

## 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 33<sup>rd</sup> Annual General Meeting ('AGM') of the members of Catvision Limited ("the Company") will be held on Friday, 28<sup>th</sup> Day of September, 2018 at 12.30 p.m., at Riverside Sports & Recreation Club, Club Avenue, Mayur Vihar Phase-1, New Delhi-110091 to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company (including Consolidated Financial Statements) for the financial year ended 31<sup>st</sup> March, 2018 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Syed Athar Abbas (DIN 00770259), who retires by rotation and, being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS:

#### 3. To re-appoint Mr. Syed Athar Abbas (DIN: 00770259) as the Managing Director of the Company.

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

**"RESOLVED THAT** pursuant to recommendation of the Nomination & Remuneration Committee and approval of the Board and subject to provisions of Section 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Act and Articles of Association of the Company and subject to such approvals from the Central Government and such other authorities and agencies as may be applicable in this regard, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Syed Athar Abbas (DIN:00770259), as the Managing Director of the Company for a period of 3 (Three) years with effect from 01<sup>st</sup> October, 2018 to 30<sup>th</sup> September, 2021, as well as the payment of salary, allowances, perquisites and yearly performance-linked incentive (hereinafter referred to as "Remuneration"), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the said terms and conditions of the said re-appointment and/or agreement in such manner as may be agreed upon between the Board of Directors and Mr. Syed Athar Abbas.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Syed Athar Abbas, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Act or such other limits as may be prescribed from time to time.

**RESOLVED FURTHER THAT** Mr. Syed Athar Abbas shall be subject to retire by rotation during his tenure as Managing Director, in order to comply with the provisions of the Articles of Association of the Company and the Act but shall be re-appointed as Director immediately on retirement by rotation and re-appointment shall not be deemed to constitute a break in his appointment as Managing Director.

**RESOLVED FURTHER THAT** Board of Directors and Nomination & Remuneration Committee be and is hereby authorised to set other terms and conditions for his appointment as Managing Director as they may deem fit and appropriate in the interest of the company.

**RESOLVED FURTHER THAT** the Board and/or Committee of the Board be and is hereby authorised to do all act(s), deed(s) and thing(s) as may be necessary, expedient and desirable seeking approval/sanction(s) of the Government and/or other authorities as may be applicable and to settle any question or doubts that may arise in relation thereto, in order to give effect to this resolution."

#### 4. To re-appoint Mrs. Hina Abbas (DIN: 01980925) as an Executive Director of the Company.

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

**"RESOLVED THAT** pursuant to the recommendation of the Nomination & Remuneration Committee and approval of the Board and subject to Section 152, 160 & 161 and other applicable provisions of the Act, if any and the Rules made thereunder (including any statutory modification or re-enactment thereof) and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Mrs. Hina Abbas (DIN:01980925), as an Executive Director of the Company for a further period of 3(Three) years with effect from 01<sup>st</sup> October, 2018 to 30<sup>th</sup> September, 2021, as well as the payment of salary, allowances, perquisites (hereinafter referred to as "Remuneration"), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the said terms and conditions of the said re-appointment and/or agreement in such manner as may be agreed to between the Board of Directors and Mrs. Hina Abbas.

**RESOLVED FURTHER THAT** Mrs. Hina Abbas shall be subject to retirement by rotation during her tenure as Director, in order to comply with the provisions of the Articles of Association of the Company and the Act, but will be re-appointed as Director immediately on retirement by rotation and re-appointment shall not be deemed to constitute a break in her appointment as Director.

**RESOLVED FURTHER THAT** the Managing Director, Chief Financial Officer and Company Secretary of the Company be and are hereby authorised, jointly or severally to do such act(s), deed(s), matter(s) and thing(s) as they may be consider necessary, proper, expedient, desirable or deem fit and appropriate and take all necessary steps for the aforesaid purpose and matters incidental thereto.”

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

**Syed Athar Abbas**  
Managing Director  
DIN 00770259

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

**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 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 instrument appointing a proxy, to be effective, must be duly filled, stamped and signed and must reach the Registered Office of the Company not later than 48 hours before the commencement of the AGM.

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. An Explanatory Statement pursuant to Section 102 (1) of the Act, in respect of business to be transacted at the AGM, as set out under item no. 3 & 4 above and the relevant details of the Directors seeking re-appointment under item No. 2, 3 & 4 above as required under Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and as required under Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India is annexed thereto.
3. The Register of Members and Share Transfer Books will remain closed from 22<sup>nd</sup> September, 2018 to 28<sup>th</sup> September, 2018 (both days inclusive).
4. Members holding shares in electronic form are hereby requested to update their bank particulars with their respective Depository Participants (DP) not to Company/RTA. Any such changes effected by DPs will automatically reflect in the Company's subsequent records.  
Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios are requested to intimate the Company and/or RTA.
5. In accordance with the amendments to Regulation 40 of the Listing Regulations, to be made effective from 05-12-2018, SEBI has revised the provisions relating to transfer of listed securities and has decided that requests for effecting transfer of listed securities shall not be processed unless

the securities are held in dematerialized form with a Depository. This measure is aimed at curbing fraud and manipulation risk in physical transfer of securities by unscrupulous entities. Transfer of securities only in demat form will improve ease, facilitate convenience and safety of transactions for investors and will eliminate all risks associated with physical shares.

No shares in Physical form can be transferred w.e.f 05.12.2018, therefore, Members who are holding shares in physical form are advised to convert their physical holding(s) in to dematerialized form. Members can contact the Company or RCMC Share Registry Pvt. Ltd. for assistance in this regard.

6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Accordingly, members holding shares in demat form are requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form should submit their PAN to the Company and/or RTA.

To complete the procedure, the shareholders are requested to kindly provide duly completed mandate form attached herewith, along with cancelled cheque and copy of PAN, sign the same, and dispatch the documents to the address provided therein.

7. Transfer to Unclaimed Dividends amounts to the Investor Education and Protection Fund (IEPF):
  - a. Members are requested to note that dividends that are not claimed within 7 (Seven) years from the date of transfer to the Company's Unpaid Dividend Account, shall, as per Section 124 of the Act, be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for 7 (Seven) years shall be transferred to the IEPF as per section 124 of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (Rules).
  - b. Members please note that amount of unclaimed dividend for the financial year 2011-12 together with shares is due for deposit to the Investor Education and Protection Fund on 30-09-2019.
  - c. Members further also note that amount of unclaimed dividend for the financial year 2016-17 together with shares is due for deposit to the Investor Education and Protection Fund on 30-09-2024.
  - d. Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA or the Company and send their request along with their dividend warrants for revalidation with the letter of undertaking for issue of revalidated/duplicate dividend warrants respectively.
8. Every member entitled to vote at the meeting or on any resolution to be moved there at AGM 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.

9. Disclosure under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 is set out as below. Other details as required under ICSI Secretarial Standards are also included in the Corporate Governance Report of the Annual Report of the Company.

Name of the Director	Mr. Syed Athar Abbas	Mrs. Hina Abbas
Date of Birth	01/10/1956	16/05/1964
Relationship with any Director	Spouse of Mrs. Hina Abbas	Spouse of Mr. Syed Athar Abbas
Qualification	B.Tech from IIT, Kanpur and MBA from IIM, Kolkata	B.Sc. (H)
Brief Experience	Mr. Syed Athar Abbas has got more than 33 years of professional experience in cable television industry. He has been closely associated in strategic planning and setting up long term vision for the Company, under his dynamic leadership, the Company has created its pan-India presence and has become one of the largest manufacturers of Set Top Boxes in domestic market.	She is the Executive Director of the Company and has been associated with Company for many years and holds the position of Head of the Human Resources and actively associate in talent development and brand building.
List of outside Directorship held	1. Catvision Unitron Private Limited 2. UNICAT Limited	-
Chairman/Member of the Committee of the Board of the Catvision Limited	Member -Stakeholders Relationship Committee	-
No. of Shares held in Catvision Limited as on 31-03-2018	725934	3000

10. Green Initiative: Electronic copy of the Notice convening the 33rd AGM of the Company, Annual Report along with the Attendance Slip and Proxy Form are being sent to the members who have registered their email addresses with the Company/Depository Participants(s). For members who have not registered their email ids, physical copies of the aforementioned documents are being sent in the permitted means.

Members who have not registered their email ids so far, are requested to register their email ids for receiving all communication including Annual Reports, Notices etc., from the Company electronically.

11. 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.

12. Members are requested to:

- note that copies of the Annual Report will not be distributed at the AGM, Members are, therefore, requested to bring their copies of Annual Report to the AGM.
- 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. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.
- 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.

- 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.
- note that members who hold shares in dematerialized form are requested to write their folio/client ID & DP ID Number(s) and those who hold shares(s) in physical form are requested to write their folio number(s) in the attendance slip for attending the meeting to facilitate identification of membership at the meeting.

13. Documents open for inspection:

- Relevant documents referred to in the accompanying Notice and the statement pursuant to section 102(1) of the Act are available for inspection at the Company's Corporate office on all days except Saturdays, Sundays and Public holidays up to the date of the AGM between 11.00 a.m. to 1.00 p.m. Members may also note that the notice of the 33rd AGM and Annual Report 2017-18 are available on the Company's website [www.catvisionindia.com](http://www.catvisionindia.com). The physical copies of the relevant documents will be available prior to the AGM.
- The Register of Contracts or Arrangements in which directors are interested, maintained under Section 189 of the Act and the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section

170 of the Act, will be available for inspection at the AGM .

14. Members are requested to send their queries, if any, on the accounts and operations of the Company to the Company at least a week in advance, so that relevant information may be made available, if the Company permits such information to be furnished.
15. 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.
16. The facility for voting through Ballot Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The ballot paper is enclosed here with the notice.
17. A Route Map showing directions to reach the venue of the 33rd AGM is given along with this Notice. Proxy Form and Attendance Slip are annexed to this Notice.
18. Voting through electronic means:

- I. E-voting: In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is pleased to provide Members facility to exercise their right to vote on resolutions proposed to be considered at the 33rd AGM by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using electronic voting systems will be provided by National Securities Depository Limited (NSDL).
- II. The Board of Directors has appointed Mr. Pramod Kothari, (Membership No. F7091 and Certificate of Practice No. 11532), Practicing Company Secretary, as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
- III. Members are requested to carefully read the instructions for e-voting before casting their vote.
- IV. 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 25th September, 2018
End of e-voting	upto 5.00 p.m. (IST) on 27th September, 2018

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.

- V. The cut-off date for the purpose of e-voting for AGM is 21st September, 2018.

**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)];
- I. Please open email and open PDF file viz; "remote

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.

Note: Shareholders already registered with the NSDL for e-voting will not receive the PDF file "remote e-voting.pdf."

- ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
  - iii. Click on Shareholder - Login
  - iv. Put user ID and password. Click Login.
- Note: a) In case shareholders are holding shares in demat mode, USER ID is the combination of DP ID+ Client ID.
- b) In case share holders are holding shares in physical mode, USER ID is the combination of Even No. + Folio No.
- v. 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.
  - vi. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - vii. Select "EVEN" of "Name of the company".
  - viii. Now you are ready for remote e-voting as Cast Vote page opens.
  - ix. Cast your vote by selecting either of appropriate option "FOR" or "AGAINST" when prompted. You may also choose the option "ABSTAIN". If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares will not be counted under either head for the particular resolution.
  - x. Shareholders having multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.

- xi. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- xii. You may then click on "Submit" and also "Confirm" when prompted.
- xiii. Upon confirmation, the message "Vote cast successfully" will be displayed.
- xiv. Once you have voted on the resolution, you will not be allowed to modify your vote.
- xv. Corporate/Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned certified true copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail id [ppdkothari71@gmail.com](mailto:ppdkothari71@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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), the details of User Id and initial password for e-voting is separately attached with the Notice.

Please follow all steps from Sl. No. (ii) to Sl. No. (xv) 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 21st September, 2018.
- 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. 21st September, 2018, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA.

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?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the toll free no. 1800-222-990.

- e. In case of any queries, you may refer to Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at 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. 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 only 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 Ballot Paper/Poling Paper/e-voting facility 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 immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses who are not in the employment of the Company and within a period not exceeding 48 hours from the conclusion of the AGM, make a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by the Chairman who shall counter sign the same.
- j. The Results shall be declared either by the Chairman or by an authorised person of the Chairman and the resolution will be deemed to have been passed on the AGM date subject to receipt of requisite number of votes in favour of the resolution.
- k. After the declaration of results, the same shall be placed along with the Scrutinizer's report on the Company's

website [www.catvisionindia.com](http://www.catvisionindia.com) and on the website of NSDL and communicated to BSE Limited, where the shares of the Company are listed, for placing the same on their websites.

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

**Syed Athar Abbas**  
Managing Director  
DIN 00770259

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

**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. 3**

**To re-appoint Mr. Syed Athar Abbas (DIN: 00770259) as the Managing Director of the Company**

The members of the Company approved the appointment of Mr. Syed Athar Abbas as Managing Director of the Company on 7th November, 2015 for a period of 3 years with effect from 1st October, 2015 and hence in continuation of his employment as Managing Director it requires the approval of the members by way of a Ordinary resolution.

Keeping in view that Mr. Syed Athar Abbas has long experience and understanding of business of the Company and industry, it would be in the interest of the Company to continue the employment of Mr. Syed Athar Abbas as Managing Director of the Company.

Mr. Syed Athar Abbas has rich and varied experience in the industry and has been involved in the management and operations of the Company. He has guided the Company since more than three decades with his rich and vast experience in managing the affairs of the Company and is actively involved in the day to day affairs of the Company and providing leadership to the senior 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, the Company needs his continuous guidance and mentoring. The term of Mr. Syed Athar Abbas will get expire on 30<sup>th</sup> September, 2018 and as per the recommendation of the Nomination and Remuneration Committee, subject to the approval of the shareholders, the Board of Directors of the Company in their meeting held on 11<sup>th</sup> August, 2018 has re-appointed Mr. Syed Athar Abbas as Managing Director of the Company with effect from 01<sup>st</sup> October, 2018 for a further period of 3 (Three) years on terms and conditions as mentioned in the resolution. The salary, allowances, perquisites, yearly performance-linked incentive 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.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Act.

The details of remuneration payable to Mr. Syed Athar Abbas

and the terms and conditions of the re-appointment are given below:

**a. Salary:**

In the range of Rs. 2,00,000 to Rs 3,00,000 per month with the authority to the Board (which expression shall include a committee thereof) to revise his basic salary from time to time so long it does not exceed Rs. 3,00,000 per month. The annual increment shall be based on and taking into account the Company's overall performance.

**b. Perquisites:**

In addition to the basic salary, he shall also be entitled to perquisites and allowances like rent free accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance, children education allowance together with the reimbursement of expenses or allowance for utilities such as gas, electricity, water, furnishing, repairs, society charges, medical reimbursement, medical/ accident insurance, leave travel concession for himself and his family and such other perquisites and allowances which are in accordance with the Policies of the Company or as may be agreed between the Board of Directors and him but such perquisites and allowances will not exceed Rs. 3,00,000 per month but subject to overall ceiling of remuneration stipulated in Section 197 read with Schedule V of the Act.

**c. Yearly Performance-Linked Incentive :**

The Managing Director shall be paid yearly performance-linked incentive w.e.f 1st October, 2018 at the following rate as fixed by Board for the year ended 31st March, 2019.

Target	Achievement as % of EBIDTA	Incentive as a % of Normal EBIDTA
Less than 80% of Budgeted Target	80.00%	0.00%
Between 80% to 90% of Budgeted Target	90.00%	2.50%
Between 90% to 95% of Budgeted Target	95.00%	5.00%
Between 96% to 100% of Budgeted Target	100.00%	7.50%
Greater than Budgeted Target	-	10.00%

**d. Terminal Benefits:**

- (i) Company's contribution towards Provident Fund: In accordance to the rules of the Company to the extent that these, either singly or put together, are not taxable under the Income Tax Act;
- (ii) Gratuity: In accordance with the Policy of the company;
- (iii) Provision for use of the Company's car for official duties and the Company shall provide one or more cellular phone with handset including STD and ISD facilities.

Broadband connection and other communication facilities at his residence for his official use; and

- (iv) Encashment of earned leave at the end of tenure as per the policy of the Company.

These terminal benefits shall not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling.

**e. Minimum Remuneration:**

Notwithstanding anything to the contrary herein contained, in the event of loss or inadequacy of profits in any financial year during the currency of his tenure, the Company will, subject to applicable laws, pay remuneration by way of basic salary, allowances, perquisites and yearly performance-linked incentive as specified above.

Except Mr. Syed Athar Abbas and Mrs. Hina Abbas, none of the Directors / Key Managerial Personnel of the Company or their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

The Board recommends the Ordinary Resolution set out at Item No. 3 of this notice for the approval by the members.

**Item No. 4:**

**To re-appoint Mrs. Hina Abbas (DIN: 01980925) as an Executive Director of the Company.**

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 satisfactory in the effective and efficient discharge of her role and responsibilities as an Executive 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, and recommends the same for approval by the Shareholders of the Company as Ordinary Resolution.

The details of remuneration payable to Mrs. Hina Abbas and the terms and conditions of the re-appointment are given below:

**a. Salary:**

In the range of Rs. 65,000 to Rs 90,000 per month with the authority to the Board (which expression shall include a committee thereof) to revise his basic salary from time to time so long it does not exceed Rs. 90,000 per month. The annual increment shall be based on and taking into account the Company's overall performance.

**b. Perquisites:**

In addition to the basic salary, she shall also be entitled to perquisites and allowances like rent free accommodation (furnished or otherwise) or house rent allowance in lieu

thereof, house maintenance allowance, children education allowance together with the reimbursement of expenses or allowance for utilities such as gas, electricity, water, furnishing, repairs, society charges, medical reimbursement, medical/ accident insurance, leave travel concession for herself and her family and such other perquisites and allowances which are in accordance with the Policies of the Company or as may be agreed between the Board of Directors and him but such perquisites and allowances will not exceed Rs. 90,000 per month.

**c. Terminal Benefits:**

(i) Company's contribution towards Provident Fund: In accordance to the rules of the Company to the extent that these, either singly or put together, are not taxable under the Income Tax Act;

(ii) Gratuity: In accordance with the Policy of the company;

(iii) Provision for use of the Company's car for official duties and the Company shall provide one or more cellular phone with handset including STD and ISD facilities. Broadband connection and other communication facilities at his residence for his official use; and

(iv) Encashment of earned leave at the end of tenure as per the policy of the Company.

These terminal benefits shall not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling.

**d. Minimum Remuneration:**

Notwithstanding anything to the contrary herein contained, in the event of loss or inadequacy of profits in any financial year during the currency of his tenure, the Company will, subject to applicable laws, pay remuneration by way of basic salary and perquisites and allowances as specified above.

Except Mrs. Hina Abbas and Mr. Syed Athar Abbas, none of the Directors/Key Managerial Personnel of the Company or their relatives are in anyway interested or concerned, financially or otherwise, in the resolution set out in item no. 4.

The Board recommends the Ordinary Resolution set out at Item No. 4 of this notice for approval by the members.

**Since the remuneration proposed for Mr. Syed Athar Abbas and Mrs. Hina Abbas shall be governed by the provisions of Section II of Part II of Schedule V to the Act, following information is given with abundant caution:**

**1. General Information:**

**i. Nature of Industry:**

The Company is inter-alia, engaged in manufacturing and selling of equipments for cable television industries and providing Operation and Maintenance services of CATV Networks and distribution of Channels Marketing.

**ii. Date of commencement of commercial production:** It has been in its existing business since 1985.

**iii. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not

applicable.

**iv. Financial performance:** The gross turnover of the Company for the financial year ended 31st March, 2018 was Rs. 7757.13 lacs and profit before tax was Rs. 451.56 lacs.

**v. Foreign Investments or collaborations, if any:**

The Company has invested in Unicat Limited, a foreign company, which is a 50:50 joint venture with the Company Unitron Group NV.

**2. Information about the appointee:**

**i. Background:**

Mr. Syed Athar Abbas is B.Tech, from IIT Kanpur and MBA from IIM Kolkata. He is one of the principal promoters of the Company. Mr. Syed Athar Abbas, prior to promoting Catvision, worked with Network Ltd., in its marketing department where he was closely associated with the sales and marketing of typewriters and subscriber-use telecom equipment from 1980 to 1985. He left Network Ltd. in 1985 to promote Catvision and presently is the Managing Director of the Company.

Mrs. Hina Abbas is B.Sc (H) and is having more than 20 years of experience in corporate, particularly in Human Resources and Administration. She has been actively associated with the Company since 1995.

**ii. Past Remuneration:**

The members of Company through postal ballot dated 7<sup>th</sup> November, 2015, approved the appointment of Mr. Syed Athar Abbas as Managing Director of the Company for a period of 3 years with effect from 1st October, 2015 at an gross remuneration of Rs. 84,00,000/- per annum. The remuneration paid during the year was Rs. 42,40,000/-.

The members of the Company at AGM held on 30<sup>th</sup> September, 2015, approved the appointment of Mrs. Hina Abbas as Executive Director of the Company for a period of 3 years with effect from 1<sup>st</sup> October, 2015 at an monthly remuneration of Rs. 1,25,000/-.

**iii. Recognition or awards:**

Mr. Syed Athar Abbas is also a member of Consumer Electronics and Appliances Manufacturers Association (CEAMA) which takes up various issues relating to consumers electronics manufacturing units at various forums.

**iv. Job profile and his suitability:**

Mr. Syed Athar Abbas is a professionally qualified technocrat having around 36 years of diversified experience including more than 33 years rich experience in cable television industry. He is responsible for day to day operation and management of the Company, subject to overall superintendence, control and direction of the Board of Directors of the Company. Taking into consideration of his qualification and rich experience and recognition, your Board feels that Mr. Syed Athar Abbas would be the most competent person to be the Managing Director of the Company.

Mrs. Hina Abbas is B.Sc. (H) and is having more than 20 years of experience in corporate, particularly in Human Resources functions. She has been actively associated with the Company since 1995.

**v. Remuneration proposed:**

As specified in Resolution and Explanatory Statement attached.

**vi. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:**

The remuneration proposed for Managing Director and Executive Director is not comparable as the companies in the similar business are either private limited companies or unlisted companies. But keeping in view of the size of the Company, the profile of Mr. Syed Athar Abbas and Mrs. Hina Abbas, the responsibilities they shoulders and the industry bench mark, the proposed remuneration to be paid to him is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.

**vii. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:**

Besides the remuneration proposed to be paid to Mr. Syed Athar Abbas and Mrs. Hina Abbas, they does not have any other pecuniary relationship with the Company.

**3. Other Information:**

**i. Reasons for inadequate profits:**

Company has a high dependency on imports in respect of which it faces the risk in currency fluctuation. 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 have substantial impact on the revenues and operating expenses. Company has to face stiff competition particularly from the un-organized sectors in India which always keep a pressure on the margin of the products.

**ii. Steps taken or proposed to be taken for improvement:**

The Company has implemented various strategies like cost cutting, introduction of new products/systems/ services and expansion of channel marketing business which shall have a further positive impact and such efforts will continue in the years to come.

**iii. Expected increase in productivity and profits in measurable terms:**

With the above steps Company's turnover expects to achieve the gross revenue of Rs. 50-80 Crores by the year ending 31<sup>st</sup> March, 2019 and Rs. 70-100 Crores by the year ending 31<sup>st</sup> March, 2020.

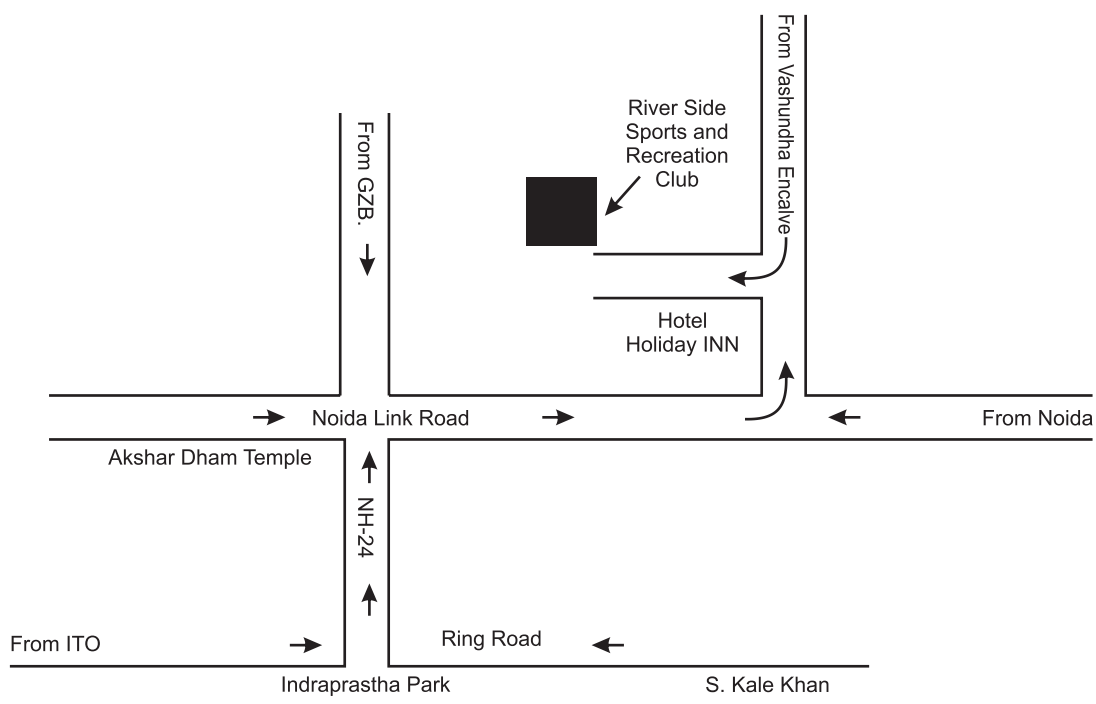
By Order of the Board  
For **Catvision Limited**

**Syed Athar Abbas**  
Managing Director  
DIN 00770259

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

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

**ROUTE MAP TO VENUE OF THE MEETING**





## CATVISION LIMITED

**CIN: L92111DL1985PLC021374**

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

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

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

Email: catvision@catvisionindia.com

Form No. MGT-11

### PROXY FORM

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

Name of the member (s): .....

Registered address: .....

E-mail Id: .....

Folio No/ Client ID/DP ID\* : .....

\*As applicable for members holding shares in electronic form.

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

1. Name:..... Signature:.....

Address:..... E-mail Id: .....

2. Name:..... Signature:.....

Address:..... E-mail Id: .....

or failing him /her as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33<sup>rd</sup> AGM of the Catvision Limited, to be held on Friday, 28<sup>th</sup> September, 2018 at 12.30 P.M. at and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Particulars	Type of Resolution	I/We assent to the resolution please tick (✓)	I/We dissent to the resolution please tick (✓)
	Ordinary Business			
1.	To receive, consider and adopt the Audited Financial Statements of the Company (Including Consolidated Financial Statments) for the financial year ended 31 <sup>st</sup> March, 2018 together with the Reports of the Board of Directors and Auditors thereon.	Ordinary		
2.	To appoint a Director in place of Mr. Syed Athar Abbas (DIN 00770259), who retires by rotation and, being eligible, offers himself for re-appointment.	Ordinary		
	Special Business			
3.	To re-appoint Mr. Syed Athar Abbas (DIN: 00770259) as the Managing Director of the Company	Ordinary		
4.	To re-appoint Mrs. Hina Abbas (DIN: 01980925) as an Executive Director of the Company.	Ordinary		

Signed this ..... day of ..... 2018.

Signature of shareholder(s) .....

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

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

## 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 / BALLOT PAPER

The members who are not able to attend the 33<sup>rd</sup> AGM 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/Ballot Paper 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 27th September, 2018.

Name of the First Named Shareholder (in block letters)	
Postal Address	
Registered folio No./*Client ID/DP ID No.	
Class of Share	
No. of Share hold	

(\*Applicable to investors holding shares in dematerialized form)

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 11<sup>th</sup> August, 2018 and as enumerated below by recording my assent or dissent to the said resolution in following manner:

Sr. No.	Particulars	Type of Resolution	I/We assent to the resolution please tick (✓)	I/We dissent to the resolution please tick (✓)
	Ordinary Business			
1.	To receive, consider and adopt the Audited Financial Statements of the Company (Including Consolidated Financial Statments) for the financial year ended 31 <sup>st</sup> March, 2018 together with the Reports of the Board of Directors and Auditors thereon.	Ordinary		
2.	To appoint a Director in place of Mr. Syed Athar Abbas (DIN 00770259), who retires by rotation and, being eligible, offers himself for re-appointment.	Ordinary		
	Special Business			
3.	To re-appoint Mr. Syed Athar Abbas (DIN: 00770259) as the Managing Director of the Company.	Ordinary		
4.	To re-appoint Mrs. Hina Abbas (DIN: 01980925) as an Executive Director of the Company.	Ordinary		

Signature of the Member/Beneficial owner .....

### ATTENDANCE SLIP

I/we 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 33<sup>rd</sup> AGM of Catvision Limited held on Friday, 28<sup>th</sup> September, 2018 at 12.30 p.m. at Riverside Sports & Recreation Club, Club Avenue, Mayur Vihar Phase-1, 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 : \_\_\_\_\_ Ledger Folio No. \_\_\_\_\_

Note: Please fill this attendance slip and hand it over at the entrance of the meeting room.