

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 36th Annual General Meeting ('AGM') of the members of Catvision Limited ('the Company') will be held on Thursday, the 30th Day of September, 2021, at 01.00 p.m., through Video Conferencing (VC) / Other Audio Visual Means (OAVM), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company (Standalone & Consolidated) for the financial year ended 31st March, 2021, 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 and 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, 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 1st October, 2021, to 30th September, 2024, 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 Associations 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 and 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 a Whole Time 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 and 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, approval of the members of the Company be and is hereby accorded to the re-appointment of Mrs. Hina Abbas (DIN:01980925), as an Whole Time Director of the Company for a period of 3(Three) years with effect from 1st October, 2021, to 30th September, 2024, 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.”

5. Regularization of Additional Non-Executive Director, Mr. Raman Rajeev Misra (DIN: 01602244) as Director of the company.

To consider and, if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:

“**RESOLVED THAT** Mr. Raman Rajeev Misra (DIN: 01602244), who was appointed as an Additional Non-Executive Director who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013 (the “Act”) by the Board of Directors with effect from 10th February, 2021, and who is eligible for appointment and has consented to act as Director of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.”

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

Syed Athar Abbas
Managing Director
DIN: 00770259

Place: Noida, U.P.
Date: 13.08.2021

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

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Body Corporates are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorisation etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorisation shall be sent to the Scrutinizer by email through its registered email address to ppdkothari71@gmail.com with a copy marked to evoting@nsdl.co.in.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM.

- For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. The Notice calling the AGM has been uploaded on the website of the Company at www.catvisionindia.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
 7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
 8. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, in respect of business to be transacted at the AGM, as set out under item no. 3, 4 & 5 above and the relevant details of the Directors seeking re-appointment under Item No. 2, 3, 4 & 5 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.
 9. The Register of Members and Share Transfer Books will remain closed from 24th September, 2021 to 30th September, 2021 (both days inclusive).
 10. Members holding shares in electronic form are hereby requested to update their bank particulars along with their Email ID's 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.
 11. Members holding shares in physical form are requested to inform about any change in their address or bank particulars to the Company's Registrar and Share Transfer Agent, M/s. RCMC Share Registry Pvt. Ltd., quoting their folio number.
 12. 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.
 13. Transfer of 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. According to the above provisions, the Company has transferred the unpaid dividend of the financial year 2011-12 amounting to Rs. 2,73,466/- to Investor Education and Protection Fund (IEPF) during 2019-20, which remained unpaid for the period of 7 years.
 - c. Members please note that amount of unclaimed /unpaid 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.
 - e. Members may note that the statement showing the details of unclaimed dividend of the financial year 2016-17 is available at the website of the Company at www.catvisionindia.com.
 14. The members who have not yet registered their Email ID's with the Company may contact their concerned DP's in case of DMAT holding and RTA/Company in case of physical holding on investor.services@rcmcdelhi.com or nitish.nautiyal@catvisionindia.com for registering their Email ID's for receiving all communication including Annual Reports, Notices etc., from the Company electronically.

Green Initiative: Electronic copy of the Notice convening the 36th AGM of the Company and Annual Report 2020-21 are being sent to the members who have registered their email addresses with the RTA/Company/ Depository Participants(s).
 15. **Documents open for inspection:**

The documents referred to in this notice and the details of the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and details of the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 shall be made available

only in electronic form for inspection by writing to the Company Secretary at email ID nitish.nautiyal@catvisionindia.com.

16. 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.
17. 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.
18. The Board of Directors has appointed Mr. Pramod Kothari (FCS-7091, COP-11532), Proprietor Pramod Kothari & Co. Company Secretaries, as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
19. The Scrutinizer shall after the conclusion of e-voting at the Annual General Meeting, will first count the votes cast e-voting 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 make, submit not later than 48 hours from the conclusion of the Annual General Meeting, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or in his absence any other Director or Key managerial Personnel or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
20. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on 27th September, 2021 at 09:00 A.M (IST) and ends on 29th September, 2021 at 05:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23rd September, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23rd September, 2021.

The procedure to login to NSDL e-voting systems and vote electronically consists of two steps as detailed hereunder:


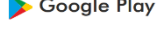


Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;">   </p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at above-mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at athelpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B. Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
 3. Now you are ready for e-Voting as the Voting page opens.
 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 5. Upon confirmation, the message "Vote cast successfully" will be displayed.
 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

GENERAL GUIDELINES FOR SHAREHOLDERS

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ppdkothari71@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
 1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR

(self-attested scanned copy of Aadhar Card) by email to nitish.nautiyal@catvisionindia.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to nitish.nautiyal@catvisionindia.com.
3. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
4. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
5. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM

link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at nitish.nautiyal@catvisionindia.com.
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at nitish.nautiyal@catvisionindia.com. The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

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

Syed Athar Abbas
Managing Director
DIN 00770259

Place: Noida, U.P.
Date: 13.08.2021

Registered Office

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

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 28th September, 2018, for a period of 3(three) years with effect from 1st October, 2018, which is expiring on 30th September, 2021, and hence, to continue his employment as Managing Director, the approval of the members by way of an Ordinary resolution is required.

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 specially during the challenging times coming ahead.

As informed above, the term of Mr. Syed Athar Abbas will get expire on 30th September, 2021, 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 13th August, 2021, has re-appointed Mr. Syed Athar Abbas as Managing Director of the Company with effect from 1st October, 2021, 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. 1,50,000 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 at the following rate as fixed by Board for the year ended 31st March, 2021:

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 Whole Time Director of the Company.

Mrs. Hina Abbas (DIN: 01980925) was appointed as a Whole Time 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 28th September, 2018, to hold office for a period of 3(Three) years w.e.f. 1st October, 2018, which is expiring on 30th September, 2021.

The performance of Mrs. Hina Abbas was evaluated satisfactory by the management in the effective and efficient discharge of her role and responsibilities as a Whole Time Director of the Company. The Board upon recommendation of the Nomination and Remuneration Committee of the Company, in its meeting held on 13th August, 2021, has approved the re-appointment of Mrs. Hina Abbas as an Whole Time 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 her 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 her 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 her residence for her 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 her 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.

Item No.5:

Regularization of Additional Non-executive Director Mr. Raman Rajeev Misra (DIN: 01602244) as the Director of the Company

Mr. Raman Rajeev Misra, who was earlier appointed as Independent Director of the Company had resigned from Independent Directorship of the Company w.e.f from 11th November, 2020, due to personal reasons.

Subsequently, Mr. Raman Rajeev Misra was again appointed as Additional Non-executive Director with effect from 10th February, 2021, in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association. Pursuant to Section 161 of the Companies Act, 2013, Mr. Raman Rajeev Misra holds office up to the date of ensuring Annual General Meeting of the Company. The Board is of the view that the appointment of Mr. Raman Rajeev Misra on the Company Board is desirable and would be beneficial to the Company and hence it recommends the said resolution No 5 for approval by the members of the Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives except Mr. Raman Rajeev Misra himself, in any way concerned or interested, in the said resolution.

The Board recommends the said resolution to be passed as an ordinary resolution.

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 equipment's 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, 2021, was Rs. 2,171.11 lacs and profit before tax was Rs. 30.61 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 23 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 the Company at AGM held on 28th September, 2018, 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, 2018. The gross remuneration paid to Mr. Abbas, was well within the limit mentioned under the provisions of Part II of Section II of Schedule V of the Companies Act. The remuneration paid to him during the year was Rs. 38,88,500/-.

The members of the Company at AGM held on 28th September, 2018, approved the appointment of Mrs. Hina Abbas as Whole time Director of the Company for a period of 3 years with effect from 1st October, 2018. The gross remuneration paid to Mrs. Abbas, was well within the limit mentioned under the provisions of Part II of Section II of Schedule V of the Companies Act. The remuneration paid to her during the year was Rs. 14,54,190/-.

iii. Recognition or awards:

Not Applicable

iv. Job profile and suitability:

Mr. Syed Athar Abbas is a professionally qualified technocrat having around 40 years of diversified experience including more than 36 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 23 years of experience in corporate, and holds the position of Head of the Human Resources and associate in talent development and brand building. 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 Whole Time 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 shoulder and the industry bench mark, the proposed remuneration to be paid to them 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 or other director, if any:

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

3. Other Information:

i. Reasons for inadequate profits:

The main business of the company, supplying cable TV equipment and set top boxes to cable TV operators is in long term decline due to changes in the distribution and viewing of television programmes. Viewers have shifted their preference to personal viewing of video on their smart phones, as opposed to family viewing on a TV.

The Second main reason being the onset of the pandemic since March 2020 which significantly disrupted the business activities in the first half of the financial year and posed high risks of health and wellness for people. Market closures experienced in the year under review had adversely impact the revenue-generation capability, growth and profitability of the business. After 5-weeks of complete lockdown, cautious

and gradual resumption of sales and manufacturing operations happened from May'20 onwards, while complying with all preventive measures and unlocking guidelines prescribed by the government.

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

The Company has implemented various strategies like cost cutting, introduction of internet related products, hybrid set top boxes and Pay TV services in hotels. Also, the company is aiming at expansion of channel marketing business and online sales business which shall have a further positive impact. In 2019-20 your company entered the business of manufacturing and supplying GPON (Gigabit Passive Optical Network – a fibre-based network for relay of wired internet) products to the small cable operators. It has been a very productive diversification as the customer relationships already existed. Your company already distributes TV5MONDE, France24 and Euronews channels in India and in the previous year the company signed a distributor agreement with 2 channels of NHK, a Japanese broadcaster. In 2019-20 your company started selling consumer-grade set top boxes on Amazon and Flipkart. This business picked up well in the year. From sales of Rs. 14 lacs in 2019-20 the company recorded a sale of Rs 183 lacs the previous year.

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. 20-30 Crores by the year ending 31st March, 2022 and Rs. 40-50 Crores by the year ending 31st March, 2023.

By Order of the Board
For Catvision Limited

Syed Athar Abbas
Managing Director
DIN 00770259

Place: Noida, U.P.
Date : 13.08.2021

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

ANNEXURE TO THE NOTICE

Brief resume of the aforesaid Directors, nature of expertise and name of other companies in which they hold directorship and membership/ chairmanship of the Board Committees in the Company as stipulated under Listing Regulations is provided below:

Name of Director	Mr. Syed Athar Abbas	Mrs. Hina Abbas	Mr. Raman Rajeev Misra
DIN	00770259	01980925	01602244
Date of Birth	01/10/1956	16-05-1964	26-02-1955
Date of Appointment	01-10-2018	01-10-2018	10-02-2021
Qualification and experience	Mr. Syed Athar Abbas has got more than 36 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.	Mrs. Hina Abba is a Graduate in Science 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.	Mr. Raman Rajeev Misra is an Economics Honors Graduate from Punjab University. He has been in the business of International Trading and has a vast experience in formulating Business Strategy, Governance, Administration, Decision Making & Management.
List of Outside Directorship in Other Companies	1. Catvision Unitron Private Limited 2. Unicat Limited (UAE)	NIL	1. Mexim India Private Limited
Chairman/Member of the Committee of the Board of the Catvision Limited	Member of Audit Committee & Stakeholders Relationship Committee.	NIL	Member of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee
Relationship with any other Director of the Company	Spouse of Mrs. Hina Abbas (Whole Time Director)	Spouse of Mr. Syed Athar Abbas (Managing Director)	No
No. of shares held in the Company	7,25,934	2,53,000	Nil

