



**20<sup>TH</sup>**

**ANNUAL REPORT 2014-2015**



**BOARD OF DIRECTORS**

LAXMI PRASHAD JAISWAL	- CHAIRMAN (Upto 31.03.2015)
DHIRAJ KUMAR JAISWAL	- MANAGING DIRECTOR
DINESH KUMAR JAISWAL	- DIRECTOR
DEEPAK SINGH	- DIRECTOR
SYED MOHIUDDIN AHMED	- DIRECTOR
OMAR MOHAMMAD	- DIRECTOR
NISHA JAISWAL	- ADDITIONAL DIRECTOR (w.e.f. 31.03.2015)
ANURAG JAISWAL	- Chief Financial Officer

**AUDITORS**

- **SURESH GUPTA.Y & CO.**  
Chartered Accountants  
15-7-48, New Ramanapet  
Warangal – 506 002

**BANKERS**

- State Bank of India  
HDFC Bank  
Bank of India

**REGISTERED OFFICE :**

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

**SHARE TRANSFER AGENTS :**

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



## **NOTICE**

Notice is hereby given that the Twentieth Annual General Meeting of the Members of the Company will be held on WEDNESDAY, 30TH SEPTEMBER, 2015 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. Adoption of Financial Statements:**

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2015 along with the Reports of the Board of Directors and Auditors thereon.

The Consolidated Financial Statements of the Company for the financial year ended 31st March 2015.

#### **2. To appoint a Director in place of Mr. Dinesh Kumar Jaiswal, who retires by rotation and being eligible, offers himself for re-appointment.**

#### **3. Ratification of Appointment of Auditors:**

To ratify the appointment of Auditors of the Company, who were appointed at the Nineteenth Annual General Meeting to hold office for a period of three years till the conclusion of the Annual General Meeting of the company to be held in the Financial year 2017 and to authorize the Board of Directors to fix their remuneration for the financial year ended 2015 -16

### **SPECIAL BUSINESS:**

#### **4. Appointment of Ms. Nisha Jaiswal as Director of the Company:**

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

“RESOLVED THAT pursuant to the provisions of the Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and Articles of Association of the Company, Ms. Nisha Jaiswal (DIN: 01978821), who was co-opted as an Additional Director of the Company by the Board at their meeting held on 31st March, 2015 and who holds office as such up to the date of this Annual General Meeting and in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013 proposing her candidature for the office of Directorship, be and is hereby appointed as Director of the Company liable to retire by rotation.”

#### **5. To Adopt New Articles of Association of The Company.**

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

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, the Articles of Association of Company be and is altered by replacing existing regulation No. 1 to 130 with the new regulations 1 to 105 and adopted as Articles of Association of the Company.”

#### **6. To approve Remuneration of Managing Director**

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Mr. Dhiraj Kumar Jaiswal (DIN: 01119055) as Managing Director of the Company for a period of 3 (three) years with effect from 28th January, 2015, at a remuneration not exceeding



12,00,000/- per Annum, with authority to the Nomination and Remuneration Committee of the Board to alter and vary the remuneration as it may deem fit and to fix the quantum, composition and periodicity of the remuneration payable to the Managing Director subject that the annual remuneration does not exceed the limit approved hereinbefore.”

Place:Hyderabad  
Date: 14.08.2015

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

Sd/-  
**DHIRAJ KUMAR JAISWAL**  
Managing Director

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than 50 members and holding in aggregate not more than 10% of the total Share Capital of the Company. Members holding more than 10% ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member.

The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business in Item No. 4 to 6 is annexed hereto.
3. The Register of Directors and Key managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
4. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 28th Spetember, 2015 to 30th September, 2015 (both days inclusive)
6. Members are requested to quote ledger folio number in all their correspondence to avoid delay in communication. Members are advised to consolidate their ledger folios where they are holding shares in different folios in the same name.
7. Additional information pursuant to Clause 49 of the Listing Agreement with Stock Exchange in respect of Directors seeking appointment / re-appointment at the AGM are furnished and forms a part of Notice. The Directors have furnished the requisite consents / declarations for their appointment/re-appointment.



8. In terms of sections 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the listed companies may send the notice of annual general meeting and the annual report, including Financial statements, Board Report, etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their email ids with their respective depository participants or with the share transfer agent of the Company.
9. To promote green initiative, members are requested to register their e-mail addresses through their Depository Participants for receiving the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the RTA, giving reference of their Folio Number.
10. Members/Proxies should bring the duly filled attendance slip enclosed herewith to attend the Meeting.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

## **12. Voting through electronic means:**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is providing facility to the members to exercise their right to vote at the 20th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting platform provided by Karvy Computershare Pvt. Ltd. ('Karvy').

The instructions for e-voting are as under:

- i. Use the following URL for e-voting: Karvy website: <http://evoting.karvy.com>.
- ii. Shareholders of the Company holding shares either in physical form or in dematerialized form, as on 19th September, 2015 may cast their vote electronically.
- iii. Enter the login credentials i.e. User ID and password mentioned in the attendance slip attached with the Annual Report. Please follow the instructions given in the e-voting portal.
- iv. After entering the details appropriately, click on LOGIN.
- v. You will reach the Password change menu wherein you are required to compulsorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, email, etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. You need to login again with the new credentials.



- vii. On successful login, the system will prompt you to select the EVENT, i.e. CAT Technologies Limited.
  - viii. On the voting page, enter the number of shares as on the date of voting under FOR/ AGAINST or You may also choose the ABSTAIN option as provided therein.
  - ix. Shareholders holding multiple folios/demat account shall choose the voting process separately for each folios/demat account.
  - x. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm, else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution.
  - xi. Once the vote on the resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
  - xii. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s) who are authorized to vote, to the Scrutinizer at e-mail ID: [vasanth@vkbajajassociates.com](mailto:vasanth@vkbajajassociates.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com) and [info@cattechnologies.com](mailto:info@cattechnologies.com). They may also upload the same in the evoting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_EVENT NO".
  - xiii. The Portal will be open for voting from 9.00 A.M. on 26th September, 2015 to 5 P.M. on 29th September, 2015.
  - xiv. 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 <http://evoting.karvy.com> or contact Karvy Computershare Pvt. Ltd. at Tel No. 1800 345 4001 (toll free).
  - II. The Company has appointed Mr. Vasanth Kumar Bajaj, Practicing Company Secretary, as the Scrutinizer who will collate the electronic voting process in a fair and transparent manner.
  - III. The results of e-voting will be announced by the Company on Karvy Evoting website and also informed to the stock exchanges.
13. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9 A.M. to 5 P.M.) on all working days except Saturdays and Sundays, up to and including the date of the Annual General Meeting of the Company.

**EXPLANATORY STATEMENT**

(Pursuant to Section 102 of the Companies Act, 2013)

**Item No. 4:**

In order to broad base the Board and to comply with proviso to Section 149(1) of the Companies Act, 2013 mandating appointment of Women Director, Board of Directors at their meeting held on 31.03.2015 co-opted Ms. Nisha Jaiswal as Additional Director on the Board of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Ms. Nisha Jaiswal will hold office upto the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from the Director herself along with a deposit of Rs1,00,000/- proposing her candidature for office of Director.

Pursuant to provisions of Section 152 of the Companies Act, 2013, any appointment of Director requires the approval of the members; hence these resolutions are put up for approval of members.

None of the directors except Mr. Dhiraj Kumar Jaiswal and Mr. Dinesh Kumar Jaiswal and Mrs. Nisha Jaiswal are interested in this resolution.

**Item No. 5:**

Existing regulations of the Articles of Association are proposed to be replaced by the new set of regulations 1 to 105 and adopted as new set of Articles of Association as per the requirements of Table F of First Schedule in the Companies Act, 2013. The modification in Articles of association is carried out to give effect to provisions of the Companies Act, 2013. The entire set of proposed articles of association is available in the website of the company. The shareholders of the Company can also obtain a copy of the same from the Secretarial Department at the registered office of the Company.

Pursuant to provisions of Section 14 of the Companies Act, 2013 any Alteration in Articles of Association required approval of member by passing special resolution. The Directors recommend the aforesaid resolution for the approval by the members.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

**Item No. 6:**

The Board of Directors in its meeting dated 28th August, 2009 appointed Mr. Dhiraj Kumar Jaiswal (DIN: 01119055) as the Managing Director with effect from 28th January, 2010 for a period of 5 years. The same was approved by the Members at their Annual General Meeting held on 30th September, 2009 by way of Ordinary Resolution. The Members had also approved the payment of minimum remuneration as may be determined by the Remuneration Committee of the Board in Compliance with Schedule XIII of the Companies Act, 1956 to Mr. Dhiraj Kumar Jaiswal. Based on this, the Remuneration Committee had approved the payment of remuneration of Rs. 12 Lakhs per Annum:

The tenure of managing Director was upto 28th January, 2015. Sections 196 & 197 read with Schedule V of the Companies Act, 2013 requires the payment of minimum remuneration in case of lack or inadequacy of profits to be approved by the Members by way of a Special Resolution for a period not exceeding three years. As a Promoter and Managing Director, Mr. Dhiraj Kumar Jaiswal leadership company has been growing and is looking forward to an exciting growth phase.





In view of this, it is proposed to seek the approval of Members for re-appointment of Mr. Dhiraj Kumar Jaiswal with remuneration of Rs. 12 Lakhs per annum subject such annual increments as may be recommended by the compensation committee of the Company for a period of 3 years w.e.f. 28.01.2015.:

The re-appointment and the remuneration proposed fulfill the conditions stipulated in Schedule V of the Companies Act, 2013 and hence approval of Government of India is not required

Information required under Section II, Part II of Schedule V of the Companies Act, 2013

<b>I. General Information</b>	
Nature of industry	Software Development and Information Technology Services
Date or expected date of commencement of commercial production	Company was incorporated and started commercial operations on 06.09.1995
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
Financial performance based on given indicators	The details of financial performance of the Company for the years 2013-14 and 2014-15 are provided in the Annual Report 2015 which accompanies this Notice.
<b>II. Information about the appointee</b>	
Foreign investments or collaborations, if any	The Company has 2 Subsidiaries the details of which are given in the Annual Report 2015 which accompanies this Notice
Background details	Mr. Dhiraj Kumar Jaiswal is Managing Director of the Company for more than a Decade.
Past remuneration	Details of past Remuneration are presented above
Recognition or awards	Under the leadership of Mr. Dhiraj Kumar Jaiswal, your Company got recognitions from various clients.
Job profile and his suitability	He is Promoter and Managing Director of the Company and is a seasoned, team-oriented business entrepreneur with a successful track record of building business. He is effective leader who is heading the CAT in providing medium and long-term business plans on emerging technologies.





Remuneration proposed	Rs. 12 Lakhs per Annum
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration is as per Section 197 & 198 of the Companies Act, 2013 read with Schedule V and is comparable to the remuneration of CEO/MD levels of similar sized Information Technology companies.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Besides the remuneration, Mr. Dhiraj Kumar Jaiswal does not have any other pecuniary relationship with the Company except Lease rental for office premises let out the company.
<b>III. Other Information</b>	
Reasons of loss or inadequate profits	The Company has been continuously striving improve performance by increase area of operation and focus activities. Salaries and fixed operating costs resulted in the Company making losses.
Steps taken or proposed to be taken for improvement	Marketing and Brand Building initiatives have been strengthened substantially
Expected increase in productivity and profits in measurable terms	The aforesaid steps taken / to be taken by the Company are expected to improve the Company's performance and profitability in the future
IV. Disclosure: As required, the information is provided under Corporate Governance Section of Annual Report 2015	

By Order of the Board  
For CAT TECHNOLOGIES LIMITED

Place: Hyderabad  
Date: 14.08.2015

Sd/-  
DHIRAJ KUMAR JAISWAL  
Managing Director



## DIRECTORS' REPORT

To,  
The Members,

Your Directors have pleasure in presenting the Twentieth Annual Report together with the Audited Accounts of the Company for the year ended 31st March, 2015.

### 1. REVIEW OF PERFORMANCE:

Particulars	March 31st, 2015	March 31st, 2014
Income (Including Other Income)	4,81,14,628	5,29,45,271
Expenses (Including exceptional items)	7,11,01,028	7,74,88,786
Profit/(Loss) before Interest, Depreciation & Tax (PBIDTA)	(1,93,47,260)	(1,59,98,899)
Finance Charges	14,29,454	13,46,554
Depreciation & amortization	44,70,296	1,20,30,158
Net Profit/(Loss) Before Tax	(2,29,86,400)	(2,45,43,516)
Provision for tax including Deferred Tax	8,28,876	(6,86,917)
Net Profit/(Loss) after tax	(2,38,15,277)	(2,38,56,600)
EPS		
Basic	0.30	0.30
Diluted	0.30	0.30

### 2. GLOBAL OPERATIONS:

Your Company has recorded a consolidated income (as per Indian GAAP) of Rs. 52.31 Lakhs for the Financial Year under review and Loss of Rs. 59.95 Lakhs Millions.

### 3. INDIAN OPERATIONS:

During the financial year 2014-15 your Company recorded turnover Rs. 46.42 Lakhs and incurred a Net Loss after tax of Rs. 23.82 Lakhs compared to Turnover of Rs. 40.96 Lakhs and Net Loss after tax of Rs. 23.85 Lakhs during the previous financial year.

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