



BOARD OF DIRECTORS

Laxmi Pershad Jaiswal	- Chairman
Dhiraj Kumar Jaiswal	- Managing Director
C K M Prasad	- Whole Time Director
D Venkat Ram	- Director
Dinesh Kumar Jaiswal	- Director
Deepak Singh	- Director
Vinod Kumar Sriram	- Director
Syed Mohiuddin Ahmed	- Director

AUDITORS

- **B.SRINIVAS RAO**
Chartered Accountant
5-4-10, J.N.Road, Abids
Hyderabad-500 001

BANKERS

- State Bank of India
Bank of India
HDFC Bank
Development Credit Bank

Share and Depository Transfer Agents :

AARTHI CONSULTANT PRIVATE LIMITED
H.No.1-2-285, Domalguda, Hyderabad-500029

REGISTERED OFFICE :

1st Floor, Champa Mansion, Nampally Station Road
Hyderabad-500 001
Telephone : 040-23202769 / 23203943
Fax : 040-23204092
e-mail : info@attechnologies.com



NOTICE

Notice is hereby given that the Fourteenth Annual General Meeting of the Members of the Company will be held on **WEDNESDAY 30TH SEPTEMBER, 2009 at 11.00 A.M** at the Registered Office of the Company at 1st Floor, Champa Mansion, Nampally Station Road, Hyderabad – 500 001 to transact the following business:

ORDINARY BUSINESS:

1. To receive consider and adopt the Audited Balance Sheet as at 31st March, 2009 and Profit and Loss Account for the year ended on that date along with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Dhaduvai Venkat Ram, who retires by rotation and being eligible, offer himself for re-appointment.
3. To appoint a Director in place of Shri Chivukula Kesav Mallikarjuna Prasad, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors to hold the office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

5. RE-APPOINTMENT OF MANAGING DIRECTOR:

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

“RESOLVED THAT pursuant provisions of Section 198, 269, 309, 310 and other applicable provisions, if any, read with Schedule XIII of the Companies Act, 1956 and in compliance with the Articles of Association of the Company, Mr. Dhiraj Kumar Jaiswal be and is here by re-appointed as Managing Director of the Company for a period of 5 years with effect from 28th January, 2010 at a Salary of Rs.2,00,000/- (Rupees Two Lakhs only) per month plus following perquisites, however total salary should not exceed Rs. 2,50,000/- (Rupees Two Lakhs Fifty Thousand only) per month inclusive of perquisites as recommended by the Remuneration Committee of the Company.”

“RESOLVED FUTHER THAT the Company may at the request of the appointee, re-structure the above remuneration as salary and perquisites, subject to total remuneration not to exceed as mentioned below.”

Part-A

- a) House Rent Allowance: Will be given as per Company norms.
- b) Medical reimbursement: Reimbursement of medical expenses actually incurred for self and family including dependent parents, subject to a ceiling of one month's salary per year or 3 months salary in a block of 3 years.



- c) Leave Travel Concession: For self and family once in a year as per the rules of the Company.
- d) Club fees: Fees of club subject to a maximum of 2 clubs will allowed, provided no admission or life membership will be allowed.

Part-B

- a) Gratuity, Provident Fund, Superannuation benefits as per the rules of the Company subject to the ceilings as per the guidelines for Managerial remuneration in force from time to time.
- b) Leaves as per the rules of the Company.

Part-C

- a) Free use of Company's car with driver for official purposes.
- b) Free telephone facility at residence. The Company shall however bill the personal long distance calls.

The perquisites under this category shall not be included in the computation of the ceiling on remuneration specified in the Resolution

Overall Remuneration

The aggregate of the salary and perquisites in any financial year shall not exceed the limits prescribed from time to time under sections 198, 309 and other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the Said Act, 1956, the limits prescribed under section II of part II of Schedule XIII to the Companies Act, 1956, including any statutory modification or re-enactment thereof, as may for the time being in force.

Minimum Remuneration

In the event of loss or inadequacy of profits, in any financial year during the currency of tenure of office, the payment of remuneration shall be governed by the limits prescribed under section II of part II of Schedule XIII to the Companies Act, 1956, including any statutory modification or re-enactment thereof, for the time being in force

BY ORDER OF THE BOARD
For CAT TECHNOLOGIES LIMITED

Place:Hyderabad
Date: 28.08.2009

Sd/-
DHIRAJ KUMAR JAISWAL
Managing Director



NOTES:

- A. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- B. THE PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
- C. Members/proxies are requested to bring their copies of Annual Report and the attendance slip duly filled in for attending the meeting. Copies of the Annual Reports will not be provided at the meeting.
- D. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 28th September, 2009 to Wednesday, 30th September, 2009 (inclusive of both days).
- E. Members are requested to notify any change in their addresses to the Company's Share and Depository Transfer Agents.
- F. Members are requested to convert their holdings into De-mat. The Company's ID with CDSL and NSDL is INE170B01037. The Company's Share and Depository Transfer Agents are M/s. Aarthi Consultants Private Limited.
- G. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of the business referred to item no: 5 above is annexed hereto.



EXPLANATORY STATEMENT

(Pursuant to section 173(2) of the Companies Act, 1956)

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956:

ITEM NO. 5:

Members are herewith informed that Mr. Dhiraj Kumar Jaiswal was re-appointed as Managing Director of the Company for the period of 5 years and his tenure will expire on 27th January, 2010.

Board of Director at their meeting held on 28th August, 2009 have approved, subject to approval of members, the re-appointment of Mr. Dhiraj Kumar Jaiswal as the Managing Director of the Company for another term of 5 years w.e.f 28th January, 2010 at a remuneration of Rs. 2,00,000/- per month, however total salary should not exceed Rs. 2,50,000/- per month inclusive of perquisites as recommended by the Remuneration Committee of the Company.

Pursuant to provisions of Section 269 read with Schedule XIII, any payment of remuneration to managerial persons requires approval of members at the General meeting hence this resolution commended for your approval.

None of the Directors except Laxmi Pershad Jaiswal, Dhiraj Kumar Jaiswal and Dinesh Kumar, are interested or concerned in the proposed resolution.

**BY ORDER OF THE BOARD
FOR CAT TECHNOLOGIES LIMITED**

Place: Hyderabad
Date: 28.08.2009

Sd/-
DHIRAJ KUMAR JAISWAL
MANAGING DIRECTOR



DIRECTORS' REPORT

To
The Members

Your Directors have pleasure in presenting the Fourteenth Annual Report together with the Audited Accounts of the Company for the year ended 31st March, 2009.

REVIEW OF PERFORMANCE:

The year under review was turbulent with the global the entire world is going through a severe financial crisis that has led to a global recession, under the pressure of subprime crises, inflation pressures, high oil & commodity prices and volatile exchange rates. The Company increased its focus on its strategies to address these challenges.

The Company has developed a substantial direct marketing network across the various countries in America and Europe. These offices are equipped with sales and marketing team, who market the services to the international clients in the respective countries.

Consolidated Operations:

The total consolidated revenue grew by 17.4% from Rs 815.79 Millions in the previous year to Rs. 957.75 millions for the year 2008-09. The profit before taxes for the same period went down from Rs.116.01 millions to Rs. 77.89 Millions. The Company's ability to design, develop, implement and maintain business and technology solutions, addressing the business and customer needs has helped achieve moderate growth rates in revenue & continue profitability despite adverse global macroeconomic conditions.

Indian Operations:

During the financial year 2008-09 your Company recorded turnover of Rs. 99.01 Millions and incurred a net profit after tax of Rs. 22.99 Millions compared to turnover of Rs. 65.42 Millions and net profit after tax of Rs. 9.23 Millions during the previous financial year.

Your Board of Directors are hopeful that the performance of the Company will further improve in the coming financial years.

OUTLOOK

The Company continues to focus on strategy of building scale in its chosen industry segments of focus, expanding its reach, offerings and investing in both organic and inorganic growth initiatives be the key to the growth of the Company in the future years. Your board of directors are confident that these initiatives will be the key growth drivers and will also aid in improving profitability in the future.

Further success of the portal viz. logtalnt.com has given immense boost to the confidence of the company and it is proposed to develop some more portal during the current financial year.



Logtalent is developed with improved technology enablement which gives job aspirants all the job opportunities at one place.

DIVIDEND:

Your Directors do not recommend any dividend for the financial year 2008-09.

PUBLIC DEPOSITS:

The Company has not accepted any fixed deposits during the year hence no amount of principal or interest was outstanding on the date of the Balance Sheet.

DIRECTORS:

Shri Dhaduvai Venkat Ram, Shri Chivukula Kesav Mallikarjuna Prasad retire by rotation and being eligible, offer them selves for re-appointment.

Board recommend their re-appointment.

PARTICULARS OF EMPLOYEES:

There are no employees whose particulars are to be furnished U/s 217 (2A) of the Companies Act, 1956 read with Companies Act (Particulars of employees) Rules 1988, as the remuneration of none of the employees is in receipt of remuneration in excess limits specified therein.

DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to Section 217(2AA) of the Companies Act, 1956 the Directors of your Company hereby confirm that:

i. In the preparation of Annual Accounts for the year ended 31st March, 2009, the applicable accounting standards have been followed except for retirement benefits which is being accounted for on cash basis along with the proper explanation relating to material departures, if any, there from;

ii. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year ended 31st March, 2009 and of the profit and loss of the Company for that period;

iii. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act, for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities;

iv. The Directors have prepared the annual accounts on a going concern basis.



CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

Information in accordance with clause (e) of Sub-section (1) of Section 217 read with the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988 and form part of the Directors Report for the period ended 31st March, 2009 is follows:

A.Conservation of Energy – Your Company is engaged in Software Development and IT Enabled Services and hence the details in respect of the above are not applicable. However, measures are taken to reduce energy consumption wherever possible.

B.Research & Development – Research and development of new services, designs, frameworks, processes and methodologies continue to be of importance at your Company. This allows Company to enhance quality and productivity and customer satisfaction through continuous innovation.

C. Technology Absorption - Not Applicable

D. Foreign Exchange Earnings & Outgo: (Rs. in Lakhs)

	2008-09	2007-08
Foreign Exchange earnings	916.66	439.57
Foreign Exchange outgo	1.68	1.26

SUBSIDIARY COMPANIES:

Pursuant to provisions of Section 212 of the Companies Act, 1956, the audited Balance Sheet and Profit and Loss account, auditor's report of subsidiary companies namely Cat Technology Inc and Cat Technology FZE are attached to the Audited Balance Sheet of the Company.

The Consolidated Financial Statements represented by the Company includes the Audited Financial Information of its subsidiaries.

AUDITORS:

B Srinivas Rao, Chartered Accountant, Hyderabad as Statutory Auditors of the Company retire at the ensuing annual general meeting and being eligible offer themselves for re-appointment.

Further Company is in receipt of confirmation from Sri B Srinivas Rao, Chartered Accountant that in the event of his re-appointment as statutory auditor at the ensuing Annual General Meeting, such appointment will be in accordance with the limits specified in Section 224 (1B) of the Companies Act, 1956.



Board recommends his re-appointment.

CORPORATE GOVERNANCE:

The Company is in the total compliance with all the mandatory requirements regarding corporate governance as stipulated under Clause 49 of the listing agreement with the stock exchange(s). A compliance report for the period ended on 31st March, 2009 is included in the Corporate Governance Report which forms part of the annual report. The certificate issued by the statutory auditors of the Company on compliance of the conditions of corporate governance stipulated in clause 49 of the listing agreement with the stock exchange(s) forms part of the Corporate Governance Report.

The report on Corporate Governance and Management Discussion and Analysis statement is included in the annual report.

ACKNOWLEDGEMENTS:

Your Directors have pleasure in recording their appreciation for the assistance extended to the Company by various officials of the Central and State Governments and Commercial Banks.

Your Directors would also like to place on record their sincere appreciation and gratitude to the Shareholders for their support and co-operation. Your Directors express their heartfelt gratitude to the employees for their exceptional commitment and loyalty to the Company.

BY ORDER OF THE BOARD
For **CAT TECHNOLOGIES LIMITED**

Sd/-
LAKSHMI PARSAD JAISWAL
CHAIRMAN

Place: Hyderabad
Date: 28.08.2009



STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956 RELATING TO SUBSIDIARY COMPANIES

Name of the subsidiary

M/s. CAT TECHNOLOGY INC

- 1. Financial year of the subsidiary ended on :** 31st March, 2009
- 2. Shares of the subsidiary held by the Company on the above date**
 - (a) Number and face value : 100 Common Shares US\$ 10/-
Each fully paid-up
 - (b) Extent of holding : 100%
- 3. Net aggregate amount of profit or losses of the subsidiary for the above financial year of the subsidiary not dealt with in the Company's account so far as it concerns the members of the Holding Company**
 - (a) For the financial year of the subsidiary : Rs. 4,014,988/-
 - (b) For the previous financial : Rs. 684,976/-
- 4. Net aggregate amount of profit or losses of the subsidiary for the above financial year of the subsidiary dealt with in the Company's account**
 - (a) For the financial year of the subsidiary : NIL
 - (b) For the previous financial year : NIL

Name of the subsidiary**M/s. CAT TECHNOLOGY FZE**

- 1. Financial year of the subsidiary ended on :** 31st March, 2009
- 2. Shares of the subsidiary held by the Company on the above date**
 - (a) Number and face value : Shares of Rs.10/-
Each fully paid-up
 - (b) Extent of holding : 100%
- 3. Net aggregate amount of profit or losses of the subsidiary for the above financial year of the subsidiary not dealt with in the Company's account so far as it concerns the members of the Holding Company**
 - (a) For the financial year of the subsidiary : Rs. 50,274,838/-
 - (b) For the previous financial : Rs. 106,043,403/-
- 4. Net aggregate amount of profit or losses of the subsidiary for the above financial year of the subsidiary dealt with in the Company's account**
 - (a) For the financial year of the subsidiary : NIL
 - (b) For the previous financial year : NIL