

MD	✓	BKC	✓
CS	NA	DPY	NA
RO	✓	ELV	NA
TRA	✓	AC	✓
AGM	✓	SHI	✓
YE	✓		✓

CAT TECHNOLOGIES LIMITED

formerly known as CLASWIN CREDIT CAPITAL LIMITED

ANNUAL REPORT 1998

BOARD OF DIRECTORS : 1. Mr. V.Vijayasai Reddy - Chairman & Managing Director

2. Mr. T.Shyam Prasad - Director

3. Mr. B.Masthan Rao - Director

4. Mr. N.Bharadwaja - Director

5. Mr. Laxmi Pershad Jaiswal - Director

6. Mr. Dhiraj Kumar Jaiswal - Director

REGISTERED OFFICE : FLAT NO. S-19, T.N.H.B.Apartment,
No.180, Luz Chruch Raod,
Mylapore,
CHENNAI 600 004

AUDITORS : A.SANKARA NARAYANA & CO.,
Chartered Accountants,
No.16/1102, Kasikela Agraharam,
Nellore 524 001.

BANKERS : BANK OF BARODA,
TAMIL NADU MERCANTILE BANK

11 Certified true copy
for CLASWIN CREDIT CAPITAL LTD.

K. S. S.
MANAGING DIRECTOR

NOTICE TO SHARESHOLDERS

Notice is hereby given that the Fourth Annual General Meeting of the Share holders of the company CAT TECHNOLOGIES LIMITED formerly known as CLASWIN CREDIT CAPITAL LIMITED will be held at S-19, T.N.H.B.Complex, 180, Luz Church Road, Mylapore, Chennai 600 004, on Wednesday the 30th day of June 1999 at 10.30 A.M.

Agenda

- 1) To receive, consider and adopt the Audited Profit and Loss Account of the Company for the year ended 31st December 1998 and the Balance Sheet as on that date together with the Directors Report and Auditors Report annexed thereto.
- 2) To appoint a Director in the Place of Mr.N.Bhardwaja who retires by rotation and being eligible offers himself for re-election.
- 3) To appoint a Director in the place of Mr.B.Masthan Rao who retires by rotation and being eligible offers himself for re-election.
- 4) To appoint Auditors and fix their remuneration

Special Business:

To consider and if thought fit pass with or without modification the following resolution as an ORDINARY RESOLUTION:

- 5) "RESOLVED THAT Mr.Laxmi Pershad Jaiswal be and he is hereby appointed as Director of the Company liable to retire by rotation".

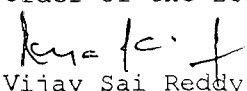
To consider and if through fit pass with or without madification. The following resolution as an ORDINARY RESOLUTION.

- 6) "RESOLVED THAT Mr.Dhiraj Kumar Jaiswal be and he is hereby appointed as Director of the Company liable to retire by rotation."

Place : Chennai.

By order of the Board

Date : 12.5.1999


Vijay Sai Reddy
Chairman.

Note:

- 1) Explanatory statement is annexed.
- 2) A Member entitled to attend and vote is entiled to appoint a proxy to attend and vote instead of him and such proxy need not be a member of the company.
- 3) Proxies to be valid must be lodged at the registered office 48 hours before the time of the meeting.
- 4) Members are requested to intimate change in their address.
- 5) Members are requested to bring their copy of Accounts to the Annual General Meeting.

CAT TECHNOLOGIES LIMITED

formerly known as CLASWIN CREDIT CAPITAL LIMITED

Explanatory statement U/s 173 of the Companies Act, 1956

Items : 5 of the Notice.

In May 1999 Mr.Laxmi Pershad Jaiswal was appointed as Additional Director and he holds office upto the date of the forth coming Annual General Meeting.

The Company has received notice U/s 257 of the Companies Act, 1956 from Mr.Laxmi Pershad Jaiswal signifying his candidature for the office of Director at the forth coming Annual General Meeting.

The Board of Diectors recommend the appointment of Mr.Laxmi Pershad Jaiswal.

None of the Directors other than Mr.Laxmi Pershad Jaiswal is in any way concerned or interested in the said resolution.

Items : 6 of the Notice.

In May 1999 Mr.Dhiraj Kumar Jaiswal was appointed as Additional Director and he holds office upto the date of the forth coming Annual General Meeting.

The Company has received notice U/s 257 of the Companies Act, 1956 from Mr.Dhiraj Kumar Jaiswal signifying his candidature for the office of Director at the forth coming Annual General Meeting.

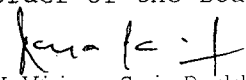
The Board of Diectors recommend the appointment of Mr.Dhiraj Kumar Jaiswal.

None of the Directors other than Mr.Dhiraj Kumar Jaiswal is in any way concerned or interested in the said resolution.

Place : Chennai.

By order of the Board

Date : 12.5.1999


V.Vijay Sai Reddy
Chairman.

CAT TECHNOLOGIES LIMITED

formerly known as CLASWIN CREDIT CAPITAL LIMITED

DIRECTORS' REPORT

Your Directors are pleased to submit the Audited Accounts of the company for the year ended 31st December 1998.

Performance:

The operation of the company during the year under review have resulted in a Loss of Rs.67,303.87ps.

Change in objects and Name

In order to tap the growing information technology market the Main objects of the company was changed and at the EGM held on 30th March 1999 the name of the company was changed to CAT TECHNOLOGIES LIMITED and fresh certificate of Incorporation obtained from the Registrar of Companies, Chennai.

Business Prospects

The company is actively exploring tie up opportunities in Information Technology Industry and are hopeful of establishing the same.

Dividend

In view of loss the directors regret that no dividend could be recommended.

Directorate:

In May 99 Mr.Laxmi Pershad Jaiswal and Mr.Dhiraj Kumar Jaiswal were appointed as Additional Directors. They hold office upto the date of the forth coming Annual General Meeting. The company has received individual Notices U/s 257 of the Companies Act, 1956 from them, signifying their candidature for appointment as Director. Mr.N.Bharadwaja, Mr.B.Masthan Rao, Directors retire by rotation and being eligible offer themselves for reappointment.

Auditors

A.Sankaranarayana & Co., Chartered Accountants retires at the forthcoming Annual General Meeting and is eligible for re-appointment.

COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF THE BOARD OF DIRECTORS) RULES 1988.

Statement of Information as per section 217 (i) (e) of the companies Act, relating to conservation of energy or technology absorption etc., is not applicable to the activities of the company.

The Company did not have any foreign exchange earning or outgo.

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Deposits:

The Company did not accept any deposits during the year.

Particulars of Employees Under Section 217 (2A)

None of the employees of the company were in receipt of remuneration amounting to Rs.3,00,000 a year or Rs.25,000 per month in any part of the year as the case may be.


Acknowledgement:

The Board of Directors take this opportunity to thank the Employees Share holders of the company and the Bankers for their support.

Place : Chennai

Date : 12.5.1999

By order of the Board.


(V.VIJAYASAI REDDY)
Chairman.

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A. SANKARANARAYANA & CO.,**A. Sankaranarayana**

B. Com., B.L., F.C.A.

CHARTERED ACCOUNTANT

Regd. No.28331

331324 (O)
324924 (R)16/1102, KASIKELA AGRAHARAM,
NELLORE - 524 001.**AUDITORS' REPORT**

TO THE SHAREHOLDERS OF CAT TECHNOLOGIES LIMITED

We have audited the attached Balance Sheet of M/s.CAT TECHNOLOGIES LIMITED as at 31 December 1998 and the Profit and Loss Account for the period ended on that date annexed thereto, and report that:

1. As required by the Manufacturing and other Companies (Auditors' Report) Order, 1988 issued by the Central Government in terms of Section 227 (4A) of the Companies Act, 1956, we annex hereto a statement on the matters specified in paragraphs 4 and 5 of the said order.

2. Further to our comments in the statements referred to in paragraph (1) above:

a. we have obtained all the information and explanations which to the best of our knowledge and belief, were necessary for the purpose of our audit.

b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of the books.

c. The Balance Sheet and Profit and Loss Account referred to in this report are in agreement with the books of account furnished to us.

d. In our opinion and to the best of our information and according to the explanations given to us, the said Balance Sheet and Profit and Loss Account read together with the notes thereon give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view:

a. in so far as it relates to the Balance Sheet, of the state of affairs of the Company as at 31st December, 1998.

b. in so far as it relates to the Profit and Loss Account, of the Loss of the Company for the year ended on that date.

Place : Chennai.

Date : 12.05.1999

for A.SANKARANARAYANA & CO.,
Chartered Accountants.

A. Sankaranarayana
(A.SANKARANARAYANA)
Proprietor