



22nd Annual Report 2016-2017



CAT TECHNOLOGIES LIMITED

CIN: L72200TG1995PLC035317

BOARD OF DIRECTORS

DHIRAJ KUMAR JAISWAL
DINESH KUMAR JAISWAL
DEEPAK SINGH
SYED MOHIUDDIN AHMED
OMAR MOHAMMAD
NISHA JAISWAL

- MANAGING DIRECTOR
- DIRECTOR
- DIRECTOR
- DIRECTOR
- DIRECTOR
- DIRECTOR
- CHIEF FINANCIAL OFFICER

AUDITORS

SURESH GUPTA Y & CO.
Chartered Accountants
H. No. 15-7-48, New Ramanapet
Warangal – 506 002

BANKERS

Development Credit Bank Limited
HDFC Bank Limited
Bank of India
Yes Bank

REGISTERED OFFICE

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

REGISTRAR AND SHARE TRANSFER AGENTS

AARTHI CONSULTANTS PRIVATE LIMITED
H. No. 1-2-285, Domalguda
Hyderabad – 500 029
Phone: 040-27638111, 27634445
E-mail: aarthiconsultants@gmail.com

LISTED AT :

The BSE Limited



NOTICE

Notice is hereby given that the **Twenty Second Annual General Meeting** of the Members of the Company will be held on **MONDAY, 27TH NOVEMBER, 2017 at 10:00 A.M.** at the Registered Office of the Company at 1st Floor, Champa Mansion, Nampally Station Road, Hyderabad – 500 001 to transact the following items of 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, 2017 along with the Reports of the Board of Directors' and Auditors' thereon along with Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017.

2. To appoint a Director in place of Ms. Nisha Jaiswal (DIN No: 01978821), who retires by rotation and being eligible, offers herself for re-appointment.

3. Appointment of Statutory Auditor of the Company:

To appoint M/s. Vinay T & Co., Chartered Accountants (FRN: 012874S) as Statutory Auditors of the Company, in place of retiring auditors, to hold the office from the conclusion of this AGM until the conclusion of Twenty Seventh Annual General Meeting to be held in the year 2022 and to fix their remuneration for the financial year 2017-18.

BY ORDER OF THE BOARD
FOR CAT TECHNOLOGIES LIMITED

Place: HYDERABAD

Date: 30.10.2017

Sd/-
DHIRAJ KUMAR JAISWAL
MANAGING DIRECTOR
DIN: 01119055

**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.

Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.

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. Additional information pursuant to Regulation 36 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 in respect of Directors seeking appointment/re-appointment at the AGM and directors liable to retire by rotation and seeking re-election is contained in the Statement annexed to Notice. The Directors have furnished the requisite consents/ declarations for their appointment/re-appointment as per Companies Act, 2013 and rules thereunder.
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 be remain closed from **FRIDAY, 24TH NOVEMBER, 2017 to Monday, 27TH November, 2017 (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. 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.



8. *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.*
9. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) for securities market transactions and off market/private transactions involving transfer of shares of listed companies in physical form. Therefore, it shall be mandatory for the transferee(s) to furnish a copy of the PAN card to M/s. Aarthi Consultants Private Limited for registration of such transfers. Members/Investors are therefore requested to make note of the same and submit their PAN card copy to M/s. Aarthi Consultants Private Limited.
10. Members who are still holding shares in physical form are advised to dematerialize their shareholding to avail of the benefits of dematerialization which include easy liquidity since trading is permitted only in dematerialized form, electronic transfer, savings in stamp duty, prevention of forgery, etc.
11. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (9:00 A.M. to 5:00 P.M.) on all working days except Saturdays and Sundays, up to and including the date of the Annual General Meeting of the Company.
12. Members/Proxies should bring the duly filled Attendance slip enclosed herewith to attend the Meeting.
13. **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, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 the Company is providing facility to the members to exercise their right to vote at the 22nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting platform provided by Central Depository Services (India) Limited (CDSL).

The facility of voting through ballot paper will also be made available at the AGM and member attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Member who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.
 - a. Use the following URL for e-voting: CDSL website: <https://www.evotingindia.com>.
 - b. Shareholders of the Company holding shares either in physical form or in dematerialized form, as **on Friday, 17th November, 2017** may cast their vote electronically.
 - c. Click on Shareholders.
 - d. The shareholders can login to the e-Voting system using their user-id (i.e. demat account number), PAN and Date of Birth (DOB) or Bank account number mentioned for the said demat account or folio.



- e. Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- f. Next enter the Image Verification as displayed and Click on Login.
- g. Follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.
	<ul style="list-style-type: none"> • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Bank Account or Date of Birth (DOB)	Enter the Bank Account or Date of Birth (DD/MM/YYYY format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Bank details field as mentioned in instruction (d).

- h. After entering these details appropriately, click on "SUBMIT" tab.
- i. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- j. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k. Click on the EVSN for **CAT Technologies Limited** on which you choose to vote.
- l. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.



- m. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- n. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- o. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- p. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- q. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- r. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- s. **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- t. The Portal will be open for voting from **9 A.M. on Wednesday, 22nd November, 2017 to 5 P.M. on Sunday, 26th November, 2017.**

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

- 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 Scrutinizer, after scrutinizing the votes cast at the meeting (Insta Poll) and through remote e-voting, will, not later than forty eight hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company and on the website of CDSL. The results shall simultaneously be communicated to the Stock Exchanges.
- IV. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 27th September, 2017.

Additional information on Directors recommended for appointment / re-appointment as required under Regulation 36 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015.

Name of Director	Mr. Dinesh Kumar Jaiswal
DIN No.	01978821
Age	45 Yrs
Date of First Appointment	30.09.2015
Nature of Expertise in specific functional area	Accounts and Admin
Disclosure of relationships between directors inter-se	Wife of Mr. Dhiraj Jaiswal, Managing Director of the Company.
Names of the listed companies in which the person holds the directorship and the membership of committees of the Board	Nil
No. of Shares held in the company	350000
Qualification	Bachelor of Commerce



DIRECTORS' REPORT

To,
The Members,

Your Directors have pleasure in presenting the **Twenty Second** Annual Report together with the Audited Accounts of the Company for the financial year ended 31st March, 2017.

1. REVIEW OF PERFORMANCE:

(Amount in Lakhs)

Particulars	31 st March, 2017	31 st March, 2016
Income (Including Other Income)	485.50	428.03
Expenses (Including exceptional items)	533.49	634.45
Profit/(Loss) before Interest, Depreciation & Tax (PBIDTA)	(47.99)	(206.42)
Finance Charges	9.62	11.01
Depreciation & amortization	84.78	57.58
Net Profit/(Loss) Before Tax	(142.39)	(275.01)
Provision for tax including Deferred Tax	(15.73)	(3.86)
Net Profit/(Loss) after tax	(126.65)	(271.15)
Add / (Less): Share of Profit / (Loss) on Associate Companies	-	-
Add / (Less): Minority Interest - Share of Profit / (Loss)	-	-
Net Profit/(Loss)	(126.65)	(271.15)
EPS		
Basic	(0.16)	(0.34)
Diluted	(0.16)	(0.34)

2. GLOBAL OPERATIONS:

Your Company has recorded a consolidated income (as per Indian GAAP) of Rs. 4718.30 Lakhs for the Financial Year under review and Loss of Rs. 224.38 Lakhs.

3. INDIAN OPERATIONS:

During the financial year 2016-17 your Company recorded turnover Rs. 485.50 Lakhs and incurred a Net Loss after tax of Rs. 126.65 Lakhs as compared to Turnover of Rs. 428.03 Lakhs and Net Loss after tax of Rs. 271.15 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.

**4. DIVIDEND:**

Due to losses, your directors do not recommend any dividends for the financial year 2016-17.

5. DEPOSITS:

Your Company has not accepted any deposits falling under Section 73 of the Companies Act, 2013 and Companies (Acceptance of Deposits) Rules, 2014, during the year.

6. SUBSIDIARY/ASSOCIATE COMPANIES:

The Company has 2 subsidiaries as on 31st March 2017. They are

- i) Cat Technology Inc
- ii) Cat Technology FZE.

In accordance with Section 129(3) of the Companies Act, 2013, we have prepared consolidated financial statements of the company and its subsidiaries, which form part of the Annual Report. Further a statement containing the salient features of the financial statement of our subsidiaries in **Form AOC-1** is appended as **Annexure – 1** to the Board's report. The statement also provides the details of performance, financial position of both the subsidiaries.

Further, the Audit Committee of the Company reviews the financial statements of the subsidiary companies. The Audit Committee also reviews investment made by subsidiary companies and the statement of all significant transactions and arrangements entered into by the subsidiary companies.

In accordance with Section 136 of the Companies Act, 2013, the audited financial statements, including the consolidated financial statements and related information of the company are available on our website. The said information is also available for inspection during business hours at the registered office of the Company, Hyderabad, India and separate copy of such statements will be provided at the request of the members.

7. PARTICULARS OF EMPLOYEES:

There are no employees whose particulars are to be furnished pursuant to Section 197(12) of the Companies Act, 2013 read with rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as the remuneration of none of the employees has crossed the limits specified therein.

Some of the disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in the Annexure forming part of the Annual Report.