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**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., IndiaTel.:+91(120) 4936750, Fax: +91(120) 4936776, Website: [www.catvisionindia.com](http://www.catvisionindia.com)Email: [catvision@catvisionindia.com](mailto:catvision@catvisionindia.com)**POSTAL BALLOT NOTICE****Pursuant to Section 110 of the Companies Act, 2013**

Dear Member,

NOTICE is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, that the resolutions appended are proposed to be passed by way of postal ballot / e-voting. The explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof are annexed hereto along with a Postal Ballot Form for your consideration. The Board of Directors of the Company has appointed Mr. Pramod Kothari, Practicing Company Secretaries as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Postal Ballot Form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the Form and return the same in original duly completed in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 6.00 p.m. on Thursday, 05th day of March 2015. Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the notice and instructions overleaf the Postal Ballot Form. References to Postal Ballot(s) in this notice include votes received electronically.

Upon completion of the scrutiny of the Postal Ballot Forms, the Scrutinizer will submit his report to the Managing Director. The result of the postal ballot would be announced by the Managing Director or the Company Secretary of the Company on Saturday, 07th day of March, 2015 at the corporate office of the Company. The aforesaid result would be intimated to the Stock Exchanges where the shares of the Company are listed and displayed along with the Scrutinizer's report on the Company's website viz. [www.catvisionindia.com](http://www.catvisionindia.com) .

**Resolutions:**

1. To approve the borrowing power for the business of the Company under Section 180(1)(c) of the Companies Act, 2013

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

**RESOLVED THAT** in supersession of Resolution adopted and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors of the Company which include any Committee thereof to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/ to be obtained from the Company's Banker in the ordinary course of business, shall not be in excess of Rs. 20.00 crore (Rupees Twenty Crore only), over and above the aggregate of the paid up share capital and free reserves of the Company.

**RESOLVED FURTHER THAT** the Managing Director and/or Company Secretary and/or Chief Financial Officer of the Company be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

2. Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings under section 180(1)(a) of the Companies Act, 2013

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

**"RESOLVED THAT** in supersession of the earlier resolution passed by the Company and pursuant

to Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors which include any Committee thereof, to mortgage and /or create charge on all the movable and immovable properties or such assets of the Company wherever situated, present and future and/or with power to enter upon and take possession of the assets of the Company in certain events on such terms and conditions and at such time or times and in such form or manner as it may think fit, to or in favour of Financial Institutions/Banks/ Trustees/ Debenture Holders/ Depositors/ Body Corporates to secure the Credit facilities both fund based and non fund based including term loans/ Debentures/ other loans to be availed by the Company or any other associate/ group Companies together with interest, costs, charges, expenses, and other monies including premium payable in this connection in terms of the agreement or any other facility document to be entered with Financial Institutions/Banks/Trustees/ Debenture Holders/Depositors/ Body Corporates, in such manner as may be agreed to and thought expedient by the Board for the purpose of giving effect to this resolution.”

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

3. Approval for acceptance of unsecured fixed deposits from 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** pursuant to the provisions of Section 73 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 Company inviting/ accepting/renewing unsecured fixed deposits from its members.

**FURTHER RESOLVED THAT** Mr. S.A. Abbas, Managing Director, be and is hereby authorized to issue the circular, which has been approved by the Board of Directors of the Company at their meeting held on 30th September, 2014, 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.”

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

Place : Noida, U.P.

Date : 30th September, 2014

**S. A. Abbas**

Managing Director

DIN: 00770259

**Registered Office**

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

**Notes:**

1. Explanatory Statement and reasons for the proposed special businesses pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013 are given hereunder.
2. The Notice is being sent under Registered Post Acknowledgement Due to all the Members, whose names would appear in the Register of Members / Record of Depositories as on 23rd January, 2015.
3. In accordance with the provisions of Section 101 and other applicable provisions of the Companies Act, 2013, read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, the Postal Ballot Notice is being sent by email to those Members who have registered their email addresses with their Depository Participants (in case of shares held in demat form) or with the Company's Registrar and Share Transfer Agent (in case of shares held in physical form). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode (i.e. through registered or speed post or through courier), along with a postage-prepaid self-addressed Business Reply Envelope.
4. In compliance with Clause 35B of the listing agreement and Sections 108,110 and other applicable provisions of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has extended e-voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Forms.

5. The Resolutions will be taken as passed effectively on the date of announcement of the result by the Chairman and in his absence by the Company Secretary of the Company, if the result of the Postal Ballots indicates that the requisite majority of the Shareholders had assented to the Resolutions. The result of the Postal Ballot will be declared on 7th March, 2015, at 11.30 a.m. at the Corporate Office of the Company. After declaration, the result of the Postal Ballot shall also be posted on the Company's website [www.catvisionindia.com](http://www.catvisionindia.com) besides communicating the same to the Bombay Stock Exchange Limited where the shares of the Company are listed.
6. A copy of each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Corporate Office of the Company between 10.00 a.m. to 12.00 noon on any working day excluding Saturday and Sunday till the last date for receiving Postal Ballot Forms by scrutinizer i.e. 05th March, 2015.
7. The Postal Ballot form and the self-addressed business reply envelope are enclosed for use of members. Shareholders are requested to carefully read the instructions printed on the backside of the Postal Ballot Form before exercising their vote.
8. The Company is extending its offer of e-voting facility as an alternate, for its Members to enable them to cast their vote electronically instead of dispatching Postal Ballot Form.
9. Members may also note that, additionally, the Notice of Postal Ballot will be available on the Company's website [www.catvisionindia.com](http://www.catvisionindia.com).

**ANNEXURE TO THE POSTAL BALLOT NOTICE  
EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The following Explanatory Statement, as required by Section 102 of the Companies Act, 2013, sets out all material facts, relating to the mentioned in the accompanying Notice dated 30th September, 2014.

**Item No 1: To approve the borrowing power for the business of the Company under Section 180(1) (c) of the Companies Act, 2013**

Pursuant to the provisions of Section 180(1) (c) of the Companies Act, 2013 effective from 12th September, 2013 requires that the Board of Directors shall not borrow money in excess of the company's paid up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business, except with the consent of the Company accorded by way of a Special Resolution.

It is therefore, necessary for the members to pass a

Special Resolution under Section 180(1) (c) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 1 of the Notice, to enable to the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company. Approval of members is being sought to borrow money up to Rs. 20.00 crore in excess of the aggregate of the paid up share capital and free reserves of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except to the extent of their deposit holding and / or their shareholding in the Company, if any.

The resolution set out in item no. 1 of this notice is accordingly recommended for your approval.

**Item No. 2: Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings under Section 180(1) (a) of the Companies Act, 2013**

In terms of the provisions of Section 180(1) (a) of the Companies Act, 2013, the consent of the members by a Special Resolution is necessary to mortgage and / or create charge on all the immovable and movable properties or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking the whole or substantially the whole of any such undertakings. Since mortgaging by the company of its movable or immovable properties in favour of various Financial Institutions/ Banks/ Trustees/ Debenture Holders/ Depositors/ Body Corporates for availing terms loans/other secured borrowings is regarded as disposal of the company's properties/ undertakings, it is necessary for the members to pass the resolution under Section 180(1) (a) of the Companies Act, 2013 by way of special resolution.

As required by provisions of Section 180(1) (a) of the Companies Act, 2013, it is considered desirable to authorise the Board of Directors of the Company to mortgage and /or create charge on all the immovable and movable properties or otherwise dispose off the whole or substantially the whole of the undertaking of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except to the extent of their deposit holding and / or their shareholding in the Company, if any

The resolution set out in item no. 2 of this notice is accordingly recommended for your approval.

**Item No. 3: Approval for acceptance of unsecured fixed deposits from members under Section 73 of the Companies Act, 2013**

With the commencement of Companies Act, 2013 deposits are governed by the provisions of Sections 73 to 76 of the Companies Act, 2013 read with Companies (Acceptance of deposits) Rules, 2014 and approval of shareholders is therefore required for inviting/ accepting/ renewing deposits. Under Rule 3(4) of the Companies (Acceptance of Deposits) Rules, 2014, an eligible Company shall accept or renew deposits (a) From its members not exceeding 10% of the aggregate of the paid up share capital and free reserves of the Company (b) Other deposits not exceeding 25% of the aggregate of the paid up share capital and free reserves of the Company. The members may kindly note that under the provisions of the Companies Act, 2013 any Company inviting/ accepting/ renewing deposits is required to obtain credit rating from a recognised credit rating agency. 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 in the Resolution except to the extent of their deposit holding and / or their shareholding in the Company, if any.

The resolution set out in item no. 3 of this notice is accordingly recommended for your approval.

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

Place : Noida, U.P.

Date : 30th September, 2014

**S. A. Abbas**

Managing Director

DIN: 00770259

**Registered Office**

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