

CATVISION LIMITED

CIN: L92111DL1985PLC021374

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

Corporate Office: A-23, Sector 57, Noida 201301, Uttar Pradesh

Tel.: +91(120) 4229116, Website: www.catvisionindia.com

Email: catvision@catvisionindia.com

NOTICE

NOTICE is hereby given that the 39th Annual General Meeting ('AGM') of the members of Catvision Limited ('the Company') will be held on Wednesday, the 25th Day of September, 2024, 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, 2024, together with the Reports of the Board of Directors and Auditors thereon.

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 134 and any other applicable provisions of the Companies Act, 2013, the Standalone & Consolidated financial statements for the financial year ended 31st March, 2024, and notes thereon, along with audit report of statutory auditors on the Standalone & Consolidated financial statements and Report of the Board of Directors for the year ended on 31st March, 2024, as considered, approved and recommended by Board of Directors and placed before the members for their approval, be and are hereby approved and adopted."

2. To appoint a director in place of Mr. Raman Rajiv Misra (DIN: 01602244), who retires by rotation and, being eligible, offers himself for re-appointment.

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152(6) of the Companies Act, 2013, Mr. Raman Rajiv Misra (DIN: 01602244) who retires by rotation, and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

3. To appoint statutory auditors and fix their remuneration.

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. G S P T & Associates LLP, Chartered Accountants (Firm Registration No. 029722N/N500401), be appointed as statutory auditors of the Company, in place of M/s. G D Pandit & Co., Chartered Accountants (Firm Registration No. 00167N), to hold office from the conclusion of 39th AGM until the conclusion of the 41st AGM to be held in the year 2026, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company."

SPECIAL BUSINESS:

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

To consider and, if thought fit, to pass the following resolution as an 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 further period of 3(Three) years with effect from 1st October, 2024, to 30th September, 2027, 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 authorized 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 authorized 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.”

5. To re-appoint Mrs. Hina Abbas (DIN: 01980925) as a Whole Time Director of the Company.

To consider and, if thought fit, to pass the following resolution as an 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 the Whole Time Director of the Company for further period of 3(Three) years with effect from 1st October, 2024, to 30th September, 2027, 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 Whole Time Director.

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

6. To keep all statutory registers and books of accounts at a place other than the registered office of the company:

To consider and, if thought fit, to pass with the following resolution as a Special Resolution:

“RESOLVED THAT in supersession of the Special Resolution passed on 30th September, 2015, by the Company and pursuant to the provisions of Section 94 and all other applicable provisions, if any, of the Companies Act, 2013, the Company hereby approves that the Register of members, Register of Directors and Key Managerial Personnel, Register of Contracts or Arrangements in which Directors are interested and copies of annual returns together with the copies of certificates and documents required to be annexed thereto under Sections 92 of the Act, and all other statutory registers, books, documents etc. be kept at the corporate office of the Company situated at A-23, Sector 57, Noida 201301, Uttar Pradesh.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all necessary actions and to execute any documents or filings required to give effect to this resolution and to ensure compliance with statutory requirements.

**By Order of the Board
For Catvision Limited
Syed Athar Abbas
Managing Director
DIN: 00770259**

Place: Noida, U.P.

Date: 14th August, 2024

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

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has vide its circular dated 5th May, 2020 read with circulars dated 8th April, 2020, 13th April, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020, 13th January, 2021, 05th May 2022, 28th December, 2022 and 25th September, 2023 (collectively referred to as “MCA Circulars”) and the Securities and Exchange Board of India vide their circulars dated 12th May, 2020, 15th January, 2021, 13th May 2022, 5th January, 2023 and 7th October, 2023 (collectively referred to as “SEBI Circulars”) permitted the conduct of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) MCA Circulars and SEBI Circulars the AGM of the Company is being held through VC / OAVM. Members desirous of participating in the meeting through VC/OAVM, may refer to the procedures mentioned below in this AGM notice.
2. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Therefore, 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 authorized 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/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization 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(s) dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021, 5th May, 2022, 28th December, 2022 and 25th September, 2023.
8. The relevant details of the Directors seeking re-appointment under Item No. 2, 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 19th September, 2024 to 25th September, 2024 (both days inclusive).
10. In line with the General Circulars, issued by the MCA and the SEBI from time to time, Notice of the 39th AGM along with the Integrated Annual Report 2023-24 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories/RTA, unless any Member has requested for a physical copy of the same.
The Notice of AGM and Annual Report 2023-24 are available on the Company’s website viz. www.catvisionindia.com and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e BSE Limited at www.bseindia.com. The AGM Notice is also available on the website of NSDL at www.evoting.nsdl.com.
11. As per the provisions of Section 72 of the Act and SEBI Circular(s), the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the website of the Company at <https://catvisionindia.com/wp-content/uploads/2022/02/Form-SH-13.pdf> or

<https://catvisionindia.com/wp-content/uploads/2022/02/Form-ISR-3.pdf> Members are requested to submit the said details to their Depository Participants in case the shares are held by them in dematerialized form and to the Company's Registrar and Transfer Agent ('RTA') in case the shares are held by them in physical form, quoting their folio number.

12. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
13. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
14. Non-Resident Indian Members are requested to inform the Company's RTA immediately of:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
15. 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.
16. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number ('PAN'), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,
 - For shares held in electronic form: to their Depository Participant only and not to the Company's RTA. Changes intimated to the Depositor Participant will then be automatically reflected in the Company's records which will help the Company and its RTA provide efficient and better service to the Members.
 - For shares held in physical form: to the Company's RTA in prescribed Form ISR -1 and other forms pursuant to SEBI Circular dated 3rd November, 2021, Circular dated 14th December, 2021, Circular dated 25th January, 2022 and Circular dated 16th March, 2023 and as per instructions mentioned in the forms. The said forms can be downloaded from the **Information to shareholders** section on the Company's website under following link: <https://catvisionindia.com/investors/Investors>.
17. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the **Information to shareholders** section on the Company's website under following link: <https://catvisionindia.com/investors/Investors>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
18. Pursuant to Regulation 40 of the SEBI Listing Regulations all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form.
19. Transfer of Unclaimed Dividends amounts to the Investor Education and Protection Fund (IEPF):
 - a) Members are requested to note that dividends that remain unpaid and unclaimed 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 are 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.
20. 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 39th AGM of the Company and Annual Report 2023-24 are being sent to the members who have registered their email addresses with the RTA/Company/ Depository Participants(s).

21. 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.
22. 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.
23. 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.
24. The Scrutinizer shall after the conclusion of e-voting at the Annual General Meeting, will first count the votes cast via 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.
25. 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 22nd September, 2024 at 09:00 A.M (IST) and ends on 24th September, 2024 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. 18th September, 2024, 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 18th September, 2024.





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 9th December, 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"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL https://www.evoting.nsd.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. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="391 1356 992 1661" style="border: 1px solid black; padding: 10px; text-align: center;"> <p>NSDL Mobile App is available on</p>  App Store  Google Play</div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000.</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911</p>

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.

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. 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.

4. 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.

Step 2: Casting your vote electronically on NSDL e-Voting system

- a. 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.
- b. 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".
- c. Now you are ready for e-Voting as the Voting page opens.
- d. 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.
- e. Upon confirmation, the message "Vote cast successfully" will be displayed.

- f. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- g. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

GENERAL GUIDELINES FOR SHAREHOLDERS

- I. 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. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- II. 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.
- III. 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.: 022 - 4886 7000 or send a request at evoting@nsdl.com.

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:

- 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.
- 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.
- 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.
- Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
- In terms of SEBI circular dated 9th December, 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

- a. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- b. 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.
- c. 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.
- d. 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 Meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join 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 by sending their request mentioning their name, demat account number/folio number, email id, mobile number at nitish.nautiyal@catvisionindia.com.
6. Shareholders who 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

Registered Office:

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

Place: Noida, U.P.

Date: 14th August, 2024

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

Item No 3.

Appointment of Statutory Auditors as per Section 139 and 142 of Companies Act, 2013.

The Members of the Company at the 37th Annual General Meeting ('AGM') held on 5th September, 2022 approved the re-appointment of M/s G D Pandit & Co., Chartered Accountants (Firm Registration Number 000167N), as the Auditors of the Company for a period of three years from the conclusion of the said AGM. M/s G D Pandit & Co. have intimated the Company that Due to their current preoccupation with other professional commitments, they were unable to continue as Statutory Auditors of the Company, therefore, they have tendered their resignation on 14th August, 2024. Hence, on the recommendation of the Audit Committee ('the Committee'), it is recommended for the approval of the Members, the appointment of M/s. G S P T & Associates LLP, Chartered Accountants (Firm Registration No. 029722N/N500401), having office at Plot No. 48A, Office No. 6, Hasanpur, I P Extension, Patparganj, Delhi 110092, as the Statutory Auditors of the Company for a period of two years from the conclusion of this AGM till the conclusion of the 41st AGM to be held in the year 2026. The Committee considered various parameters like capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc., and finds M/s. G S P T & Associates LLP to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company. M/s. G S P T & Associates LLP have given their consent to act as the Statutory Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

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

Item No. 4.

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 30th September, 2021, for a period of 3(three) years with effect from 1st October, 2021, which is expiring on 30th September, 2024, and hence, to continue his employment as Managing Director, the approval of the members by way of an Ordinary resolution is required.

Given Mr. Syed Athar Abbas's extensive experience and deep understanding of both the company's operations and the broader industry, it is highly beneficial for the Company to retain him as Managing Director. Mr. Abbas brings a wealth of knowledge and diverse experience, having been actively engaged in the company's management and operations for over thirty years. His leadership has been instrumental in the company's steady growth, and his ongoing involvement in the daily activities and strategic guidance of the senior management team has been invaluable.

Given the challenges and opportunities on the horizon, the Company stands to gain significantly from Mr. Abbas's continued leadership. His proven expertise and comprehensive grasp of the company's affairs are crucial for navigating future developments, making it essential to maintain his role in guiding and mentoring the organization.

As informed above, the term of Mr. Syed Athar Abbas will get expire on 30th September, 2024, 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 14th August, 2024, has re-appointed Mr. Syed Athar Abbas as Managing Director of the Company with effect from 1st October, 2024, 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, 2024:

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. 4.

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

Item No. 5:

To re-appoint Mrs. Hina Abbas (DIN: 01980925) as a 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 30th September, 2021, to hold office for a period of 3(Three) years w.e.f. 1st October, 2021, which is expiring on 30th September, 2024.

The management has assessed Mrs. Hina Abbas's performance as Whole Time Director of the Company and found it to be satisfactory in terms of effectiveness and efficiency. Following the recommendation of the Nomination and Remuneration Committee, the Board, in its meeting held on 14th August, 2024, has approved the re-appointment of Mrs. Hina Abbas as Whole Time Director of the Company liable to retire by rotation. Her re-appointment is effective from 1st October, 2024, for further period of 3(three) years. This reappointment is proposed for approval by the Company's shareholders as an 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. 5.

The Board recommends the Ordinary Resolution set out at Item No. 5 of this notice for approval by the members

Item No. 6.

To keep all statutory registers and accounts at a place other than the registered office of the company:

The purpose of this resolution is to seek the approval of the Members to keep the statutory registers, books, documents and annual return at a place other than the registered office of the Company. Under Section 88 of the Companies Act, 2013, the Company is required to maintain various statutory registers including the Register of Members, Register of Directors and Key Managerial Personnel, and Register of Contracts or Arrangements in which Directors are interested. Additionally, Section 92 mandates the maintenance of the Annual Return.

Currently, these registers and annual returns are maintained at the old office of the Company at E-14 & 15, Sector-8, Noida 201301, Uttar Pradesh of the Company pursuant to special resolution passed at the meeting of the members dated 30th September, 2015. However, it is proposed that these documents be kept at a new office of the Company at A-23, Sector 57, Noida 201301, Uttar Pradesh.

The Board recommends passing this as it will be in the best interest of the Company for effective and efficient management of its statutory records.

None of the Directors or Key Managerial Personnel of the Company are, in any way, concerned or interested in this resolution.

The Board recommends the Special Resolution set out at Item No. 6 of this notice for approval by the members.

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. Raman Rajiv Misra	Mr. Syed Athar Abbas	Mrs. Hina Abbas
DIN	01602244	00770259	01980925
Date of Birth	26-02-1955	01-10-1956	16-05-1964
Date of Appointment/ Re-appointment	10-02-2021	01-10-2021	01-10-2021
Qualification and experience	Mr. Raman Rajiv 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.	Mr. Syed Athar Abbas has got more than 40 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.
List of Outside Directorship in Other Companies	1. Mexim India Private Limited	1. Catvision Unitron Private Limited	NIL
Chairman/Member of the Committee of the Board of the Catvision Limited	Member of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee	Member of Audit Committee & Stakeholders Relationship Committee.	NIL
Relationship with any other Director of the Company	No	Spouse of Mrs. Hina Abbas (Whole Time Director)	Spouse of Mr. Syed Athar Abbas (Managing Director)
No. of shares held in the Company	Nil	7,25,934	3,04,000