

##### Other Liabilities

##### Advance From Customers

##### Income Received in Advance

### NOTE 24 : SHORT TERM PROVISIONS

##### Provision for Employee benefit

##### Provision for Bill awaited

4,484,049	5,030,164	4,758,900
9,524,326	5,194,023	7,232,070
14,967,505	19,203,841	19,631,664
3,255,882	4,986,413	11,405,211
<b>32,231,762</b>	<b>34,414,441</b>	<b>43,027,845</b>
-	245,240	-
2,729,761	2,397,510	2,596,901
<b>2,729,761</b>	<b>2,642,750</b>	<b>2,596,901</b>

## NOTE TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

	As at 31.03.2018 ₹	As at 31.03.2017 ₹	As at 01.04.2016 ₹
<b>NOTE 25 : CURRENT TAX LIABILITIES</b>			
Opening Balance	7,679,030	11,567,054	2,070,267
Add:- Current Tax Payable	15,535,134	7,679,030	11,567,054
Less:- Taxes Paid	7,679,030	11,567,054	2,070,267
Closing Balance	<u>15,535,134</u>	<u>7,679,030</u>	<u>11,567,054</u>
	<b>Year Ended 31.03.2018 ₹</b>	<b>Year Ended 31.03.2017 ₹</b>	
<b>NOTE 26: REVENUE FROM OPERATIONS</b>			
Sales of Products	751,815,859	552,126,912	
Less: Excise Duty	<u>(7,536,014)</u>	<u>(20,443,562)</u>	
Servicing Income	28,038,345	30,798,060	
Other Operating Income	3,395,153	4,362,449	
	<u>775,713,343</u>	<u>566,843,859</u>	
<b>NOTE 27: OTHER INCOME</b>			
Interest Earned	896,824	237,165	
Miscellaneous Income	1,230,000	1,414,200	
Profit on Sale of Fixed Assets	-	59,760	
Net Foreign Exchange Gains	1,556,544	3,558,639	
	<u>3,683,368</u>	<u>5,269,764</u>	
<b>NOTE 28: MATERIAL CONSUMED</b>			
Stock at the beginning of the year	30,057,166	33,302,079	
Add: Purchases	321,706,430	235,062,425	
Less: Stock at the end of the year	<u>42,602,141</u>	<u>30,057,166</u>	
	<u>309,161,455</u>	<u>238,307,338</u>	
<b>NOTE 29: PURCHASE FOR SALE</b>			
	<u>209,263,645</u>	<u>183,755,523</u>	
<b>NOTE 30: CHANGE IN INVENTORIES</b>			
Inventories at the beginning of the year			
- Finished Goods	52,286,698	32,280,638	
- Semi-Finished Goods	2,693,429	3,111,772	
- Stock in trade	48,457,395	48,055,468	
(i)	<u>103,436,522</u>	<u>83,447,878</u>	
Inventories at the end of the year			
- Finished Goods	28,483,736	52,286,698	
- Semi-Finished Goods	2,490,272	2,692,429	
- Stock-Final Assembly	836,595	-	
- Stock-in-trade	31,934,359	48,457,395	
(ii)	<u>63,744,962</u>	<u>103,436,522</u>	
Sub Total (i) - (ii)	<u>39,691,560</u>	<u>(19,988,645)</u>	
<b>NOTE 31: OTHER MANUFACTURING EXPENSES</b>			
Store and Spares Consumed	275,076	187,670	
Other Manufacturing Expenses	20,070,322	8,964,103	
Carriage Fee and Subscription to Broadcasters	7,661,584	13,227,458	
	<u>28,006,982</u>	<u>22,379,231</u>	
<b>NOTE 32 : EMPLOYEES REMUNERATION AND BENEFITS</b>			
Salary, Wages and Other Benefits	64,821,125	56,018,016	
Staff Welfare Expenses	839,610	774,013	
Contribution to Provident Fund and other Funds	3,709,388	3,321,166	
Less: Expenses to be recognised in OCI of Gratuity	<u>(108,351)</u>	<u>-</u>	
	<u>69,261,772</u>	<u>60,113,195</u>	
<b>NOTE 33 : FINANCE COST</b>			
Interest	5,904,059	8,543,958	
Bank Charges	2,982,500	2,302,001	
	<u>8,886,559</u>	<u>10,845,959</u>	

## NOTE TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

	Year ended 31.03.2018 ₹	Year ended 31.03.2017 ₹
<b>NOTE 34 : OTHER EXPENSES</b>		
Insurance	1,107,097	1,225,343
Rent and Hire Charges	3,826,650	3,507,751
Travelling and Conveyance	12,382,631	10,968,952
Vehicles Running and Maintenance	956,140	949,067
Advertisement, Selling and Distribution	368,810	350,670
Freight and Distribution Charges	2,410,276	2,081,757
Commission Paid	7,105,508	3,341,150
Business Promotion	3,162,037	2,719,797
Postage and Telephone	1,737,523	1,763,247
Project Implementation Expenses	660,432	1,085,574
Sales incentives	1,926,681	1,986,468
Miscellaneous Expenses	2,043,895	1,453,967
Meetings and Celebration	535,503	542,043
Security Services	1,145,587	917,029
Legal and Professional Charges	7,601,487	6,473,654
Channel Distribution Expenses	4,378,404	3,292,827
Fee and Subscription	667,285	988,899
Director's Sitting Fee	330,385	55,575
Electricity, Water, Power & Fuel	1,619,453	1,472,537
Printing & Stationery	415,313	396,661
Bad Debts written off	5,700,040	131,197
<b>Auditors' Remuneration</b>		
<b>-As Auditor</b>		
-Audit Fee	224,516	250,137
-Taxation Matters	148,750	100,000
-Reimbursement of Expenses	5,590	5,590
- Secretarial Audit Fee	30,000	30,000
<b>Repair &amp; Maintenance:</b>		
- Building	488,935	354,080
- Plant & Machinery	132,386	68,502
- Others	3,130,592	3,873,607
	<b>64,241,906</b>	<b>50,386,080</b>

### NOTE 35 : CONTINGENT LIABILITIES AND COMMITMENT

i) Unexpired Bank Guarantee	5,089,028	3,616,625
ii) Income Tax demand for A.Y 2009-10 and A.Y 2014-15*	3,081,303	3,552,403

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

### NOTE 36 : EMPLOYEES BENEFIT:

The Company has adopted the revised Indian Accounting Standard ((Ind. AS) 19, 'Employee Benefits'.

Contribution to Provident Fund : Amount of Rs. 35,38,174/- (Previous year Rs. 31,16,331/-) is recognised as an expense and included in Employees Remuneration and benefits (Refer Note 32) in the Profit & Loss Statement for the year ended 31st March 2018.

Gratuity : The following table sets out the status of the Defined Benefits Plan as at 31st March 2018 which is based on the report submitted by an Independent Actuary:

## NOTE TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

	Gratuity (Funded) As at 31.03.2018	Earned Leave Encashment (Non-Funded) As at 31.03.2018	Gratuity (Funded) As at 31.03.2017	Earned Leave Encashment (Non-Funded) As at 31.03.2017
<b>Amount recognised in Balance Sheet</b>				
Present value of the obligation at the end of the year	9,456,436	1,812,728	6,662,540	1,572,589
Fair value of plan assets	3,366,858	-	2,527,830	-
Net Liability recognised in Balance Sheet	<u>6,089,578</u>	<u>1,812,728</u>	<u>4,134,710</u>	<u>1,572,589</u>
<b>Expenses recognised in Profit &amp; Loss Account</b>				
Present value of obligation as at the beginning	-	1,572,589	-	316,070
Present value of obligation as at the end	-	1,812,728	-	1,572,589
Current Service Cost	664,421	-	593,834	-
Past Service Cost	1,778,382	-	-	-
Interest Cost	307,818	-	440,283	-
Benefit paid	-	162,585	-	117,766
Expected return on plan asset	249,161	-	(120,035)	-
Net actuarial (gain) / loss recognised	(140,810)	-	278,655	-
Expenses recognised Statement of Profit & Loss	<u>2,858,972</u>	<u>402,724</u>	<u>1,192,737</u>	<u>1,374,285</u>
<b>Changes in Defined Benefit Obligation</b>				
Present Value of obligation at the beginning of the year	6,662,540	-	5,507,448	-
Interest Cost	496,007	-	440,283	-
Current Service Cost	664,421	-	593,834	-
Past Service Cost	1,778,382	-	-	-
Benefits Paid	(4,104)	-	(184,015)	-
Actuarial (gain) / loss on obligation	(140,810)	-	304,990	-
Present Value of obligation at the end of the year	<u>9,456,436</u>	<u>-</u>	<u>6,662,540</u>	<u>-</u>
<b>Changes in Fair Value of Planned Assets</b>				
Fair value of plan asset at the beginning of the year	2,527,830	-	1,501,502	-
Expected return on plan asset	(249,161)	-	120,035	-
Contributions	900,000	-	1,050,000	-
Benefits Paid	-	-	(170,042)	-
Actuarial gain / (loss) on plan asset	188,189	-	26,315	-
Fair value of plan asset at the end of the year	<u>3,366,858</u>	<u>-</u>	<u>2,527,830</u>	<u>-</u>
<b>Actuarial (Gain) Loss recognised</b>				
Actuarial (Gain) / Loss on obligation	(140,810)	-	304,990	-
Actuarial (Gain) / Loss on plan assets	188,189	-	26,335	-
Total Actuarial (Gain) / Loss	47,379	-	331,325	-
Actuarial (Gain) / Loss recognised	47,379	-	331,325	-
<b>Assumptions used in accounting for gratuity plan</b>				
Discount Rate (p.a.)	7.80%	7.80%	7.45%	7.45%
Salary Escalation Rate	5.00%	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%	2.00%
Average outstanding service of employees upto retirement	21.59 Years	21.97 Years	22.6 Years	22.6 Years

## NOTE TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

### NOTE 37 RELATED PARTY DISCLOSURE

As per Indian Accounting Standard (Ind AS - 24) 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 Catvision Unitron Pvt. Ltd. Unicat Ltd.	<u>Country of Incorporation</u> India UAE
ii)	Key Managerial Personnel : Mr. S. A. Abbas Mr. Vinod Rawat Ms. Ankita Gandhi	Managing Director Chief Financial Officer Company Secretary
iii)	Directors/Relatives of key managerial personnel	Mrs. Hina Abbas (Executive Director) Mrs. Gulnaz Begum (Mother of MD) Mr. Syed Jamshed Abbas (Brother of MD) Mrs. Helenka Anand (Wife of Independent Director)
iv)	Other entities over which Director/key managerial 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, 2018 :**

		<b>Director/Key Managerial Personnel and Relatives</b>	<b>Entities over which Director/key personnel are able to exercise significant influence</b>	<b>Joint Venture Company</b>
1) Purchase :	Goods	-	-	2,398,300
		(-)	(-)	(11,019,775)
	Fixed Assets	-	-	-
		(-)	(-)	(-)
2) Others :	Rent received	-	-	1,230,000
		(-)	(-)	(1,230,000)
	Subscription & other service charges	-	6,159,019	3,003,753
		(-)	(5,328,343)	(-)
	Cost of Reimbursements	-	-	-
		(-)	(-)	-
3) Investments :	Allotment of Shares	-	-	2,466,359
		(-)	(-)	(5,864,930)
4) Deposits :		1,800,000	-	-
		(1,510,000)	(-)	(-)
5) Managerial Remuneration :		5,841,120	-	-
		(5,128,034)	(-)	(-)
6) Balance outstanding at the end of the year :				
	Trade Payable	-	708,969	493,225
		(-)	(323,169)	(1,568,620)
	Advances & other debits	-	-	3,258,114
		(-)	(-)	(1,938,940)
	Deposits	5,126,412	-	-
		(3,310,000)	(-)	(-)

\* Figures in bracket represent previous year figures

## NOTE TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

### NOTE 38: Joint Venture Disclosure :

The Company's Jointly Controlled Entities are :

Name of the Entity	Country of Incorporation	% of ownership interest	
		31 March 2018	31 March 2017
Catvision Unitron Pvt. Ltd.	India	50%	50%
Unicat Limited	UAE	50%	50%
		<b>Year ended 31.03.2018</b>	<b>Year ended 31.03.2017</b>
		₹	₹

### NOTE 39: EARNING PER SHARE (EPS):

i. Profit after provision of Tax	29,990,781	13,959,759
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)	5.50	2.56

### NOTE 40 : MANAGERIAL REMUNERATION:

i) Managing Director and other whole time Directors:		
a) Salary	2,736,000	2,688,000
b) Contribution to Provident Fund	328,320	322,560
c) Allowances and Perquisites	2,776,800	2,117,474
	<b>5,841,120</b>	<b>5,128,034</b>
ii) Non-Executive Directors:		
Sitting fee	325,000	55,575
	<b>325,000</b>	<b>55,575</b>

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

### NOTE 41: DETAILS OF SALE:

Modulators	976,012	1,411,319
Amplifiers	3,001,616	7,519,279
Power Supply	1,221,579	3,175,336
Optical Node & Transmitters	51,710,625	75,335,942
Tap off / Splitters	7,372,471	10,806,726
Digital Satellite Receiver & Set Top Boxes	538,061,892	260,366,345
Dish Antenna & other equipments	3,162,002	3,678,869
CATV, ITV & MATV Systems & Digital Equipments	114,727,314	139,086,778
Cables	5,562,307	10,641,484
Other Miscellaneous Items	18,484,027	19,661,274
	<b>744,279,845</b>	<b>531,683,350</b>

### NOTE 42 : DETAILS OF PURCHASE OF TRADED GOODS:

Modulators	30,550,011	26,358,669
Amplifiers	1,114,140	4,566,590
Power Supplies	500,574	6,498,576
Optic Node & Transmitters	14,522,540	29,474,653
Tap-off / Splitters	3,445,879	6,800,173
Digital satellite Receiver & Set Top Box	128,828,638	45,927,918
Dish Antenna & other equipments	2,680,856	2,702,621
CATV, ITV & MATV Systems & Digital Equipments	19,971,287	51,857,733
Cables	3,537,483	5,762,384
Other Miscellaneous Items	4,112,237	3,806,206
	<b>209,263,645</b>	<b>183,755,523</b>



## NOTE TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

	Year ended 31.03.2018 ₹	Year ended 31.03.2017 ₹
<b>NOTE 43 : DETAILS OF MATERIAL CONSUMED:</b>		
ICS	134,382,991	79,705,415
Transistors	2,472,533	1,205,061
Transformers	570,807	614,620
Crystals	1,493,405	795,406
Printed Circuit Boards	21,409,522	52,068,799
Diodes	2,952,074	1,248,788
Attenuators	91,798	92,859
Housings	20,843,397	15,977,319
Softwares etc.	15,896,335	17,388,430
Connectors	18,022,092	10,231,701
SMPS	652,844	1,568,923
Others (including consumables)	83,285,766	52,131,732
Packing Material	7,362,967	5,465,955
	<b>309,436,531</b>	<b>238,495,008</b>

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

	% of Total Consumption	Value	% of Total Consumption	Value
Imported	61%	242,402,806	61%	154,982,347
Indigenous	39%	67,033,725	39%	83,512,661
	<b>100%</b>	<b>309,436,531</b>	<b>100%</b>	<b>238,495,008</b>

### NOTE 45 : VALUE OF IMPORTS CALCULATED ON CIF BASIS

Raw Material & Traded Goods	343,306,442	223,541,219
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### NOTE 46 : EXPENDITURE IN FOREIGN CURRENCY

Travelling & Other Administrative Expenses	3,008,979	1,497,485
Rent	269,690	289,255
	<b>3,278,669</b>	<b>1,786,740</b>

### NOTE 47 : EARNING IN FOREIGN CURRENCY

FOB Value of Exports	33,250,276	7,971,716
Overseas Merchant Trade Sale	101,865,521	55,980,092
Channel Marketing & others	21,537,008	22,747,160
	<b>156,652,805</b>	<b>86,698,968</b>

**NOTE 48 :** Figures of the previous year have been regrouped/ reclassified, wherever necessary.

**NOTE 49 :** The figures have been rounded off to the nearest Rupee.

## INDEPENDENT AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENT

### The Members of Catvision Limited

#### Report on the Consolidated Ind AS Financial Statements

We have audited the accompanying Consolidated Ind AS financial statements of CATVISION LIMITED, ("hereinafter referred to as the Company") and its jointly controlled entities as at 31st March, 2018 comprising the Consolidated Balance Sheet as at 31 March 2018, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Consolidated Ind AS Financial Statements").

#### Management's Responsibility for the Consolidated Ind AS 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 Ind AS Financial Statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and statement of changes in equity of the Company including its jointly controlled entities in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India. The Board of Directors of the Company and its jointly controlled entities are responsible for maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and its jointly controlled entities 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 adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Ind AS Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparation of the Consolidated Ind AS Financial Statements, the respective management of the Company and its jointly controlled entities is responsible for assessing the ability of the respective companies to

continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

#### Auditor's Responsibility

Our responsibility is to express an opinion on these Consolidated Ind AS 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 Consolidated Ind AS Financial Statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Consolidated Ind AS Financial Statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Consolidated Ind AS 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 Consolidated Ind AS Financial Statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances.

An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the Consolidated Ind AS Financial Statements.

We believe that the audit evidence obtained by us and other auditors in terms of their reports is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Ind AS Financial Statements.

#### Opinion

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and other financial information of the jointly controlled entities, the aforesaid Consolidated Ind

AS Financial Statement, 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 and its jointly controlled entities as at 31<sup>st</sup> March, 2018 and their consolidated statement of profit & loss, consolidated total comprehensive income, their consolidated cash flows and consolidated statement of changes in equity for the year ended on that date.

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

1. As required by section 143(3) of the Act, based on our audit and on the consideration of the report of other auditors on separate financial statements of its jointly controlled entities 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 Ind AS Financial Statements.

b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Ind AS Financial Statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of Consolidated Ind AS Financial Statements.

d) In our opinion, the aforesaid Consolidated Ind AS Financial Statements comply with the Accounting Standards prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014; as applicable.

e) In our opinion, the Consolidated Ind AS 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 or its jointly controlled entities.

f) On the basis of written representations received from the directors of the Company as on 31<sup>st</sup> March, 2018, taken on record by the Board of Directors of the Company, none of the directors of jointly controlled entities incorporated in India are disqualified as on 31<sup>st</sup> March, 2018, 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, which is based on the auditors' reports of the Company and its jointly controlled entities incorporated in India or abroad. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company and its jointly controlled entities, internal financial controls over financial reporting.

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, as amended, in our opinion 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, 2018.

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.

iii. There were no amounts which required to be transferred to the Investor Education and Protection Fund by the Company.

**For Agrawal and Gaur**  
Chartered Accountants  
FRN: 010550N

**Pavan Kumar Agrawal**  
Partner  
Membership No. 085376

Place: Noida (U.P.)  
Date : 11th August, 2018

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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")**

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In conjunction with our audit of the Consolidated Ind AS Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2018, we have audited the internal financial controls over financial reporting of Catvision Limited ("the Company") and its jointly controlled entities as on that date.

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

The respective Board of Directors of the Company and its jointly controlled entities are 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 as prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. 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 and the audit evidence obtained by the other auditors of its jointly controlled entities, 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 Consolidated Ind AS 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 Consolidated Ind AS 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.

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**Opinion**

In our opinion, to the best of our information and according to the explanations 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 31 March 2018, 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 ICAI.

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 Agrawal and Gaur**  
Chartered Accountants  
FRN: 010550N

SD/-  
**Pavan Kumar Agrawal**  
Partner  
Membership No. 085376

Place: Noida (U.P.)  
Date : 11th August, 2018



## CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2018

	Note No.	As at 31.03.2018 ₹	As at 31.03.2017 ₹	As at 31.03.2016 ₹
<b>ASSETS</b>				
<b>Non Current Assets:-</b>				
a) Property, Plant & Equipment	4	45,569,069	36,045,509	35,779,733
b) Capital Work In Progress	4	7,243,971	32,181,867	24,037,470
c) Other Intangible assets	4	40,205,183	5,945,930	9,848,638
<b>d) Financial assets:-</b>				
(i) Investments	5	34,980	34,980	34,980
(ii) Trade Receivables	6	184,317	12,125,134	10,704,192
e) Other Assets	7	9,479,970	7,704,021	9,027,851
<b>Total Non-Current Assets</b>		<b>102,717,490</b>	<b>94,037,441</b>	<b>89,432,864</b>
<b>Current Assets:-</b>				
a) Inventories	8	107,259,177	134,105,720	117,558,501
<b>b) Financial Assets:-</b>				
(i) Trade Receivables	9	107,282,149	92,018,060	73,097,386
(ii) Cash & Cash Equivalents	10	46,170,913	43,112,105	17,948,166
(iii) Loans	11	2,000	-	-
c) Current Tax Assets	12	9,018,881	6,298,879	3,680,701
d) Other Current Assets	13	30,341,934	20,961,780	58,941,893
<b>Total Current Assets</b>		<b>300,075,054</b>	<b>296,496,544</b>	<b>271,226,647</b>
<b>Total Assets</b>		<b>402,792,544</b>	<b>390,533,985</b>	<b>360,659,511</b>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity:-</b>				
a) Equity Share Capital	14	54,536,000	54,536,000	54,536,000
b) Other Equity	15	123,585,401	103,593,362	92,966,255
<b>Total Equity</b>		<b>178,121,401</b>	<b>158,129,362</b>	<b>147,502,255</b>
<b>LIABILITIES:-</b>				
<b>Non-Current Liabilities</b>				
<b>a) Financial Liabilities:-</b>				
(i) Borrowings	16	5,197,362	4,621,983	9,461,429
(ii) Other Financial Liabilities	17	-	1,277,832	-
b) Provisions	18	8,109,505	5,614,526	4,326,073
c) Deferred Tax Liabilities	19	3,586,013	2,947,468	3,065,131
<b>Total Non Current Liabilities</b>		<b>16,892,880</b>	<b>14,461,809</b>	<b>16,852,634</b>
<b>Current Liabilities:-</b>				
<b>a) Financial Liabilities:-</b>				
(i) Borrowings	20	60,873,196	85,341,587	96,765,495
(ii) Trade Payables	21	84,906,279	79,258,277	36,856,454
(iii) Other Financial Liabilities	22	10,363,655	7,542,247	4,196,221
b) Other Current Liabilities	23	33,097,012	35,023,898	44,098,129
c) Provisions	24	3,002,987	3,097,777	3,321,270
d) Current Tax Liabilities	25	15,535,134	7,679,030	11,567,054
<b>Total Current Liabilities</b>		<b>207,778,263</b>	<b>217,942,814</b>	<b>196,304,622</b>
<b>Total Liabilities</b>		<b>224,671,143</b>	<b>232,404,623</b>	<b>213,157,256</b>
<b>Total Equity and Liabilities</b>		<b>402,792,544</b>	<b>390,533,985</b>	<b>360,659,511</b>

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 **AGRAWAL AND GAUR**

Chartered Accountants

Firm Regn. No.: 010550N

**Pavan Kumar Agrawal**

Partner

Membership No. 085376

Place : Noida, U.P.

Date : 11th August, 2018

**Ankita Gandhi**

Company Secretary

**Vinod Rawat**

Chief Financial Officer

For and on behalf of the Board of Directors

**Syed Athar Abbas**
**Hina Abbas**

Managing Director DIN: 00770259

Executive Director DIN: 01980925



## CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2018

	Note No.	Year Ended 31.03.2018 ₹	Year Ended 31.03.2017 ₹
<b>I. INCOME</b>			
Revenue from operations (net)	26	778,823,780	568,100,303
Other Income	27	3,073,554	4,649,782
<b>TOTAL REVENUE</b>		<b>781,897,334</b>	<b>572,750,085</b>
<b>II. EXPENSES</b>			
Cost of material consumed	28	307,959,876	238,307,338
Purchase of stock-in-trade	29	209,302,779	178,245,635
Change in inventories of finished goods, work-in-progress and stock in trade	30	39,691,560	(19,988,644)
Other Manufacturing Expenses	31	29,162,428	25,509,694
Employees benefits expenses	32	72,709,089	60,811,804
Finance Cost	33	8,921,557	10,917,767
Depreciation and amortization expenses		7,304,740	9,006,090
Other Expenses	34	63,938,379	51,024,471
<b>Total Expense</b>		<b>738,990,408</b>	<b>553,834,155</b>
<b>III. PROFIT BEFORE TAX AND EXCEPTIONAL ITEMS</b>		<b>42,906,926</b>	18,915,930
<b>IV. Exceptional Items</b>			
<b>V. PROFIT BEFORE TAX (III-IV)</b>		<b>42,906,926</b>	18,915,930
Tax Expenses			
- Current tax		(15,535,134)	(7,679,030)
- Income tax for earlier years			
- Deferred Tax		(633,696)	117,663
<b>PROFIT AFTER TAX</b>		<b>26,738,096</b>	<b>11,354,563</b>
<b>OTHER COMPREHENSIVE INCOME</b>			
(i) <b>Items that will not be reclassified to Profit or loss</b>			
Remeasurment of Post employment benefit obligations		(89,523)	
(ii) <b>Income tax relating to items that will not be reclassified to Profit or loss</b>		(4,849)	
(i) <b>Items that will be reclassified to Profit or loss</b>			
- Exchange difference on translation of foreign operations		5,996	1,236,595
(ii) <b>Income tax relating to items that will be reclassified to Profit or loss</b>		-	-
<b>Total Comprehensive Income</b>		<b>26,649,721</b>	<b>12,591,158</b>
<b>Earnings per equity share (nominal value of share Rs. 10/- each)</b>			
Basic and Diluted	38	4.90	2.08
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 **AGRAWAL AND GAUR**

Chartered Accountants

Firm Regn. No.: 010550N

**Pavan Kumar Agrawal**

Partner

Membership No. 085376

Place : Noida, U.P.

Date : 11th August, 2018

**Ankita Gandhi**

Company Secretary

**Vinod Rawat**

Chief Financial Officer

For and on behalf of the Board of Directors

**Syed Athar Abbas** Managing Director DIN: 00770259

**Hina Abbas** Executive Director DIN: 01980925

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

### A. EQUITY SHARE CAPITAL

Balance as at 01st April 2016	Changes in Equity Share Capital	Balance as at 31st March 2017
54,536,000	-	54,536,000

Balance as at 01st April 2016	Changes in Equity Share Capital	Balance as at 31st March 2018
54,536,000	-	54,536,000

### B. OTHER EQUITY

	RESERVES & SURPLUS					Total Equity
	Capital Reserve	Securities Premium	General Reserve	Retained Earnings	Foreign Currency Translation Reserve	
<b>Balance as at 01st April 2016</b>	<b>2,445,903</b>	<b>18,413,000</b>	<b>291,824</b>	<b>70,443,795</b>	<b>1,371,733</b>	<b>92,966,255</b>
Profit For The Year	-	-	-	11,354,563	-	11,354,563
Other Comprehensive Income	-	-	-	1,236,595	-	1,236,595
Total Comprehensive Income	-	-	-	12,591,158	-	12,591,158
Transferred on Consolidation	(628,238)	-	-	-	(1,335,813)	(1,964,051)
<b>Balance as at 31st March 2017</b>	<b>1,817,665</b>	<b>18,413,000</b>	<b>291,524</b>	<b>83,034,953</b>	<b>35,920</b>	<b>103,593,362</b>
<b>Balance as at 01st April 2017</b>	<b>1,817,665</b>	<b>18,413,000</b>	<b>291,524</b>	<b>83,034,953</b>	<b>35,920</b>	<b>103,593,362</b>
Profit For The Year	-	-	-	26,738,096	-	26,738,096
Other Comprehensive Income	-	-	-	(88,375)	-	(88,375)
Total Comprehensive Income	-	-	-	26,649,721	-	26,649,721
Dividend (Including Tax on Dividend)	-	-	-	(6,563,825)	-	(6,563,825)
Transferred on Consolidation	(135,301)	-	-	-	41,444	(93,859)
<b>Balance as at 31st March 2018</b>	<b>1,682,364</b>	<b>18,413,000</b>	<b>291,524</b>	<b>103,120,849</b>	<b>77,364</b>	<b>123,585,401</b>

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

As per our report of even date attached.

For **AGRAWAL AND GAUR**

Chartered Accountants

Firm Regn. No.: 010550N

**Pavan Kumar Agrawal**

Partner

Membership No. 085376

Place : Noida, U.P.

Date : 11th August, 2018

**Ankita Gandhi**

Company Secretary

**Vinod Rawat**

Chief Financial Officer

For and on behalf of the Board of Directors

**Syed Athar Abbas** Managing Director DIN: 00770259

**Hina Abbas** Executive Director DIN: 01980925

## CONSOLIDATED CASH FLOW STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2018

	Year Ended 31.03.2018 ₹	Year Ended 31.03.2017 ₹
<b>A. Cash flow from operating activities:</b>		
<b>Net Profit Before Tax after Exceptional Items</b>	<b>42,906,926</b>	<b>18,918,163</b>
Adjustment for :		
Depreciation and amortisation expenses	7,656,218	10,693,232
Provision for Employees Benefits written back	2,086,656	1,381,226
Finance costs	8,921,557	7,359,128
(Profit)/Loss on sale of Fixed Assets	-	(59,760)
Interest earned & other Income	(2,126,824)	(1,651,779)
Exchange difference on translation of foreign operations	208,095	(189,741)
<b>Operating Profit Before Working Capital Changes</b>	<b>59,652,629</b>	<b>36,450,469</b>
Adjustments for (increase)/decrease in operating assets :		
Inventories	26,846,543	(16,547,219)
Trade Receivables	(15,801,535)	(18,728,518)
Short-term loans and advances	(9,382,152)	38,123,849
Long-term loans and advances	(114,126)	842,778
Other non-current assets	11,940,817	(1,420,942)
Adjustments for increase/(decrease) in operating liabilities :		
Trade Payable	4,645,041	40,941,496
Other current liabilities	(425,853)	(8,510,933)
Short-term provisions	332,251	(199,578)
Other long-term liabilities	(1,788,860)	(696,235)
	<b>16,252,126</b>	<b>33,804,700</b>
<b>Cash generated from operations</b>	<b>75,904,755</b>	<b>70,255,167</b>
Direct taxes paid	(10,399,031)	(14,185,231)
<b>Net cash generated / (utilised) from operating activities (A)</b>	<b>65,505,724</b>	<b>56,069,936</b>
<b>B. Cash flow from investing activities:</b>		
Capital Expenditure on fixed assets, including capital advances	(28,036,171)	(15,045,883)
Proceeds from sale of fixed assets	-	-
Purchase of Non current Investments	(2,466,359)	(5,864,930)
Interest & Miscellaneous Income Earned	2,126,824	1,651,779
<b>Net cash used in investing activities (B)</b>	<b>(28,375,706)</b>	<b>(19,259,034)</b>
<b>C. Cash flow from financing activities:</b>		
Proceeds from working capital loans	(2,244,146)	(7,914,151)
Proceeds from buyer's credit	(22,224,245)	(3,009,757)
Money Received Against Shares	(4,092,055)	5,864,930
Proceeds /(Repayment) of long-term borrowings	3,410,793	771,143
Finance costs	(8,921,557)	(7,359,128)
<b>Net cash from / (used in) financing activities (C)</b>	<b>(34,071,210)</b>	<b>(11,646,963)</b>
<b>Net increase / (decrease) in cash and cash equivalents (A+B+C)</b>	<b>3,058,808</b>	<b>25,163,937</b>
Opening Balance of Cash and cash equivalents	43,112,105	17,948,166
Closing Balance of Cash and cash equivalents	46,170,913	43,112,105

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 **AGRAWAL AND GAUR**

Chartered Accountants

Firm Regn. No.: 010550N

**Pavan Kumar Agrawal**

Partner

Membership No. 085376

Place : Noida, U.P.

Date : 11th August, 2018

**Ankita Gandhi**

Company Secretary

**Vinod Rawat**

Chief Financial Officer

For and on behalf of the Board of Directors

**Syed Athar Abbas** Managing Director DIN: 00770259

**Hina Abbas** Executive Director DIN: 01980925

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

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 Bombay Stock Exchange (BSE). 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

#### 2. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS:

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

(a) The financial statements of the Company and its jointly controlled entities have been combined on a line-by-line basis by adding together book values of like items of assets, liabilities, income and expenses, after eliminating intra-group balances and transactions and resulting unrealized gain/loss as per Indian Accounting Standard (Ind-AS) 110, "Consolidated Financial Statements" as specified under Section 133 of the Companies Act, 2013 (herein after referred as "the Act") 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 Indian Accounting Standard-28, 'Investment in Associates and joint Ventures' as specified under Section 133 of the Act read with Rules 7 of the Companies (Accounts) Rules, 2014.

(d) The financial statements of the Jointly Controlled Entities are drawn up to 31st March, 2018 the same reporting date.

(e) The difference between the cost of investment in Jointly Controlled Entities and the Company's share of equity as at time of making the investment in Jointly Controlled Entities is recognized in the financial statements as

Goodwill on consolidation or Capital Reserve on consolidation as the case may be.

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

Sl No.	Name of the Entry	Country of incorporation	% of ownership interest as at 31st March, 2018
1	Catvision Unitron Pvt. Ltd.	India	50%
2.	Unicat Limited	UAE	50%

### Note No. 3

#### 3.1 SIGNIFICANT ACCOUNTING POLICIES:

These consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind As") prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules as amended from time to time. These financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting. The accounting policies have been applied consistently over all the periods presented under in these financial statements.

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and judgements that effect the reported balances of assets and liabilities, disclosure relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented. 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) and goods and service tax (GST) on behalf of the government and, therefore, these are not economic benefits flowing to the Company. Hence, they

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

#### **Income from services:**

Revenue from distribution of channels and maintenance services are recognised prorata over the period to which these belongs. The Company collects service tax and GST 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 PROPERTY, PLANT & EQUIPMENT:**

An item of Property, plant and equipment are stated at cost less accumulated depreciation. The cost of an item of Property, plant and equipment comprises of its purchase price including import duties 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 shown as an expenditure during the period when it is incurred.

#### **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. In-house developed intangible assets are capitalised as an intangible asset at the cumulative cost incurred in development of the technology which includes, both hardware and software designing and development, development of prototype and successful commercialization and its meeting the prescribed criterion.

#### **Capital work-in-progress and Capital advances:**

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, cost of development of technology and other expenses incurred on such material are shown as Capital work- in-progress for capitalization. Advances given towards acquisition of fixed assets outstanding at each balance sheet date are disclosed as other Non-Current Assets.

#### **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. The estimated useful lives are estimated based on technical evaluation. The estimated

useful lives and residual value are reviewed at the end of each reporting period, with the effect of any change in estimate accounted for on prospective basis.

The Estimated useful lives are as mentioned below:-

Type of Asset	Useful Lives
Building	30 Years
Plant & Machinery	15 Years
Computer Equipment	3 Years
Vehicles	8 Years
Electrical installations	10 Years
Office Equipment	5 Years
Furniture & Fixture	10 years

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.

#### **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 Act.

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 basis 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 Indian Accounting Standard - 21 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.

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 EMPLOYEE BENEFITS:**

#### **a. Defined Contribution plan :**

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

#### **b. Defined benefits plan:**

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

#### **c. Compensated Absences:**

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

### **3.8 PROVISIONS :**

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

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

### **3.9 TAXATION:**

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

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

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

### **3.10 EARNING PER SHARE (EPS):**

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

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

### **3.11 FINANCIAL INSTRUMENTS:**

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of

the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (Other than financial assets and financial liabilities at fair value through profit & loss) are added to or deducted from the fair value measured on initial recognition of the financial asset or financial liability.

#### **Cash and cash equivalents**

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. cash and cash equivalents consists of balances with banks which are unrestricted for withdrawal and usage.

#### **Financial asset at amortised cost:**

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets to collect contractual cash flows and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

#### **Financial assets at fair value through other comprehensive income:**

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding and selling financial assets.

#### **Financial assets at fair value through through profit or loss:**

Financial assets are measured at fair value through profit or loss unless they are measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognized in statement of profit or loss.

#### **Financial Liabilities:**

Financial liabilities are measured at amortised cost using effective interest method.

#### **Equity Instruments:**

An equity instrument is a contract that evidences residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments recognized by the Company are recognized at the proceeds received net off direct issue cost.

### **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 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.

### **3.15 BORROWING COST:**

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 capitalized as part of cost of the respective asset. All other borrowing cost are recognized as expenses in the period in which they are incurred and charged to statement of Profit and Loss over the tenure of the borrowing.

### **3.16 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.



## NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

	As at 31.03.2018 ₹	As at 31.03.2017 ₹	As at 01.04.2016 ₹
<b>NOTE 7 : OTHER NON CURRENT ASSETS</b>			
Security Deposits	930,562	816,436	1,659,214
Capital Advances against Fixed Assets	7,100,664	5,084,748	3,879,332
Other loans and advances	1,080,000	1,080,000	1,080,000
Deferred Revenue Expenditure	368,744	722,837	2,409,305
	<b>9,479,970</b>	<b>7,704,021</b>	<b>9,027,851</b>
<b>NOTE 8 : INVENTORIES</b>			
(As taken, valued, and certified by the management)			
Finished Goods	28,483,736	52,286,698	32,280,638
Stock in Trade	31,934,359	48,457,395	48,287,335
Raw Materials & Components	42,602,142	30,057,166	33,351,164
Stock in transit	247,152	-	-
Stores and Spares	664,922	612,032	527,592
Semi - Finished Goods	3,326,866	2,692,429	3,111,772
	<b>107,259,177</b>	<b>134,105,720</b>	<b>117,558,501</b>
<b>NOTE 9 : TRADE RECEIVABLES</b>			
Trade Receivables	104,197,150	91,810,197	73,097,386
Receivables from Related Parties - Catvision Unitron Pvt Ltd.	3,084,999	207,863	-
Less: Allowances for Doubtful debts	-	-	-
	<b>107,282,149</b>	<b>92,018,060</b>	<b>73,097,386</b>
<b>NOTE 10 : CASH AND CASH EQUIVALENTS</b>			
Cash in hand	396,387	2,066	134,220
Balance with Scheduled Banks:			
- In Current Accounts*	29,563,722	37,168,834	6,581,709
In fixed Deposit Accounts**	6,519,216	4,075,628	4,721,345
- Earmarked Balance with Bank-Dividend Account***	774,288	277,266	277,466
Cheques in Hand	8,917,300	1,588,311	6,233,426
	<b>46,170,913</b>	<b>43,112,105</b>	<b>17,948,166</b>
*Current Account Balance with bank include Rs 5,29,074/- (Previous Year Rs 2,25,379/-) 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 guarantee and Letter of Undertaking issued by the bank is Rs 6,519,216/- (Previous Year Rs 4,075,628/-)			
*** The Company can utilize this balance only towards settlement of respective unpaid dividend.			
<b>NOTE 11 : LOANS</b>			
Loan to employees	2,000	-	-
	<b>2,000</b>	-	-
<b>NOTE 12 : CURRENT TAX ASSETS</b>			
Advance Tax including tax deducted at source	8,074,570	5,354,568	3,680,701
Income Tax Paid Under Appeal	944,311	944,311	-
	<b>9,018,881</b>	<b>6,298,879</b>	<b>3,680,701</b>
<b>NOTE 13 : OTHER CURRENT ASSETS</b>			
Advance recoverable in cash or in kind for the value to be received	21,898,454	7,690,346	36,551,327
Prepaid Expenses	3,202,624	5,601,563	12,238,052
Balance with Service Tax/GST Department	1,270,203	2,126,716	5,285,597
Claim for Refunds of Additional Duty of Customs	2,826,756	4,506,258	3,714,796
Advance to Directors	786,945	786,945	876,706
Advance to Other employees and officers of the company	350,089	194,953	275,415
Other Current Assets	6,863	55,000	-
	<b>30,341,934</b>	<b>20,961,780</b>	<b>58,941,893</b>



## NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

	As at 31.03.2018 ₹	As at 31.03.2017 ₹	As at 01.04.2016 ₹
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### NOTE 14 : SHARE CAPITAL

#### a. Authorised

6,500,000 Equity Shares of Rs. 10 each (Previous Year

**6,500,000 Equity Shares of Rs. 10 each)**

65,000,000

65,000,000

65,000,000

#### b. Issued, subscribed and paid - up

5,453,600 Equity Shares of Rs. 10 each (Previous Year

5,453,600 Equity Shares of Rs.10 each)

54,536,000

54,536,000

54,536,000

54,536,000

54,536,000

54,536,000

#### c. Reconciliation of number of Equity Shares

	As at 31.03.2018		As at 31.03.2017		As at 01.04.2016	
	No. of Shares	₹	No. of Shares	₹	No. of Shares	₹
At the beginning of the year	5,453,600	54,536,000	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	5,453,600	54,536,000

d. **The rights, power and preference relating to each class of shares:** The company has only one class of share referred to as equity share having a parvalue 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. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportions to the number of equity shares held by the shareholders.

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

	As at 31.03.2018 (No. of Shares)	As at 31.03.2017 (No. of Shares)	As at 01.04.2016 (No. of Shares)
S. A Abbas	725,934	635,685	635,685
Sudhir Damodaran	601,662	617,975	617,975
Vizwise Commerce Pvt. Ltd.	330,737	396,737	396,737
Global Impex Limited	500,000	500,000	500,000
Marija Veljanovska	300,000	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.

	As at 31.03.2018 ₹	As at 31.03.2017 ₹	As at 01.04.2016 ₹
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### NOTE 15: RESERVE AND SURPLUS

Securities Premium Reserve	18,413,000	18,413,000	18,413,000
Capital Reserve	1,057,920	1,057,920	1,057,920
Capital Reserve on Consolidation	624,444	759,745	1,387,983
General Reserve	291,824	291,824	291,824
Foreign Currency Translation Reserve	77,364	35,920	1,371,733
Surplus in Profit and Loss Statement			
Balance as at the beginning of the year	83,034,953	70,443,795	52,757,641
Add: Profit for the year	<u>26,649,721</u>	<u>12,591,158</u>	<u>17,686,154</u>
	109,684,674	83,034,953	70,443,795
Less: Appropriation			
Dividend F Y 2016 - 17	5,453,600	-	-
Tax on Dividend	<u>1,110,225</u>	<u>83,034,953</u>	<u>70,443,795</u>
	<u>123,585,401</u>	<u>103,593,362</u>	<u>92,966,255</u>



## NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

	As at 31.03.2018 ₹	As at 31.03.2017 ₹	As at 01.04.2016 ₹
<b>NOTE 16 : NON - CURRENT BORROWINGS</b>			
<b>Term Loans from Banks - Secured</b>			
<b>Plant &amp; Machinery</b>			
(a) Axis Bank - Term Loan	189,482	2,832,883	5,462,713
<b>Vehicle Loans</b>			
(a) Kotak Mahindra Prime Limited	1,573,596	-	-
(b) Kotak Mahindra Bank Limited	175,277	317,537	553,086
(c) BMW Financial Services Pvt Ltd.	2,298,472	-	-
<b>Fixed Deposit From Shareholders</b>			
<b>Unsecured</b>			
(a) Fixed Deposit	850,000	1,350,000	3,400,000
(b) Interest Accrued but not due on Fixed Deposits	110,535	121,563	45,630
	<u>5,197,362</u>	<u>4,621,983</u>	<u>9,461,429</u>
<b>Term Loan from Bank:</b>			
Term loan from Axis Bank Ltd., B-2, B-3, Sector- 16 Noida, U.P. was taken in 2014 - 15 and 2015-16 respectively and is repayable in 48 & 40 equal monthly instalments of Rs 83,333/- & Rs 1,25,000/- respectively and is secured 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 guarantee of the promoter/Directors.			
<b>Vehicle Loans:</b>			
The Company has availed vehicle loans for purchase of vehicles from Kotak Mahindra Prime Ltd, Kotak Mahindra Bank Ltd. & BMW Financial Services Pvt Ltd. and is repayable in 60, 47 & 60 equal montly instalments of Rs 42,400/-, & Rs. 20,313/- & Rs 70,800/- and is secured by way of hypothecation of respective vehicles financed under the respective loan.			
<b>S. No</b>	<b>Lenders</b>	<b>Princiapt Loan Amount</b>	<b>Interest Rate</b>
1	Axis Bank	9,000,000	9.90%
2	Kotak Mahindra	2,100,000	8.06%
3	Kotak Mahindra Bank	700,000	8.06%
4	BMW Financial	3,500,000	7.90%
<b>Fixed Deposit from Members:</b> - Fixed deposit are received from shareholders in compliance with the fixed deposit scheme of the company which provides for rate of interest of 10.50% p.a for the deposit accepted upto 1 year			
<b>NOTE 17 : OTHER FINANCIAL LIABILITIES</b>			
	Other Advances	1,277,832	-
		<u>1,277,832</u>	<u>-</u>
<b>NOTE 18 : PROVISIONS</b>			
(a)	Provision for Leave Encashment	1,812,728	316,070
(b)	Provision for Gratuity	6,296,777	4,010,003
		<u>8,109,505</u>	<u>4,326,073</u>
<b>NOTE 19 : DEFERRED TAX LIABILITY (NET)</b>			
<b>Deferred Tax liability arising on Account of timing difference:</b>			
	Difference between Book & Tax Depreciation	4,318,331	3,311,857
	<b>Sub Total-(A)</b>	<u>4,318,331</u>	<u>3,311,857</u>
<b>Deferred Tax Assets arising on Account of timing difference:</b>			
	Provision for Employee benefits	732,318	246,726
	<b>Sub Total-(B)</b>	<u>732,318</u>	<u>246,726</u>
	<b>Net Deferred Tax Liability (A-B)</b>	<u>3,586,013</u>	<u>3,065,131</u>

## NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

	As at 31.03.2018 ₹	As at 31.03.2017 ₹	As at 01.04.2016 ₹
<b>NOTE 20 : SHORT TERM BORROWINGS</b>			
<b>Secured Loans</b>			
(a) Cash Credit repayable on Demand*	55,421,145	57,665,291	65,579,442
(b) Buyer's Credit from Banks**	5,452,051	27,676,296	30,686,053
	<u>60,873,196</u>	<u>85,341,587</u>	<u>96,265,495</u>

\* Loan Repayable on Demand From Banks:- Cash Credit is secured by way of hypothecation of entire current assets, both Present & Future. Rate of interest on cash credit utilisation is 9.65% p.a repayable on monthly interval

\*\* Short term Buyer's Credit From Axis Bank Ltd for a period less than 180 days is secured by way of all the Primary/Colletral securities/guarantees stipulated for Cash credit facilities.

### NOTE 21 :TRADE PAYABLE:

a. Due to micro and small enterprises	2,907,791	9,667,811	7,256,482
b. Due to creditors other than micro and small enterprise	81,751,876	68,017,082	29,599,972
c. Trade Payables to			
Catvision Unitron Private Limited	194,925	4,764	-
Unicat Limited	51,688	1,568,620	-
	<u>84,906,279</u>	<u>79,258,277</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	2,907,791	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 22: OTHER FINANCIAL LIABILITIES

#### CURRENT MATURITIES OF LONG TERM DEBT:

##### Term Loans from Banks - Secured

##### Plant & Machinery

(a) Axis Bank	2,616,743	2,499,996	2,499,996
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##### Vehicle Loans

(a) Kotak Mahindra Prime Limited	365,559	-	-
(b) Kotak Mahindra Bank Limited	193,008	249,819	1,190,718
(c) BMW Financial Services Pvt Ltd.	635,196	-	-

##### Fixed Deposit From Shareholders Unsecured

(a) Fixed Deposit	5,453,819	3,910,000	
(b) Interest Accrued but not due on Fixed Deposits	325,041	605,166	228,041
<b>TOTAL (A)</b>	<u>5,589,366</u>	<u>7,264,981</u>	<u>3,918,755</u>
Unpaid Dividend	774,288	277,266	277,466
<b>TOTAL (B)</b>	<u>774,288</u>	<u>277,266</u>	<u>277,456</u>
<b>TOTAL (A+B)</b>	<u>10,363,655</u>	<u>7,542,247</u>	<u>4,196,221</u>

## NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

	As at 31.03.2018 ₹	As at 31.03.2017 ₹	As at 01.04.2016 ₹
<b>NOTE 23 : OTHER CURRENT LIABILITIES</b>			
Statutory Liabilities	4,594,821	5,132,515	4,758,900
Other Liabilities	10,278,804	5,657,628	8,485,306
Advance From Customers	14,967,505	19,247,342	19,448,112
Income Received in Advance	3,255,882	4,986,413	11,405,211
	<b>33,097,012</b>	<b>35,023,898</b>	<b>44,098,129</b>
<b>NOTE 24 SHORT TERM PROVISIONS</b>			
Provision for Employee benefit	1,912	246,721	-
Provision for Bill awaited	3,001,075	2,851,056	3,321,270
	<b>3,002,987</b>	<b>3,097,777</b>	<b>3,321,270</b>
<b>NOTE 25: CURRENT TAX LIABILITIES</b>			
Opening Balance	7,679,030	11,567,054	2,070,267
Add:-Current Tax Payable	15,535,134	7,679,030	11,567,054
Less:-Taxes Paid	7,679,030	11,567,054	2,070,267
Closing Balance	<b>15,535,134</b>	<b>7,679,030</b>	<b>11,567,054</b>
	<b>Year Ended 31.03.2018 ₹</b>	<b>Year Ended 31.03.2017 ₹</b>	
<b>NOTE 26: REVENUE FROM OPERATIONS</b>			
Sales of Products	751,859,480	552,117,481	
Less: Excise Duty	(7,536,014)	(20,443,562)	531,673,919
Servicing Income	31,105,161	32,063,935	
Other Operating Income	3,395,153	4,362,449	
	<b>778,823,780</b>	<b>568,100,303</b>	
<b>NOTE 27: OTHER INCOME</b>			
Interest Earned	896,824	237,579	
Miscellaneous Income	615,000	799,200	
Profit on Sale of Fixed Assets	-	59,760	
Net Foreign Exchange Gains	1,561,730	3,553,243	
	<b>3,073,554</b>	<b>4,649,782</b>	
<b>NOTE 28: MATERIAL CONSUMED</b>			
Stock at the beginning of the year	30,057,166	33,302,079	
Add: Purchases	320,504,851	235,062,425	
Less: Stock at the end of the year	42,602,141	30,057,166	
	<b>307,959,876</b>	<b>238,307,338</b>	
<b>NOTE 29: PURCHASE FOR SALE</b>	<b>209,302,779</b>	<b>178,245,635</b>	
<b>NOTE 30: CHANGE IN INVENTORIES</b>			
<b>Inventories at the beginning of the year</b>			
- 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	
Sub Total : (i)	<b>103,436,522</b>	<b>83,447,878</b>	
<b>Inventories at the end of the year</b>			
- Finished Goods	28,483,736	52,286,698	
- Semi - Finished Goods	2,490,272	2,692,429	
- Stock - Final Assembly	836,595	-	
- Stock-in-trade	31,934,359	48,457,395	
Sub Total : (ii)	<b>63,744,962</b>	<b>103,436,522</b>	
Total (i)-(ii)	<b>39,691,560</b>	<b>(19,988,645)</b>	

## NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

	Year Ended 31.03.2018 ₹	Year Ended 31.03.2017 ₹
<b>NOTE 31: OTHER MANUFACTURING EXPENSES</b>		
Store and Spares Consumed	275,076	187,670
Other Manufacturing Expenses	21,225,768	12,094,566
Carriage Fee and Subscription to Broadcasters	7,661,584	13,227,458
	<b>29,162,428</b>	<b>25,509,694</b>
<b>NOTE 32 : EMPLOYEES REMUNERATION AND BENEFITS</b>		
Salary, Wages and Other Benefits	68,264,540	56,714,246
Staff Welfare Expenses	843,512	776,392
Contribution to Provident Fund and other Funds	3,709,388	3,321,166
Less: Expenses to be recognised in OCI of Gratuity	(108,351)	-
	<b>72,709,089</b>	<b>60,811,804</b>
<b>NOTE 33 : FINANCE COST</b>		
Interest	5,904,842	8,547,882
Bank Charges	3,016,715	2,369,886
	<b>8,921,557</b>	<b>10,917,767</b>
<b>NOTE 34 : OTHER EXPENSES</b>		
Insurance	1,117,014	1,229,582
Rent and Hire Charges	3,826,650	3,016,366
Travelling and Conveyance	12,628,264	11,049,353
Vehicles Running and Maintenance	956,140	949,067
Advertisement, Selling and Distribution	368,810	350,670
Inventory Written Off	-	298,614
Research & Development expenses	12,000	-
Freight and Distribution Charges	2,410,276	2,081,757
Commission Paid	7,105,508	3,341,150
Business Promotion	3,162,037	2,719,797
Postage and Telephone	1,830,337	1,795,087
Project Implementation Expenses	660,432	1,085,574
Sales Incentives	1,926,681	1,986,468
Miscellaneous Expenses	2,245,776	1,700,874
Meetings and Celebration	535,503	542,043
Security Services	1,145,587	917,029
Legal and Professional Charges	6,474,961	6,708,092
Channel Distribution Expenses	4,378,404	3,292,827
Fee and Subscription	754,421	1,063,135
Director's Sitting Fee	330,385	55,575
Electricity, Water, Power & Fuel	1,625,903	1,474,777
Printing & Stationery	415,378	396,861
Bad Debts written off	5,700,040	131,197
<b>Auditors' Remuneration</b>		
- As Auditor		
- Audit Fee	302,573	311,108
- Taxation Matters	148,750	101,000
- Reimbursement of Expenses	7,340	5,940
- Secretarial Audit Fee	30,000	30,000
<b>Repair &amp; Maintenance:</b>		
- Building	488,935	354,080
- Plant & Machinery	132,386	68,502
- Others	3,217,888	3,967,945
	<b>63,938,379</b>	<b>51,024,470</b>

## NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

	Year Ended 31.03.2018 ₹	Year Ended 31.03.2017 ₹
<b>NOTE 35 : CONTINGENT LIABILITIES AND COMMITMENT</b>		
i) Unexpired Bank Guarantee	5,089,028	3,616,625
ii) Income Tax demand for A.Y 2009 - 10 and A.Y 2014-15*	3,081,303	3,552,403

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

### NOTE 36 : EMPLOYEES BENEFIT:

The Company has adopted the Indian Accounting Standard (Ind As) 19 "Employee Benefits".

Contribution to Provident Fund : Amount of Rs. 35,38,174/- (Previous year Rs. 31,16,331/-) is recognised as an expense and included in Employees Remuneration and benefits (Refer Note 32) in the Profit & Loss Statement for the year ended 31st March 2018.

Gratuity : The following table sets out the status of the Defined Benefits Plan as at 31st March 2018 which is based on the report submitted by an Independent Actuary :

	Gratuity (Funded) As at 31.03.2018	Earned Leave Encashment (Non-Funded) As at 31.03.2018	Gratuity (Funded) As at 31.03.2017	Earned Leave Encashment (Non-Funded) As at 31.03.2017
<b>Amount recognised in Balance Sheet</b>	9,456,436	1,812,728	6,662,540	1,572,589
Present value of the obligation at the end of the year	3,366,858	-	2,527,830	-
Fair value of plan assets	<u>6,089,578</u>	<u>1,812,728</u>	<u>4,134,710</u>	<u>1,572,589</u>
Net Liability recognised in Balance Sheet	-	1,572,589	-	316,070
<b>Expenses recognised in Profit Loss Account</b>	-	1,812,728	-	1,572,589
Present value of obligation as at the beginning	664,421	-	593,834	-
Present value of obligation as at the end	1,778,382	-	-	-
Current Service Cost	307,818	-	440,283	-
Past Service Cost	-	162,585	-	117,766
Interest Cost	249,161	-	(120,035)	-
Benefit paid	(140,810)	-	278,655	-
Expected return on plan asset	<u>2,858,972</u>	<u>402,724</u>	<u>1,192,737</u>	<u>1,374,285</u>
Net actuarial (gain) / loss recognised	-	-	-	-
Expenses recognised Statement of Profit & Loss	6,662,540	-	5,507,448	-
<b>Changes in Defined Benefit Obligation</b>	496,007	-	440,283	-
Present Value of obligation at the beginning of the year	664,421	-	593,834	-
Interest Cost	1,778,382	-	-	-
Current Service Cost	(4,104)	-	(184,015)	-
Past Service Cost	(140,810)	-	304,990	-
Benefits Paid	<u>9,456,436</u>	-	<u>6,662,540</u>	-
Actuarial (gain) / loss on obligation	-	-	-	-
Present Value of obligation at the end of the year	-	-	-	-
<b>Changes in Fair Value of Planned Assets</b>	2,527,830	-	1,501,502	-
Fair value of plan asset at the beginning of the year	(249,161)	-	120,035	-
Expected return on plan asset	900,000	-	1,050,000	-
Contributions	-	-	(170,042)	-
Benefits Paid	188,189	-	26,335	-
Actuarial gain / (loss) on plan asset	<u>3,366,858</u>	-	<u>2,527,830</u>	-
Fair value of plan asset at the end of the year	-	-	-	-
<b>Actuarial (Gain) / Loss recognised</b>	(140,810)	-	304,990	-
Actuarial (Gain) / Loss on obligation	188,189	-	26,335	-
Actuarial (Gain) / Loss on plan assets	47,379	-	331,325	-
Total Actuarial (Gain) / Loss	47,379	-	331,325	-
Actuarial (Gain) / Loss recognised	-	-	-	-
<b>Assumptions used in accounting for gratuity plan</b>	7.80%	7.80%	7.45%	7.45%
Discount Rate (p.a.)	5.00%	5.00%	5.00%	5.00%
Salary Escalation Rate	8.00%	-	8.00%	-
Expected rate of return (p.a.)	2.00%	2.00%	2.00%	2.00%
Withdrawal rate (p.a.)	-	-	-	-
Average outstanding service of employees upto retirement	21.59 Years	21.97 Years	22.6 Years	22.6 Years

## NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

### NOTE 37 : RELATED PARTY DISCLOSURE

As per Indian Accounting Standard (Ind AS-24) 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>Country of Incorporation</u>
	Catvision Unitron Pvt. Ltd.	India
	Unicat Ltd.	UAE
ii.	Key Managerial Personnel :	
	Mr. S. A. Abbas	Managing Director
	Mr. Vinod Rawat	Chief Financial Officer
	Ms. Ankita Gandhi	Company Secretary
iii.	Directors/Relatives of key management personnel	Mrs. Hina Abbas (Executive Director) Mrs. Gulnaz Begum (Mother of MD) Mr. Syed Jamshed Abbas (Brother of MD) 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, 2018	

	Director/Key Managerial Personnel and Relatives	Entities over which Director key personnel are able to exercise significant influence	Joint Ventures Company
1) Purchases :	-	-	2,398,300
	(-)	(-)	(11,019,775)
Fixed Assets	-	-	-
	(-)	(-)	(-)
2) Others :	-	-	1,230,000
Rent received	(-)	(-)	(1,230,000)
Subscription & other service charges	-	6,159,019	3,003,753
	(-)	(5,328,343)	(-)
Cost of Reimbursements	-	-	-
	(-)	(-)	-
3) Investments :	-	-	2,466,359
Allotment of Shares	(-)	(-)	(5,864,930)
4) Deposits :	18,00,000	-	-
	(1,510,000)	(-)	(-)
5) Managerial Remuneration :	5,841,120	-	-
	(5,128,034)	(-)	(-)
6) Balance outstanding at the end of the year :			
Trade Payable	-	708,969	493,225
	(-)	(323,169)	(1568,620)
Advances & other debits	-	-	3,258,114
	(-)	(-)	(1,938,940)
Deposits	5,126,412	-	-
	(3,310,000)	(-)	(-)
7) Significant related transactions :			
Purchases of goods	-	-	2,398,300
	(-)	-	(11,019,775)
Purchases of fixed assets	-	-	-
	(-)	(-)	(4,539,345)
Remuneration	5,841,120	-	-
	(5,128,034)	(-)	(-)

\* Figures in bracket represent previous year figures



## NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

	Year Ended 31.03.2018 ₹	Year Ended 31.03.2017 ₹
<b>NOTE 38: EARNING PER SHARE (EPS):</b>		
i. Profit after provision of Tax	26,738,096	11,354,563
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)	4.90	2.08
<b>NOTE 39 : MANAGERIAL REMUNERATION:</b>		
<b>i) Managing Director and other whole time Directors:</b>		
a) Salary	2,736,000	2,688,000
b) Contribution to Provident Fund	328,320	322,560
c) Allowances and Perquisites	2,776,800	2,117,474
	<u>5,841,120</u>	<u>5,128,034</u>
<b>ii) Non-Executive Directors:</b>		
Sitting fee	325,000	55,575
	<u>325,000</u>	<u>55,575</u>
Note: The above figures do not include provision for gratuity as separate actuarial valuation is not available for whole time directors.		
<b>NOTE 40 : DETAILS OF SALE:</b>		
Modulators	976,012	1,411,319
Amplifiers	3,001,616	7,519,279
Power Supply	1,221,579	3,175,336
Optical Node & Transmitters	51,710,625	75,335,942
Tap off / Splitters	7,372,471	10,806,726
Digital Satellite Receiver & Set Top Boxes	538,061,892	260,366,345
Dish Antenna & other equipments	3,162,002	3,678,869
CATV, ITV & MATV Systems & Digital Equipments	114,727,314	139,086,778
Cables	5,562,307	10,641,484
Other Miscellaneous Items	18,484,027	19,651,843
	<u>744,279,845</u>	<u>531,673,919</u>
<b>NOTE 41 : DETAILS OF PURCHASE OF TRADED GOODS:</b>		
Modulators	30,550,011	26,358,669
Amplifiers	1,114,140	4,566,590
Power Supplies	500,574	6,498,576
Optic Node & Transmitters	14,522,540	29,474,653
Tap-off / Splitters	3,445,879	6,800,173
Digital satellite Receiver & Set top Box	128,828,638	45,927,918
Dish Antenna & other equipments	2,680,856	2,702,621
CATV, ITV & MATV Systems & Digital Equipments	19,971,287	51,857,733
Cables	3,537,483	5,762,384
Other Miscellaneous Items	4,151,371	3,806,206
	<u>209,305,779</u>	<u>183,755,523</u>
<b>NOTE 42 : DETAILS OF MATERIAL CONSUMED:</b>		
ICS	134,382,991	79,705,415
Transistors	2,472,533	1,205,061
Transformers	570,807	614,620
Crystals	1,493,405	795,406
Printed Circuit Boards	21,409,522	52,068,799
Diodes	2,952,074	1,248,788
Attenuators	91,798	92,859
Housings	20,843,397	15,977,319
Softwares etc.	14,694,756	11,878,542
Connectors	18,022,092	10,231,701
SMPS	652,844	1,568,922
Others (including consumables)	83,285,766	52,131,732
Packing Material	7,362,967	5,465,955
	<u>308,234,952</u>	<u>232,985,120</u>

## NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

	Year Ended 31.03.2018 ₹		Year Ended 31.03.2018 ₹	
NOTE 43 : VALUE OF IMPORTED AND INDIGENOUS RAW MATERIAL AND COMPONENTS CONSUMED				
	% of Total Consumption	Value	% of Total Consumption	Value
Imported	78%	241,201,227	61%	149,472,459
Indigenous	22%	67,033,725	39%	83,512,661
	<u>100.00%</u>	<u>308,234,952</u>	<u>100.00%</u>	<u>232,985,120</u>
NOTE 44 : VALUE OF IMPORTS CALCULATED ON CIF BASIS				
Raw Material & Traded Goods		343,306,442		223,541,219
NOTE 45 : EXPENDITURE IN FOREIGN CURRENCY				
Travelling & Other Administrative Expenses		3,061,955		1,547,181
Rent		<u>269,690</u>		<u>289,255</u>
		<u>3,331,645</u>		<u>1,836,436</u>
NOTE 46 : EARNING IN FOREIGN CURRENCY				
FOB Value of Exports		33,250,276		7,971,716
Overseas Merchant Trade Sale		101,865,521		55,980,092
Channel Marketing & others		<u>23,426,593</u>		<u>24,013,035</u>
		<u>158,542,390</u>		<u>87,964,843</u>

**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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**NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018**


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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 31.03.2018:

<b>Name of associates/Joint Ventures</b>	<b>Catvision Unitron Pvt. Ltd.</b>	<b>Unicat Ltd.</b>
Latest audited Balance Sheet Date	31.03.2018	31.03.2018
Shares of Associate/Joint Ventures held by the company on the year end	18,52,056	4,36,261
Amount of Investment in Associates/Joint Venture	185.21 Lakhs.	275.25 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	148.52 Lakhs	209.84 Lakhs
Profit/Loss for the year		
Considered in Consolidation	(19.13) Lakhs	(11.29) Lakhs
Not Considered in Consolidation	(19.13) Lakhs	(11.29) Lakhs

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



## Notes

[illegible]



11th August, 2018

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**

(Syed Athar Abbas)  
Managing Director



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