
CATVISION LIMITED**CIN: L92111DL1985PLC021374****Regd. Office:** H-17/202, Second Floor, Main Vikas Marg, Laxmi Nagar, Delhi - 110092**Corporate Office:** E-14 & 15, Sector – 8, Noida – 201301, U.P., India

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

Email: catvision@catvisionindia.com

NOTICE

NOTICE IS HEREBY GIVEN THAT the 31st Annual General Meeting of the members of Catvision Limited will be held on Friday, 30th September, 2016 at 12.30 p.m., at Riverside Sports & Recreation Club, Club Avenue, Mayur Vihar, Phase I, New Delhi-110091 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt
 - (a) the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2016 and the Reports of the Board of Directors and Auditors thereon; and
 - (b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2016 and the Report of Auditors thereon.
2. To appoint a Director in place of Mr. Sudhir Damodaran (DIN 01091518), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors and fix their remuneration for the financial year 2016-17:

“RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the Company hereby ratifies the appointment of GAUR & ASSOCIATES, Chartered Accountants (Registration Number 005354C) as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 32nd Annual General Meeting of the Company at such remuneration as may be fixed by the Board of Directors of the Company”.

SPECIAL BUSINESS:

4. **To renew unsecured fixed deposits accepted/to be accepted from the members under Section 73 of the Companies Act, 2013**

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

“RESOLVED THAT in supersession of resolution adopted by members of the Company on 07th March, 2015 and 30th September 2015, pursuant to the provisions of Chapter V of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 and other applicable provisions, if any, and subject to such conditions, approvals, permissions, as may be necessary, consent of the members be and is hereby accorded to the Board of Directors of the Company, pursuant to Section

73(2) and Section 76 of the Companies Act, 2013 to invite, accept and renew the unsecured deposit from the members of the Company on such terms and conditions as the Board may decide. However, the Borrowing by way of fixed deposit, as above, shall not exceed the limit laid down under the Companies (Acceptance of Deposit) Rules, 2014 in force and as amended from time to time.

FURTHER RESOLVED THAT Mr. S.A. Abbas, Managing Director, be and is hereby authorized to issue the renewed circular, which has been approved by the Board of Directors of the Company at their meeting held on 12th August, 2016, and which delineates the salient features of the Fixed Deposit Scheme of the Company and other relevant particulars as prescribed by the Act and the Rules.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Managing Director and/or Company Secretary and/or Chief Financial Officer of the Company be and is hereby authorized to do such acts, deeds, matters and things as they may in their absolute discretion consider necessary, proper, expedient, desirable or appropriate and take all necessary and desirable steps for the aforesaid purpose and matters incidental thereto.”

5. **To approve the Catvision Employee Stock Option Plan-2016.**

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

“RESOLVED THAT pursuant to the provisions of Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), the SEBI (Share Based Employee Benefits) Regulations, 2014, the enabling provisions of the Memorandum and Articles of Association of the Company, and the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2016 and (including earlier enactments in this regard to the extent currently applicable) including all relevant revenue, tax, securities or exchange control regulations or corporate laws of India to the extent applicable and other prevailing statutory guidelines in that behalf (hereinafter together referred to as “the Extant Guidelines”) and subject to such terms and conditions as may be prescribed/imposed by the appropriate regulatory authorities/ institutions or bodies while granting such approval(s), consent(s), permission(s) and/or sanction(s), Catvision Employee Stock Option Plan - 2016 (hereinafter referred to as

'CATVISION ESOP- 2016'), be and is hereby approved and the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include the Nomination & Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to create, grant, issue, offer and allot in one or more tranches under Catvision ESOP-2016 to the present and/or future permanent employees of the Company, (hereinafter referred to as 'employees' or 'said employees') 5,45,360 (Five Lacs Forty Five Thousand Three Hundred Sixty) equity shares i.e., 10% of the paid up capital of the Company as on 31st March, 2016 (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time), at such price and on such terms and conditions as may be decided by the Board in accordance with applicable Guidelines and the Regulations or other provisions of the law as may be prevailing at the relevant time.

RESOLVED FURTHER THAT the Board be and is hereby further authorized to:

- a. issue and allot Equity Shares upon exercise of options from time to time in accordance with the Plan and such Equity Shares shall rank pari-passu in all respects with the then existing Equity Shares of the Company,
- b. to modify, change, vary, alter, amend, suspend or terminate the Catvision ESOP-2016 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members of the Company and to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Catvision ESOP-2016 and to do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT as is required, the Company shall conform with the accounting policies as per Guidelines in force from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to comply with the legal provisions and do all ancillary and consequential matters and to take such steps and to do such acts, deeds, matters and things as they may deem proper and give/send such notices, directions as may be necessary to give effect to the above resolution.

RESOLVED FURTHER THAT the Board (including the Nomination and Remuneration Committee or any other Committee of the Board) or the officers who may be authorized by the Board in this regard be and are hereby authorized to take necessary steps for listing of the

securities allotted under the Catvision ESOP-2016 on the Stock Exchange as per the provisions of the Listing Agreement with the Stock Exchange concerned, the SEBI Regulations and other Applicable Laws and Regulations".

6. To fix and demand the cost of service of document served by Company on member through a particular mode at the request of member u/s 20 of Companies Act, 2013.

To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION :

"RESOLVED THAT pursuant to Section 20 of the Companies Act 2013 and any other applicable provisions in this regard, the approval of the members be and is hereby accorded to the Board to fix and demand the actual cost of service of documents on member by the Company through a particular mode at the request made by the member.

RESOLVED FURTHER THAT Board is also hereby authorised to delegate this power to its committee or any designated officer of the Company to fix and demand the actual cost of service of documents on members by Company through a particular mode at the request made by the members themselves"

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

S.A. Abbas

Managing Director
DIN 00770259

Place: Noida, U.P.

Date: 12th August, 2016

Registered Office

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

NOTES:

1. **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote only on a poll instead of himself / herself and the proxy need not be a member of the Company. The proxy form should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Annual General Meeting.**

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

2. Explanatory Statement :

The statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the items of the special

business is given below and forms part hereof.

3. Directors proposed to be appointed/re-appointed :

The brief details of Directors including those proposed to be re-appointed are given in the "Report on Corporate Governance" which is forming part of the Annual Report being sent separately to the members.

In pursuance of Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the brief resume and other details of Mr. Sudhir Damodaran who is retiring by rotation and offers himself for re-appointment, are as under:

| | |
|---|--|
| Name of Director | Mr. Sudhir Damodaran |
| Date of Birth | 28/12/1957 |
| Date of Appointment | 01.10.2012 |
| Qualification | Bachelor of Science. |
| List of Outside Directorship held | Catvision Unitron Pvt. Ltd. Total Telemedia Pvt. Ltd. |
| Chairman/Member of the Committee of the Board of the Catvision Limited | NA |
| No. of shares held in the Company | 617975 |

Mr. Sudhir Damodaran is liable to retire by rotation. Mr. Damodaran is not a relative under the Companies Act, 2013 and Rules thereunder of any Director or Key Managerial Personnel of the Company.

4. Every member entitled to vote at the meeting or on any resolution to be moved there at shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the Company, provided that not less than three days' notice in writing of the intention so to inspect is given to the Company.
5. Regulation 36 of the SEBI(LODR) Regulations, 2015 permits sending of soft copies of Annual Reports to all those members who have registered their email addresses for the said purpose. In the light of the requirements for those members whose depository participant accounts do not contain the details of their email address, printed copies of the Notice of Annual General Meeting and Annual Report for the year ended 31st March, 2016 would be dispatched.
6. Members may also note that the notice of the 31st Annual General Meeting and Annual Report 2015-16 are available on the Company's website www.catvisionindia.com. The physical copies of the relevant documents will be available at the Company's registered office for inspection on working days between 11.00 a.m. to 1.00 p.m. prior to the Annual General Meeting. However members are entitled to receive Annual Report 2015-16 in physical form by requesting the Company.
7. Corporate Members intending to send their authorised representatives are requested to send a duly certified copy of the board resolution authorizing their

representatives to attend and vote at the AGM.

8. Members are requested to:

- a. Note that copies the Annual Report will not be distributed at the Annual General Meeting, therefore, bring their copies of Annual Report, notice and attendance slip duly completed and signed at the meeting.
 - b. Deliver duly completed and signed attendance slip at the entrance of the meeting venue, as entry to the hall will be strictly against entry slips available at the counters of the venue in exchange of valid attendance slip.
 - c. Note that the attendance slip and proxy form should be signed as per specimen signature registered with M/s RCMC Registry Pvt. Ltd., Registrar and Transfer Agent (RTA)/Depository Participant.
 - d. Note that in case of joint holders attending the meeting, only such joint holder who is higher in the order of name will be entitled to vote.
 - e. Quote their folio/client ID & DP ID No in all correspondence.
9. In accordance with the provisions of Section 107 of the Companies Act, 2013 read with general circular no. 20/2014 dated 17th June, 2014 issued by the Ministry of Corporate Affairs, voting by show of hands shall not be allowed in the meeting.
 10. Register of Member & Book Closure:
 - (a) The Register of the Members and share transfer books of the Company shall remain closed from 26th September, 2016 to 30th September, 2016 (both days inclusive).
 - (b) The register of contracts or arrangements in which directors are interested shall be produced at the commencement of the AGM and remain open and accessible during the continuance of the meeting to any person having the right to attend the meeting.
 - (c) Register of Directors and Key Managerial Personnel shall also be kept open for inspection at the AGM and be accessible to the person attending the meeting.
 11. All documents referred to in the notice and explanatory statement are open for inspection at the registered office of the Company on all working days between 11.00 a.m. to 1.00 p.m. up to the date of the AGM.
 12. Members are requested to send their queries, if any, on the accounts and operations of the Company to the Company at least 7 days before the AGM.
 13. Members holding shares in identical order of names in more than one folio are requested to write to the company to enable consolidation of their holdings in one folio.
 14. Members who are holding shares in demat mode are requested to notify any change in their residential address, Bank Account details and or email address immediately to their respective Depository Participants.

15. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, notices, circulars, etc. from the Company electronically.
16. Members who are holding shares in physical form are requested to immediately intimate any change in their residential address to the Registrar & Transfer Agent of the Company M/s RCMC Share Registry Pvt. Ltd., B-25/1, First Floor, Okhla Industrial Area, Phase-2, New Delhi-110020, so that changes could be affected in the Register of Members before the closure.
17. Additional information, pursuant to Clause 49 of the Listing Agreement with Stock Exchanges, on Directors, recommended by the Board of Directors for appointment/re-appointment at the Annual General Meeting forms part of the Report on Corporate Governance in the Annual Report.
18. In terms of Clause 35B of the Listing Agreement entered into with the Stock Exchange, the Company has provided an option to the Members who do not have access to the e-voting facility, to cast their votes by way of a ballot. The ballot form is enclosed herewith this notice
19. A route map for easy location of the venue of AGM is attached with the notice.
20. Voting through electronic means:

- i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, a member may exercise his right to vote by electronic means (e-voting) in respect of the resolutions contained in this notice.
- ii. The Company is providing e-voting facility to its members to enable them to cast their votes electronically. The Company has engaged the services of RCMC Registry Pvt. Ltd. as the authorised agency to provide e-voting facilities.
- iii. The Board of Directors has appointed Mr. Pramod Kothari, Practicing Company Secretary, as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
- iv. Members are requested to carefully read the instructions for e-voting before casting their vote.
- v. The e-voting facility will be available during the following voting period after which the portal will be blocked and shall not be available for e-voting:

| | |
|--------------------------|---|
| Commencement of e-voting | From 10.00 a.m. (IST) on 27th Sept., 2016 |
| End of e-voting | Up to 5.00 p.m. (IST) on 29th Sept., 2016 |

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

- vi. The cut-off date for the purpose of e-voting is 23rd September, 2016.

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

- a. In case a member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]; please open email and open PDF file viz; "e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - i. Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
 - ii. Click on Shareholder - Login
 - iii. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - iv. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - v. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - vi. Select "EVEN" of "Name of the company".
 - vii. Now you are ready for remote e-voting as Cast Vote page opens.
 - viii. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - ix. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - x. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xi. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to ppdkothari71@gmail.com with a copy marked to evoting@nsdl.co.in
- b. In case a member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] the following details are provided in the Notice:

EVEN (Remote e-voting Event Number)
USER ID PASSWORD/PIN

Please follow all steps from Sl. No. (i) to Sl. No. (xi) above, to cast vote.
- c. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2016.

- d. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.
- e. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- f. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- g. Only a person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- h. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- i. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- j. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.catvisionindia.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

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

S.A. Abbas
Managing Director
DIN 00770259

Place: Noida, U.P.
Date: 12th August, 2016

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

ANNEXURE TO THE NOTICE

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

ITEM NO. 4

The Board of Directors at their meeting held on 30.09.2014 approved and recommended the invitation, acceptance and renewal of fixed deposit from the members pursuant to Sections 73 to 76 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014 to meet additional working capital requirement of the Company, In compliance with the above provisions of the Act and Rules, the Company is required to obtain the approval of the members of the Company for acceptance of fixed deposit from the members of the Company and such approval of the members by way of Special Resolution is being sought. The deposits sought from the members will be unsecured.

The Company, upon obtaining approval of the shareholders, will proceed to comply with the requirements stipulated under Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014, before inviting/ accepting / renewing deposits.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 4 of the Notice except to the extent of their deposit holding and / or their shareholding in the Company, if any.

The Board recommends the Resolution set out at Item No. 4 of this Notice for your approval.

ITEM NO. 5

The Nomination and Remuneration Committee has recommended and the Board of Directors of your Company have approved Catvision Employee Stock Option Plan 2016 (hereinafter referred to as 'Catvision ESOP-2016' at their meeting held on 12th August, 2016 in order to attract and retain talent in the Company. The Catvision ESOP-2016 provides for grant of shares of the Company to the Eligible Employees as identified and selected by the Nomination and Remuneration Committee of the Company on the basis of their performance evaluation.

The Securities and Exchange Board of India (Share Based Employee Benefits) Regulation, 2014 prescribed inter-alia that all listed companies intending to grant shares to its employees under an employee stock purchase scheme have to comply with these Regulations. Further SEBI vide its Circular dated June, 15, 2015 has specified the necessary guidelines relating to disclosures/ process requirements under the Regulations. The Catvision ESOP-2016, Scheme will be administered by Nomination & Remuneration Committee of the Company.

The main features and other details of the Plan as per Regulation 6(2) of SEBI (SBEB) Regulations, 2014, are as under:

1. Brief description of Catvision Employee Stock Option Plan -2016 (ESOP-2016):

The Company has instituted ESOP -2016 to grant equity based incentive plan to its eligible employee in order to inter-alia attract and retain talented employees and reward their performance. The Plan shall be called as the 'Catvision Employee Stock Option Plan 2016' and shall extend its benefits to the present and/or future eligible employees of the Company, in accordance with the applicable laws. The Plan will be implemented via Direct Route wherein the Company will directly allot fresh Equity Shares of the Company, only to the eligible employees who make a valid exercise of their vested options under the Plan.

2. Total number of Options to be granted under the Plan:

The total number of to be granted under Catvision ESOP-2016 shall not any one time exceed 10% (Ten percent) of the current total paid-up Share Capital of the Company (i.e not more than 5,45,360 Equity Shares (Five Lacs Forty Five Thousand Three Hundred Sixty).

3. Identification of classes of employees entitled to participate and be beneficiaries in Catvision ESOP-2016:

Eligible employees for participation shall be any permanent employees, including Executive Directors and Whole-time Directors, of the Company or as may be decided by the Nomination & Remuneration Committee from time to time.

Employee Shall mean:

(a) The full time permanent employee of the Company, Directors of the Company whether a whole-time director or not but does not include Directors of the Company , who either himself/ herself or through any relative or body corporate, hold more than 10% of the Equity Shares Capital of the Company or

(b) Employee who are Promoters of the Company or belong to the Promoter Group.

4. Requirement of Vesting and period of Vesting:

The options granted under Catvision ESOP-2016 shall vest based upon the performance of the Employee, subject to completion of minimum 1 (One) year from the date of grant and will take place over a period of 5 (Five) years from the date of grant, and can vary for different set of employees in the Company, as may be decided by the Nomination & Remuneration Committee.

5. Maximum period within which the options shall be vested:

All the options will get vested within maximum period of 5 (Five) years from the date of grant.

6. Exercise Price or Pricing Formula:

Nomination & Remuneration Committee shall determine the exercise Price which shall be based upon the Market Price of the Shares one day before the

date of the meeting of the Nomination & Remuneration Committee wherein the grants of options of that particular year will be approved

Suitable discount may be provided on the price as arrived above, as may be deemed fit by the Nomination & Remuneration Committee for the finalization of the Exercise Price.

However, in any case the Exercise Price shall not go below the par value of Equity Share of the Company.

7. Exercise period and process of Exercise:

The Exercise Period will be 6 (Six) years from the date of grant.

The options granted under the Plan can be exercised within the period specified in the Catvision ESOP- 2016 or as fixed by the Nomination & Remuneration Committee) by the concerned employee by executing Exercise Form and/or such other documents and paying the exercise prices, if any, as prescribed by the Nomination & Remuneration Committee at the time of the grant. After the expiry of exercise period, the options granted under Plan shall not be exercisable and shall lapse. The lapsed options shall be available for fresh grants.

8. Appraisal process for determining the eligibility of the Employees to Catvision ESOP-2016:

Nomination & Remuneration Committee shall normally determine the numbers of Share Grant(s) for the Eligible Employee , within the maximum limits applicable as per Regulations and appraisal process for determining the eligibility of the employees will be in accordance with the Catvision ESOP-2016 or as may be determined by the Nomination & Remuneration Committee at its sole discretion.

The employees would be granted options under the Catvision ESOP-2016 based on various para-meters including but not limited to:

- i. Loyalty: It will be determined on the basis of tenure of employment of an Employee in the Company.
- ii. Performance: Employee's performance during the financial year on the basis of the parameters decided by the management.
- iii. Designation: Employee's designation in the Company as per the HR Policy of the Company.
- iv. The present and potential contribution of the Employee to the success of the Company,
- v. High market value/difficulty in replacing the Employee and
- vi. High risk of losing the Employee to competition,
- vii. Value addition by the new entrant if any

9. The Maximum number of Options to be granted per employee and in aggregate:

The maximum number of Options that can be granted to

any eligible employee during any one-year shall not equal or exceed 1% of the issued capital of the Company at the time of grant of options unless otherwise approved by the shareholders.

However the aggregate number of Options under the Scheme shall not exceed 5,45,360 (Five Lacs Forty Five Thousand Three Hundred Sixty) representing 10% of the paid up capital of the Company as on 31st March, 2016.

10. The Maximum quantum of benefits to be provided per Employee under the Plan:

The maximum quantum of benefit that will be provided to every eligible employee under the Plan will be the difference between the Exercise Price paid by the employee to the Company and the value of Company's Share on the Stock Exchange as on the date of exercise of options.

11. Implementation and administration of the Plan:

The Plan shall be implemented and administered by the Nomination & Remuneration Committee of the Company.

12. Whether the Plan involves new issue of shares by the Company or secondary acquisition by the Trust or both:

The Catvision ESOP-2016 involves new issue of shares by the Company.

13. The amount of loan to be provided for implementation of the Plan by the Company to the trust, its tenure, utilization, repayment terms, etc.:

N.A.

14. The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the Plan:

No secondary market acquisition is envisaged for Catvision ESOP-2016

15. Disclosure and accounting policies:

The Company will confirm to the disclosures and the accounting policies prescribed under Regulation 15 of the SEBI (SBEB) Regulation, 2014 or as may be prescribed by regulatory authorities from time to time.

16. The method which the Company shall use to value its Options:

Fair Value method

17. Statement with regard to Disclosure in Director's Report:

Since the Company has opted for fair value method for expensing of the benefits of the Plan, therefore there is no requirement of giving such statement as well as the disclosures in Director's Report.

The Resolution set out as Item No. 5 is being proposed accordingly for the consideration of the members for the

approval of the Catvision ESOP-2016 by way of Special Resolution.

None of the Directors, Manager, Key Managerial Personnel of the Company, and any relatives of such Director, Manager, Key Managerial Personnel is in anyway concerned or interested in the resolution except to the extent of Equity Shares held by them in the Company.

In terms of Section 62 of the Companies Act, 2013 and SEBI (SBEB) Regulations, 2014, the approval of the Shareholders is sought by way of Special Resolution for the approval of the Catvision ESOP-2016 and issuance of shares under this Catvision ESOP-2016, therefore, your Directors recommend the Resolutions as set out at item no. 5 for your approval by way of Special Resolution.

ITEM NO. 6

Pursuant to Section 20 of Companies Act 2013 regarding service of documents by the Company on members, a member can request to the Company to serve documents through a particular mode as desired and requested by the member and the cost of the same is to be borne by the member itself. The Companies Act, 2013 gives an authority to members to decide, fix and pass appropriate resolutions to fix the cost of the service of documents to members in this matter.

In terms of Section 20 of the Companies Act, 2013 and SEBI (SBEB) Regulations, 2014, the approval of the Shareholders is sought by way of Ordinary Resolution.

None of the Directors, Manager, Key Managerial Personnel of the Company, and any relatives of such Director, Manager, Key Managerial Personnel are in anyway concerned or interested in the resolution except to the extent of Equity Shares held by them in the Company.

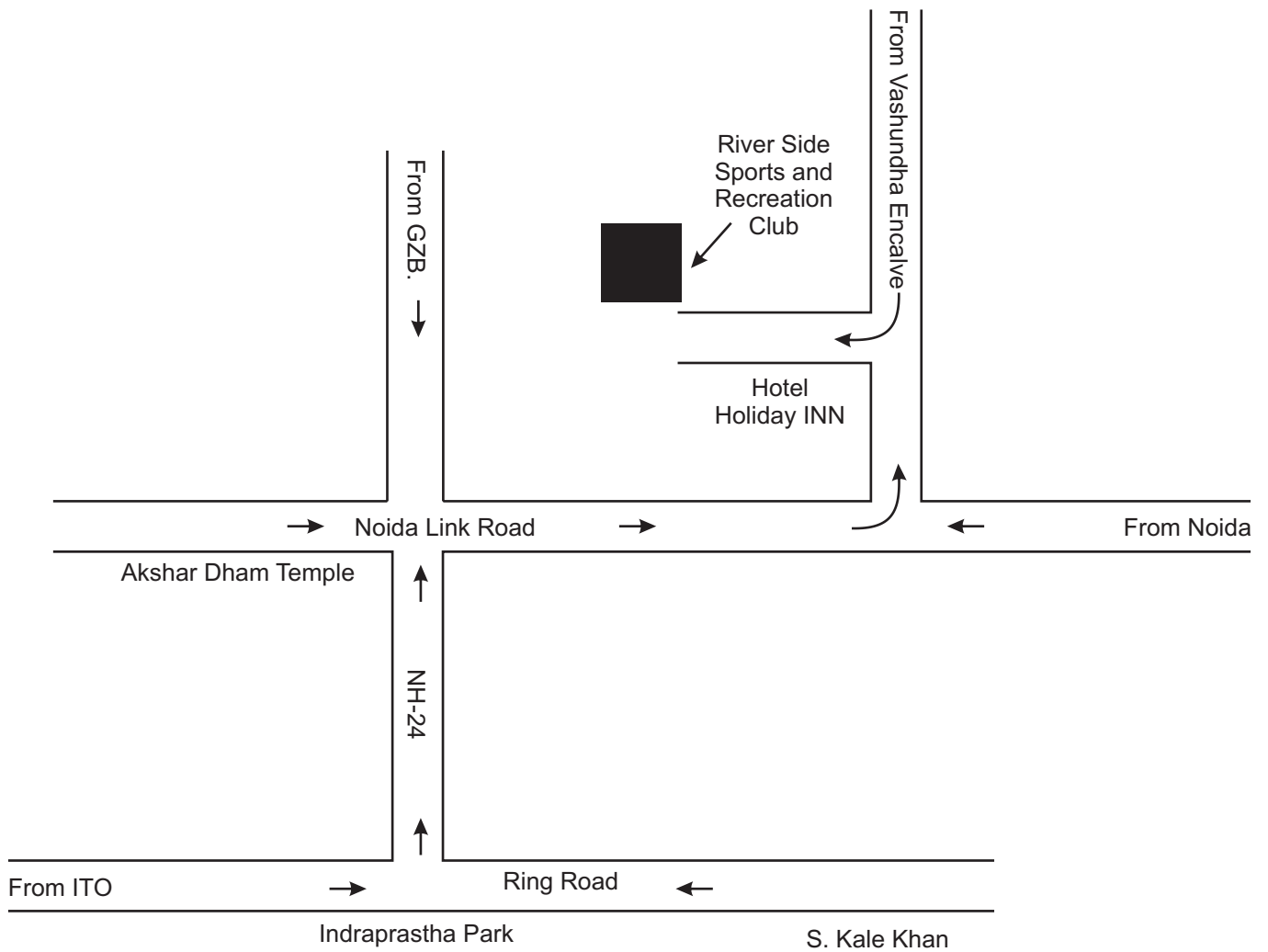
By Order of the Board
For **Catvision Limited**

S.A. Abbas
Managing Director
DIN 00770259

Place: Noida, U.P.
Date: 12th August, 2016

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

ROUTE MAP



CATVISION LIMITED

CIN: L92111DL1985PLC021374

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

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

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

Email: catvision@catvisionindia.com

PROXY FORM

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

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

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

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

Address:.....

Signature:.....or failing him

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

Address:.....

Signature:.....or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the Catvision Limited, to be held on the 30th September, 2016 at 12.30 P.M. at Riverside Sports & Recreation Club, Club Avenue, Mayur Vihar, Phase I, New Delhi-110091 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No. | | Optional | |
|--------------------------|---|----------|---------|
| | | For | Against |
| Ordinary Business | | | |
| 1. | To receive, consider and adopt the audited Balance Sheet (Standalone & Consolidated) as at March 31, 2016 and the Statement of Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon. | | |
| 2. | To appoint a Director in place of Mr. Sudhir Damodaran (DIN 01091518), who retires by rotation and, being eligible, offers himself for re-appointment. | | |
| 3. | To ratify the appointment of auditors of the Company, and to fix their remuneration. | | |
| Special Business | | | |
| 4. | To renew unsecured fixed deposits accepted/to be accepted from the member of the Company under Section 73 of the Company Act, 2013. | | |
| 5. | To approve the "Catvision Employee Stock Option Plan-2016" | | |
| 6. | To fix and demand the cost of service of document served by the Company on member through a particular mode at the request of a member u/s 20 of the Companies Act, 2013. | | |

Signed this day of 2016.

.....
Signature of shareholder

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

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

| |
|--------------------------------------|
| Affix Re. 1/- Revenue Stamp |
|--------------------------------------|

CATVISION LIMITED

CIN: L92111DL1985PLC021374

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

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

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

Email: catvision@catvisionindia.com

POLL FORM

The member who are not able to attend the 31st Annual General Meeting can send their assent or dissent in writing in respect of the resolutions as set out in the notice by sending the duly filed and signed Poll form to Mr. Pramod Kothari, Scrutinizer, Pramod Kothari & Co., Company Secretaries, G- 28C, Block- G, Kanchanjunga Apartment, Sector - 53, Noida (UP), so as to reach him on and before 30th September, 2016.

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

I/we hereby exercise my/our vote in respect of the ordinary Resolution(s)/ Special Resolution(s) as specified in the Notice of Catvision Limited dated 12th August, 2016 to be passed through ballot/poll for the business stated in the said notice by conveyance my/our asset or dissent to the resolution in the relevant box.

| S. No. | Resolution | Type of resolution (Ordinary/ Special) | I / we assent to the resolution (For) | I / we dissent to the resolution (Against) |
|--------------------------|---|---|--|---|
| Ordinary Business | | | | |
| 1. | To receive, consider and adopt the audited Balance Sheet (Standalone & Consolidated) as at March 31, 2016 and the Statement of Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon. | Ordinary | | |
| 2. | To appoint a Director in place of Mr. Sudhir Damodaran (DIN 01091518) who retires by rotation and, being eligible, offers himself for re-appointment. | Ordinary | | |
| 3. | To ratify the appointment of auditors of the Company, and to fix their remuneration. | Ordinary | | |
| Special Business | | | | |
| 4. | To renew unsecured fixed deposits accepted/to be accepted from the member of the Company under Section 73 of the Company Act, 2013. | Ordinary | | |
| 5. | To approve the "Catvision Employee Stock Option Plan-2016" | Special | | |
| 6. | To fix and demand the cost of service of document served by the Company on member through a particular mode at the request of a member u/s 20 of the Companies Act, 2013. | Ordinary | | |

Signature of the Member/Beneficial owner

ATTENDANCE SLIP

I/we hereby certify that I/we am/are a registered shareholder / proxy / authorized representative for registered shareholder of the Company. I hereby record my presence at the 31st Annual General Meeting of Catvision Limited held on 30th September, 2016 at 12.30 P.M. at Riverside Sports & Recreation Club, Club Avenue, Mayur Vihar, Phase I, New Delhi-110091

Name & Address of the shareholder (in BLOCK letters) _____

Name of the Proxy Holder / Authorized Representative (if applicable) _____

Member's / Proxy's Signature _____

No of shares held _____

DP ID _____

Client ID/Folio No. _____

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