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Notice is hereby given that the 26th Annual General Meeting of the members of Catvision Limited will be held on 30th September, 2011 at 11.30 a.m. at Riverside Sports & Recreation Club, Club Avenue, Mayur Vihar, Phase I, New Delhi-110091 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2011, the Profit and Loss Account of the Company for the year ended on that date and the Reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Sudhir Damodaran, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint M/s Gaur & Associates, Chartered Accountants, as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at a remuneration to be determined by the Board of Directors of the Company.

By Order of the Board  
For **Catvision Limited**

Place : Noida, U.P.  
Date : 31st August, 2011

**G. S. Butola**  
Company Secretary

### NOTES:

1. Corporate Members are requested to send to the Registered Office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 187 of the Companies Act, 1956, authorizing their representative to attend and vote at the Annual General Meeting.

By Order of the Board  
For **Catvision Limited**

Place : Noida, U.P.  
Date : 31st August, 2011

**G. S. Butola**  
Company Secretary

## DIRECTORS' REPORT

To, The Members,

Your Directors take pleasure in presenting the 26th Annual Report together with the Audited Statement of Accounts and Auditor's Report of your company for the Financial Year ended on 31<sup>st</sup> March, 2011.

### FINANCIAL HIGHLIGHTS: (₹ in Lacs)

	Year Ended 31.03.11	Year Ended 31.03.10
Total Revenue	2373.32	2402.42
Profit before Interest, Depreciation and Taxation	200.36	184.71
Interest and Finance Charges	(32.54)	(21.00)
Depreciation	(51.76)	(50.98)
Profit before Tax	116.06	112.73
Provision for Tax-Current years	(24.07)	(17.42)
Provision for (Deferred Tax)/ Assets	9.77	(8.62)
Profit after Tax	101.76	86.69

### OPERATIONAL HIGHLIGHTS:

During the year under review, the domestic business of your company grew by 9.40% but there was a marginal decline in the total revenue of your company. This decline was due to a couple of factors. First, your company took a conscious decision to exit some properties in the hotel operation business. It was no longer viable to continue the operations in these properties.

Secondly, there was a drop in the exports and merchant export activities of the company by 11.72% and 25.56% respectively. This decline was primarily due to the fear of economic slow-down in the developed world leading to deferment of some of the hotel projects that the company was banking upon. However, some of these orders have been secured in the current financial year.

### DIVIDEND:

In order to conserve the financial resources of the company to meet the need for additional working capital, your Directors are unable to recommend any dividend.

### CORPORATE REVIEW:

The division-wise performance of the company was as follows:

#### CATV Products Division

This division sells CATV products (products used in cable TV networks) to cable TV operators. The business continued to grow. The highlight of the year was the contract won by the company for providing CATV services in 23 stadiums of the Commonwealth Games. The company introduced several new products for cable operators, mainly in the fibre optic domain. Networks are expanding their reach using fibre cable but absence of digitalization is a big drag on the industry. As a result, while the DTH subscriber base grew by about 75% in the year, cable TV could barely record a 10% growth. The government has finally decided on a regulatory and time-

bound framework for digitalization of cable TV services in India, but the policy is still being fine-tuned. It may be announced in the current year. That will give a major boost to the industry. Your company is ready with a range of products to play a major role in the digitalization of cable TV in India.

#### Hotel Systems & Services Division

This division primarily addresses the hospitality sector, providing solutions in Cable TV, Interactive TV, IPTV, CCTV and Energy Management, in association with world leaders. Here are some significant developments in this segment:

1. New hotel properties-and older 'analog' hotels-are now installing/upgrading to digital cable TV systems-replacing analog-to provide their guests with a superior in-room television experience, in line with the fact that hotel guests are already enjoying digital TV at homes (via the cable operator or DTH service). Your company is now a clear leader in this digital systems segment with the best package of systems and support services. We expect this growth in digital to further expand when the government/ I&B Ministry policy to ensure all digital systems comes into force by 2012/14. Additional revenue streams are also expected to grow with introduction of IP based Interactive TV systems (for premium hotels), Video on Demand services, as well as integrated digital access devices like bedside touch screens and ipads that control all the in room systems centrally.
2. Your company also provides satellite TV channel content with technical support to the hotels on a 'Build & Operate' basis, in back to back tie-ups with the leading subscription based TV channels, subsequent to the sale/installation of the digital systems. This is a strong recurring business for your company which provides hotels a single point responsibility for installation and support services-right from signal reception via satellite to crystal clear reception on the guest room TVs on a 24/7 basis.
3. The energy management systems that the company sells to hotels (in collaboration with world leader Inncom, USA), have gained wide acceptance. The Company signed several contracts with leading hotel chains and now plans to aggressively expand this division. Your company sees a bright future for this business in India, thanks to the increasing energy cost to hotels, which is the second largest expense after manpower.

#### R&D FACILITIES:

Your company is having a Research and Development Centre comprising of a team of highly qualified engineers who are working continuously on developing new products for your company. Besides the new products, the R&D team is persistently working on the up-gradation of the existing products by adding new features and improving manufacturing consistency and improvement of quality. It is a matter of pride to your company that its in-house R&D Centre has got the recognition form the Department of Scientific & Industrial Research, Ministry of Science & Technology. New products added during the year were: Low Power Optic Transmitters,

Field Strength Meter (with auto calibration), 4-Output Amplifier, Mini Node.

**CORPORATE RE-BRANDING:**

During the year under review your company changed its name and its corporate logo. This has been done, as your Board believes, with the objective of the name & logo presenting a less-restrictive view of the company’s activities and vision.

**QUALITY ASSURANCE:**

Your company firmly believes that the most critical component for success in the competitive global market is the excellence in quality. To address future challenges and to ensure continuous improvement in performance your company has launched number of new initiatives. It has established an independent quality control department that keeps a close and consistent watch not only on the end products but also on all spheres of its activities.

**PUBLIC DEPOSITS:**

During the year your company has not accepted any Deposits under Section 58A and Section 58AA of the Companies Act, 1956, read with Companies (Acceptance of Deposits) Rule, 1975 and, as such, no amount of principal or interest was outstanding on the date of the Balance Sheet.

**DIRECTORS:**

In accordance with the requirements of the Companies Act, 1956 and Articles of Association of the Company, Mr. Sudhir Damodaran is liable to retire and is eligible for reappointment in the forthcoming Annual General Meeting. Brief resume of Directors, including Directors proposed to be re-appointed, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange, are provided in the Report on Corporate Governance.

**DIRECTORS’ RESPONSIBILITY STATEMENT:**

Pursuant to the provisions contained in Section 217(2AA) of the Companies Act, 1956, your Directors, based on the representation received from the Operating Management and after enquiry, confirm:

- a. that in the preparation of the annual accounts, the applicable accounting standards with requirements set out under Schedule VI to the Companies Act, 1956, have been followed and there are no material departures from the same;
- b. that 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 a true and fair view of the state of affairs of the Company as at 31st March, 2011 and of the profit of the Company for the year ended on that date;
- c. that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- d. that the Directors have prepared the annual accounts for the financial year ended 31st March, 2011 on a ‘going

concern’ basis.

**CORPORATE GOVERNANCE:**

Your Company has been reassessing and benchmarking itself with well-established Corporate Governance practices besides strictly complying with the requirement of Clause 49 of the Listing Agreement. Your company believes that great companies are built on the foundation of good governance practices.

A separate section on Corporate Governance and a certificate from the auditors of the company regarding compliance of conditions of Corporate Governance form part of the Corporate Governance Report and are attached as Annexure to this report.

**DEPOSITORY SYSTEM:**

Trading in Equity Shares of your company in the dematerialized form is compulsory for all shareholders with effect from 25th September 2000 in terms of the notification issued by the Securities and Exchange Board of India (SEBI). The Equity Shares of the Company are available for dematerialization with the National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) under ISIN No. INE 660B01011. Currently 80.12% of the Equity Shares of the Company are in the demat form .

**STATUTORY DISCLOSURES:**

None of the Directors of the company are disqualified as per the provision of Section 274(1) (g) of the Companies Act, 1956. The Directors have made necessary disclosures as required under various provisions of the Act and Clauses of Listing Agreement. Statutory and other regulatory compliances have been made and disclosed before the Board from time to time.

**PARTICULARS AS PER SECTION 217 OF THE COMPANIES ACT, 1956:**

- i) Your company enjoys cordial relations with its employees. Your Directors express their deep sense of appreciation for the total commitment, dedication and hard work put in by every employee of the Company in ensuring high levels of performance and growth during the year. The particulars of such employees as required under section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, is given as under:

**Employed throughout the year and were in receipt of the remuneration of not less then ₹ 24,00,000 per annum :**

Name	S. A. Abbas	Sudhir Damodaran
Age	54 Years	53 years
Designation	Managing Director	Executive Director
Gross Remuneration	₹ 30,73,330	₹ 26,69,330
Qualification	B. Tech, MBA	Science Graduate
Experience	29 Years	29 Years
Date of Joining	28.06.1985	28.06.1985
Previous Employment	Network Ltd.	Usha International Ltd.

**Note:** Remuneration includes Salary, Allowances, Company's Contribution to Provident Fund, Medical Benefits, Leave Travel Allowance, Rent Free Accommodation and other Perquisites.

- ii) The particulars as prescribed under Section 217(1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Directors) Rules, 1988 with regard to conservation of energy, technology absorption and foreign exchange earnings and outgo are set out in the Annexure -A of this report.

**AUDITORS:**

M/s Gaur & Associates, Chartered Accountants, auditors of the Company, hold office until the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. The Company has received a letter from the auditors to the effect that their appointment, if made, would be within the prescribed limits under Section 224 (1)(b) of the Companies Act, 1956.

**AUDITORS' REPORT:**

The Auditors' Report is self-explanatory and, therefore, does not call for any further comments.

**ACKNOWLEDGMENT:**

Your Directors value the professionalism and commitment of all employees of the Company and place on record their appreciation for the contribution made by the employees of the Company. Your Directors would like to express their appreciation for the assistance and co-operation received from banks, central and state government departments. Your Directors are also grateful to the customers, vendors, suppliers and other related organizations for their continued support and co-operation.

For and on behalf of the Board

S. A. Abbas  
Managing Director

Place : Noida, U.P.  
Date : 31st August, 2011

S. Damodaran  
Executive Director

**ANNEXURE "A" TO THE DIRECTORS' REPORT**

**A. CONSERVATION OF ENERGY:**

Company's consumption of energy is minimal. Every endeavor is made to ensure optimal use of energy through improved techniques to make infrastructure more energy efficient.

The manufacturing operations at Dehra Dun plant are not energy intensive. However, significant measures are taken to reduce energy consumption by using energy efficient equipment. We constantly evaluate new technologies and invest to make our infrastructure more energy efficient.

As energy costs comprise a very small part of our total expense, the financial impact of these measures is not material. .

**B. RESEARCH AND DEVELOPMENT:**

Research & Development of new designs, frameworks, process and methodologies continue to be most importance to us. This allows us to enhance quality, productivity and customer satisfaction. Your company has successfully deployed a diverse team of experienced people to meet these challenges. Your company continues to upgrade existing technology on an on-going basis. This enables the company to up-grade existing products and introduce new products to meet changing market needs.

The R&D unit of your company is recognized by the Dept. of Science & Technology, Govt. of India. All the company's products have been developed by its R&D department. The concerned department on an ongoing basis carries the development work. The expenses and cost of assets are grouped under the respective head.

**C. TECHNOLOGY ABSORPTION, ADOPTION AND INNOVATION:**

Continuous efforts are made with an objective to achieve development of new products/application, improvement in productivity, reduction in product wastage etc. Your company strives to remain abreast of state-of-the-art systems and has used tested, proven and appropriate technology to suit the special needs of its customers. Technical help, especially in software design, was taken from consultants and component vendors. Several tangible and intangible benefits are derived.

**D. FOREIGN EXCHANGE EARNING AND OUTGO:**

	As At 31.03.2011 (₹)	As At 31.03.2010 (₹)
<b>1. Foreign Exchange Inflow :</b>		
a) For Exports & Merchant Trading	<b>58,035,658</b>	76,409,822
b) For Services	<b>5,470,352</b>	2,877,167
<b>2. Foreign Exchange Outflow :</b>		
a) Materials	<b>70,367,198</b>	94,147,137
b) Travelling & other Expenses	<b>3,297,394</b>	2,836,876
c) Salary & other benefits	<b>2,049,912</b>	2,136,769
d) Rent	<b>780,310</b>	783,814

## REPORT ON CORPORATE GOVERNANCE

The Securities and Exchange Board of India (SEBI) has introduced a Code of Corporate Governance by incorporating Clause 49 in the Listing Agreement of the Stock Exchanges. Your company has complied in all matters and a report on the implementation of the Corporate Governance Code of the Listing Agreement by the Company is furnished below:

### A. Philosophy on Corporate Governance:

The convergence of good corporate governance has been given an universal push by the recent global financial crisis, which brings to the fore the critical role played by the Board to ensure governance frame work enjoins for the higher lever of transparency and effective governance standards to enhance the competitiveness and to protect long term interest of all stakeholders without compromising with laws and regulation.

Your company believes in and practices good Corporate Governance. At Catvison we are committed to the adoption of the best governance practices and its adherence in the true sprit, at all times. The Company's philosophy on Corporate Governance is aimed at strengthening confidence among shareholders, customers and employees and ensuring a long-term relationship of trust by maintaining transparency and disclosures. This philosophy is backed by principles of concern, commitment, ethics, excellence and learning in all its acts and relationships with stakeholders, customers and associates. The objective of the Company is not only to meet the statutory requirements of the Code of Corporate Governance as prescribed under Clause 49 of the Listing Agreement, but to develop such systems and follow such practices and procedures as would make the management completely transparent and accountable in its interaction with employees, shareholders, lending institutions and its customers, thereby enhancing the shareholders' value and protecting the interest of the shareholders.

The Report on Corporate Governance is divided into four parts: Board of Directors, Committees of the Board of Directors; Shareholders Information and Other Disclosures.

### B. Board of Directors:

#### a. Composition of the Board of Directors:

Catvison has balanced Board with combination of Executive and Non-Executive Directors, to ensue independent functioning. The composition of the Board of Directors is governed by the Companies Act, 1956 and in conformity with Clause 49 (I) (A) of the Listing Agreement. Non-Executive Directors include independent professionals with experience in business and finance. The business of the Company is managed

by the Board of Directors. As on 31st March, 2011, there are four Directors on the Board with only two being Executive Directors. The Directors are specialists in their respective fields and possess required technical and leadership skills. The responsibilities of the Board inter-alia include formulation of policies, taking initiatives, performance review, monitoring of plans, pursuing of policies and procedures. Composition of the Board as on 31st March, 2011:

Category of Director	No. of Director	% of total No. of Directors
Executive Directors	2	50%
Non-Executive Independent Director	2	50%

The brief description of the Directors, along with the companies in which they hold directorship and the membership of the committees of the Board are given hereunder:

#### S. A. Abbas:

Mr. S. A. Abbas is B. Tech. from IIT, Kanpur and MBA from IIM, Calcutta. He is the Managing Director and one of the principal promoters of the Company. He has built a team of professionals who have been given independent charge of various functions in the Company. He is also a member of the Audit Committee and Shareholders/Investors Grievance Committee of the Company. Under his dynamic leadership Catvison has become one of the leading names in the cable TV industry.

#### Sudhir Damodaran:

Mr. Sudhir Damodaran, is a Science graduate from Banglore University. He is the Executive Director and one of the principal promoters of the Company. He is instrumental in building the marketing network and setting up the cable TV operations of the Company. He is also a member of Remuneration Committee of the Company.

#### Dr. Sunil Anand:

Dr. Sunil Anand is a professionally qualified MBBS and was inducted in the Board of Directors on 15th July, 2005 as an Independent Director. He has been in the business of medical equipment and is having vast experience.

#### Raman Rajiv Misra:

Raman Rajiv Misra is an Economics Honors Graduate from Punjab University and was inducted in he Board of Directors 31st October, 2002 as an Independent Director. He has been in the business of International Trading.

#### b. Board Membership & Terms:

The Directors are liable to retire by rotation and one third of the Directors retire every year and if eligible offer themselves for re-appointment.



**c. Board Meeting:**

Dates for the Board meetings in the ensuing year are decided in advance. During the financial year under review, 6 Board Meetings were held. The dates on which these meeting held 30<sup>th</sup> April, 2010; 31<sup>st</sup> July, 2010; 31<sup>st</sup> August, 2010, 31<sup>st</sup> October, 2010, 14<sup>th</sup> February, 11 and 16<sup>th</sup> March, 2011. The intervening period between any tow Board Meeting wee well within the maximum time

gap of four months prescribed under Clause 49 of the Listing Agreement. The annual calendar of the meetings is broadly determined at the beginning of each year. None of the Directors of the company was a member of more than ten committees nor was the Chairman of more than five committees across all companies in which he is a Director. Particulars of Directors, their attendance at the Annual General Meeting and Board Meetings are as under:

Name of the Directors	Category	Attendance			No. of other Directorships and Committee Memberships / Chairmanships		
		No. of Board Meetings			Director	Member	Chairman
		Held	Attended	Last AGM			
S. A. Abbas	PD/ED	6	5	Yes	None	1	1
Sudhir Damodaran	PD/ED	6	3	No	None	1	None
Dr. Sunil Anand	ID	6	5	Yes	None	3	None
Raman Rajiv Misra	ID	6	5	Yes	1	1	2

**Note:** PD - Promoter Director, ED - Executive Director, ID - Independent Director.

**c. Availability of information supplied to the Board:**

The Board of Directors has complete access to all information with the company. Inter-alia, the following information is provided to the Board and the agenda papers for the meetings are circulated in advance of each meeting.

- Annual operating plans and budgets and any updates, capital budget and any updates;
- Quarterly results of the company and its operating divisions or business segments;
- Minutes of meeting of audit committee and other committees of the Board;
- Information on recruitment and remuneration of senior officers just below the Board level;
- Materially important show cause, demand, prosecution and penalty notices;
- Fatal or serious accidents or dangerous occurrences;
- Any materially significant effluent or pollution problems;
- Any materially relevant default in financial obligations to and by the company or substantial non-payment for goods sold by the company;
- Any issue, which involves possible public or products liability, claims if substantial in nature, etc.;
- Details of any joint venture or collaboration agreement;
- Transactions that involve substantial payment towards goodwill, brand equity or intellectual property;
- Significant labour problems and their proposed solutions;

- Significant development in the human resources and industrial relations front;
- Sale of material nature, of investments, assets, which is not in the normal course of business;
- Quarterly details of foreign exchange exposure and the steps taken by the management to limit the risks of adverse exchange rate movement, and
- Non-compliance of any regulatory requirements of statutory nature or listing requirements as well as shareholders services such as non-payment of dividend and delays in share transfer.

The Board has established procedures to enable the Board to periodically review compliance reports of all laws applicable to the company, prepared by the company as well as steps taken by the company to rectify instances of non-compliance.

**C. COMMITTEES OF THE BOARD OF DIRECTORS:**

Currently, the Board has three committees, the Audit Committee, the Remuneration Committee and the Share Transfer and Investors Grievance Committee. The Board is responsible for constituting, assigning, co-opting and fixing of terms of service for committee members and it delegates powers to these committees.

**a. Audit Committee:**

The Board of Directors has constituted an Audit Committee, comprising of two independent Non-Executive Directors viz. Mr. Raman Rajiv Misra, Chairman (having financial and accounting knowledge), Dr. Sunil Anand and Mr. S. A. Abbas. The constitution and composition of the Audit Committee is in accordance with the provisions of Section 293(A) of the Companies Act, 1956, and the requirements of Clause 49 of the Listing Agreement with Stock Exchanges, except the

appointment of Mr. S. A. Abbas who is an Executive Director.

The powers and role of the Committee encompass accounting matters, financial reporting and internal controls. The terms of reference of the Audit Committee

are as contained in Clause 49 of the Listing Agreement with stock exchanges and Section 293(A) of the Companies Act 1956. During the year, the Committee has met four times. The statutory Auditors of the company were also invited to attend the Audit Committee meetings.

Attendance of each Member of the Audit Committee meetings held during the year:-

Name of the Member	Status	No. of Meetings	
		Held	Attended
Mr. Raman Rajiv Misra	Chairman	4	3
Mr. S. A. Abbas	Member	4	4
Dr. Sunil Anand	Member	4	4

The terms of reference specified by the Board to the Audit Committee are in conformity with Clause 49 of the Listing Agreement. The role of the Audit Committee includes the following:

- i. Overseeing the company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- ii. Recommending the appointment and removal of external auditors, fixation of audit fee and approval of payment of fees for any other services rendered by the auditors;
- iii. Reviewing with the management the financial statements before submission to the Board, focusing primarily on:
  - Matters required to be included in the Directors Responsibility Statement to be included in the Board's report in terms of clause (2AA) of Section 217 of the Companies Act, 1956.
  - any change in accounting policies and practice;
  - major accounting entries based on exercise of judgment by management
  - qualification in draft audit report;
  - the going concern assumption;
  - compliance with accounting standards;
  - compliance with Stock Exchanges and legal requirements concerning financial statements;
  - any related party transaction i.e., transactions of the company of material nature, with the senior management or their relatives, with shareholders with large holding in the company or their subsidiaries etc., that may have potential conflict with the interests of the company at large;
- iv. Reviewing, with the management, the quarterly financial Statements before submission to the Board for approval;
- v. Reviewing with the management, external and internal auditors, and the adequacy of internal control systems;

- vi. Reviewing the adequacy of the internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit;
- vii. Reviewing reports of internal audit and discussion with internal auditors on any significant finding and follow up thereon;
- viii. Reviewing the findings of any internal investigations by the internal auditors and the executive management's response on matters where there is suspected fraud or irregularity or failure of internal control systems of a material nature and reporting the matter to the Board;
- ix. Discussion with the external auditors, before the audit commence, on nature and scope of audit, as well as after conclusion of the audit to ascertain any areas of concern and review their comments contained in their management letter;
- x. Reviewing the company's Financial and Risk Management Policies;
- xi. Looking into the reasons for substantial defaults, if any, in payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- xii. Considering such other matters as may be required by the Board;
- xiii. Reviewing any other areas, which may be specified as the role of the Audit Committee under amendments, if any, from time to time, to the Listing Agreement, Companies Act and other Statutes.

Audit Committee meetings are quarterly attended by the Managing Director, Chief Financial Officer and the representative of the statutory Auditors of the Company. The Company Secretary acts as Secretary of the Audit Committee.

**b. Remuneration Committee:**

The Company has constituted the independent Remuneration Committee with an objective of determining on behalf of the Board and Shareholder, the Company's policy on specific remuneration packages for the Managing Director and Executive Director including pension rights and compensation payment. As on 31st March, 2011, the Remuneration Committee comprises of Mr. Raman Rajiv Misra, Dr. Sunil Anand. and Mr. Sudhir Damodaran. The Remuneration Committee is entrusted with responsibility of finalizing the remuneration of Managing Director and Executive Director and to assists the Board of Directors of the company on the following :

- a. Review of Human Resource policies and practices of the company and, in particular, policies regarding remuneration of Executive Directors and Senior Management.
- b. In principle approval of compensation philosophy.
- c. Induction of New People.

The Company does not pay any remuneration to its Non-Executive Directors except sitting fees for attending the meetings of the Board and committees. The Company pays a sitting fee to its Non-Executive Directors for attending each meeting of the Board Directors and Committee of Directors.

Attendance of each Member of the Remuneration Committee meetings held during the year:-

Name of the Member	Status	No. of Meetings	
		Held	Attended
Mr. Mr. Raman Rajiv Misra	Chairman	1	1
Dr. Sunil Anand	Member	1	1
Mr. Sudhir Damodaran.	Member	1	1

The details of the remuneration and sitting fees paid during the year ended 31<sup>st</sup> March, 2011 is as follows:

Name of the Member	Salary	Perquisites and Other Benefits	Sitting Fee	Total
Mr. S.A.Abbas	1,37,2800	1,700,536	-	3,073,336
Mr Sudhir Damodaran	1,372,800	1,296,536	-	2,669,336
Dr. Sunil Anand	-	-	1,700	1,700
Mr Raman Rajiv Misra	-	-	1,700	1,700

**c) Share Transfer and Investors' Grievance Committee:**

The Board of Directors of the Company has constituted a Share Transfer and Investors' Grievance Committee, comprising of Mr. Raman Rajiv Misra, Dr. Sunil Anand and Mr. S. A. Abbas. The Committee, inter-alia, oversees

and reviews all matters connected with securities transfer. The Committee also looks into redressal of shareholders' complaints. The Committee also oversees the performance of the Registrar and Transfer Agents and recommends measures for overall improvement to provide the quality services to its valued investors.

Name of the Member	Status	No. of Meetings	
		Held	Attended
Dr Sunil Anand	Member	4	4
Mr. Raman Rajiv Misra	Chairman	4	3
Mr. S.A.Abbas	Member	4	4

The Board of Directors have delegated the power of approving the transfer of securities to the Transfer Committee which includes the Managing Director, the Company Secretary, the Chief Financial Officer and the Compliance Officer. The Board has designated Mr. G. S Butola, Company Secretary, as the Compliance Officer of the company. All the complaints received and replied to the satisfaction of shareholders during the year under review. Outstanding complaints as on 31<sup>st</sup> March, 2011 were Nil.

**D CEO/CFO Certification:**

The Managing Director appointed in terms of the Companies Act, 1956 and the Chief Financial Officer, heading the finance function do hereby certify to the Board that:

1. The Financial Statements and the Cash Flow Statement for the year ended 31st March, 2011 have been reviewed and, to the best of their knowledge and belief, are true and present a true & fair view of the Company's affairs.



2. To the best of their knowledge and belief, no transactions entered are fraudulent, illegal or violate the Company's Code of Conduct.
  3. They accept the responsibility for establishing and maintaining internal controls, evaluate the effectiveness, disclosing the deficiencies to the Auditors & the Audit Committee and take steps or proposed to take steps to rectify these deficiencies.
  4. They indicate to the Auditors and the Audit Committee:
    - a. Significant changes in Internal Control Processes during the year,
    - b. Significant changes in Accounting Policies; and
    - c. Instances of significant fraud of which they have become aware.
- E. SHAREHOLDER INFORMATION:**
- a) Annual General Meeting:**  
The 26th Annual General meeting of the Company shall be held on 30th September, 2011 at 11.30 a.m. at Riverside Sports & Recreation Club, Club Avenue, Mayur Vihar, Phase I, New Delhi-110091.  
The last three General Meetings of the company were held as under:

Annual General Meeting	Days, Date and Time	Special Resolution Passed Thereat
25th	Wed. 30th Sept., 10 at 11.30 a.m	2
24th	Tue. 30th Sept.,09 at 10.00 a.m	3
23rd	Sat. 30th Sept. 08 at 10.30 a.m	None

**b) Financial Calendar:**

For each calendar quarter, the financial results are reviewed and taken on record by the Board during the last week of the month subsequent to the quarter ending. The audited annual accounts as at 31<sup>st</sup> March, 2011 are approved by the Board, after a review thereof by the Audit Committee. The Annual General Meeting to consider such annual accounts is held in the second quarter of the financial year.

2003, the Company, in the month of March, 2004, applied for voluntary delisting of its Equity Shares The Calcutta Stock Exchange Limited but the delisting approval from The Calcutta Stock Exchange Limited is still awaited. Company has been continuously following it with them.

**c) Listing on Stock Exchanges:**

The Equity Shares of the company are presently listed at The Stock Exchange, Mumbai. The annual fee for 2010-11 has been paid to the stock exchanges where the shares of the company are listed.

**d) Stock Code:**

Trading Symbol at The Stock Exchange, Mumbai is 531158

The ISIN Number in NSDL & CDSL is INE 660B01011.

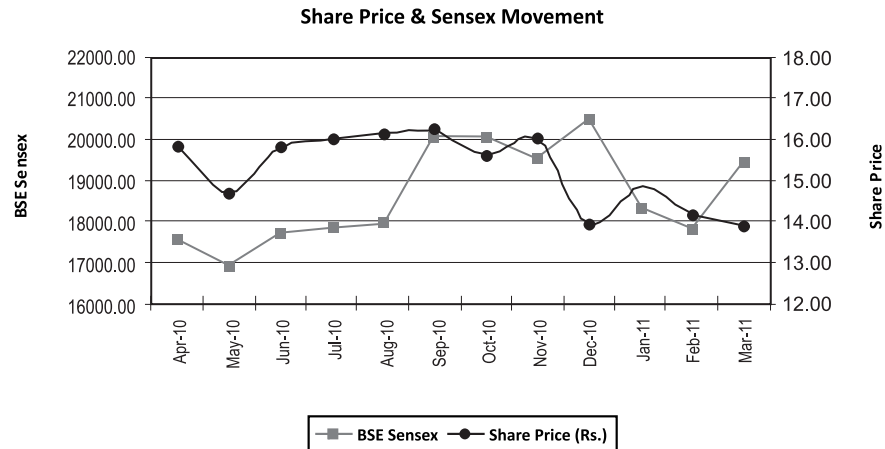
Pursuant to Clause 5 of the Securities and Exchange Board of India (Delisting of Securities) Guidelines

**e) Market Price Data relating to shares listed in India:**

The monthly high and low prices and volume of Equity Shares traded on The Stock Exchange, Mumbai during the period April, 2009 to 31st March, 2011 are as under:

Months	Month's High (₹)	Month's Low (₹)	Volume of Shares Traded (Nos.)
April- 2010	19.50	15.00	45,207
May- 2010	16.80	12.05	20,694
June- 2010	18.65	12.79	54,963
July- 2010	19.85	14.55	32,851
August- 2010	19.10	14.35	81,261
September- 2010	18.40	15.00	57,021
October- 2010	19.70	15.10	43,024
November- 2010	19.85	13.95	35,433
December- 2010	17.80	13.00	34,601
January- 2011	14.96	12.50	13,552
February- 2011	14.99	12.80	2,464
March- 2011	15.25	12.69	5,663

f. Relative performance of the share price of the Company in comparison to the BSE Sensex :



**g) Share Transfer System:**

Application for transfer, transmission and transposition are received by the Company at its Registered Office or Head Office or at the office of its Registrar and Transfer Agent. As the shares of the Company are in dematerialized form, the transfer is duly processed by NSDL/CDSL in electronic form through the respective depository participant. Shares, which are in physical form, are processed by the Registrar & Share Transfer Agent on a regular basis and the certificates are dispatched

directly to the investors. The Share Transfer and Transactions Committee of the Board of Directors of the Company is empowered to approve transfer transmission, etc. Such approvals are generally accorded on fixed dates, two times every month and, thereafter, transfers are registered and duly endorsed certificates are sent to the shareholders.

**h) Distribution of Shareholding:**

i) The distribution of shareholding by size class as at 31<sup>st</sup> March, 2011 is as follows :

Shareholding of Value (₹)	Folios		Shares	
	Numbers	% age	Numbers	% age
00000-5000	2359	82.66	489204	10.51
05001-10000	257	9.00	225378	4.84
10001-20000	103	3.61	160713	3.45
20001-30000	38	1.33	97748	2.10
30001-40000	11	0.39	39740	0.85
40001-50000	13	0.46	61722	1.33
50001-100000	31	1.09	239953	5.16
100001 and above	42	1.47	3339142	71.76
<b>Total</b>	<b>2854</b>	<b>100.00</b>	<b>4653600</b>	<b>100.00</b>

ii) The Distribution of shareholding, by ownership, as at 31<sup>st</sup> March, 2011 is as follows:

Category	No. of Shares Held	Percentage of Shares
Financial Institution / Bank	16,900	0.36
Bodies Corporate (Promoters)	171900	3.69
Promoters-Individual	1340149	28.80
General Public : - Individuals/ Trust	1627357	34.97
- Bodies Corporate	1323437	28.44
- NRI	173857	3.74
<b>Total</b>	<b>4653600</b>	<b>100.00</b>

**i) Dematerialisation of Shares:**

Over 80.12% of Company's paid up Equity Share capital has been dematerialized up to 31<sup>st</sup> March 2011. Trading in Equity Shares of the company is permitted only in dematerialized form as per notification issued by Securities and Exchange Board of India (SEBI). In order to enable the shareholders to hold their shares in electronic form and to facilitate scrip less trading, the company has enlisted its shares with the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL).

1515, First Floor,  
Bhishampitamah Marg,  
Kotla Mubarakpur,  
Near South Extension,  
New Delhi-110003.  
Ph. No. 011-24649720,  
011-24692346;  
Fax 24692345  
E-mail : rcmc@theoffice.net

**j) Means of Communication:**

The Company has been disclosing its corporate financial results quarterly, half-yearly and annually. The quarterly and half-yearly un-audited financial results of the Company were sent to all the stock exchanges where its Equity Shares are listed. The results are normally published in the main editions of The Financial Express, Veer Arjun, Business Standard etc. Annual results are sent to each shareholder. The detailed information about its products is displaced on its website [www.catvisionindia.com](http://www.catvisionindia.com).

No presentations were made to institutional investors and analysts during the year under review. The Management Discussion and Analysis forms part of the Directors' Report in the Annual Report:

**k) Other Information:**

- 1) Date of Incorporation : 28<sup>th</sup> June, 1985
- 2) Registration No. : 21374
- 3) Registered Office : 1515, First Floor,  
Bhishampitamah Marg,  
Kotla Mubarakpur,  
Near South Extension,  
New Delhi-11003
- 4) Location of Plants : E-14 & 15, Sector-8,  
Noida, Distt.  
Gautam Budh Nagar, U.P.  
: F-87, Selaqui Industrial  
Area, Dehradun  
(Uttarakhand)
- 5) Head Office : E-14 & 15, Sector-8, Noida,  
Distt. Gautam Budh Nagar,  
U.P. 201301.  
Ph. No. 0120-3914100-101
- 6) Overseas Office : C1, 701C, Ajman Free  
Zone, Ajman- UAE
- 7) Website : [www.catvisioninida.com](http://www.catvisioninida.com)
- 8) E-mail : [catvision@catvisionindia.com](mailto:catvision@catvisionindia.com)
- 9) Registrar & Share  
Transfer Agent : RCMC Share Registry  
Pvt Ltd.,

**l) Secretarial Audit:**

A qualified Practicing Company Secretary carried out quarterly Reconciliation of Share Capital to reconcile the total admitted capital with National Securities Depository Limited ( NSDL) and Central Depository Services ( India) Limited (CDSL) and the total issued and listed capital. The audit confirmed that the total issued/paid-up capital was in agreement with aggregate of the total number of shares in physical forma and the total number of dematerialized from held with NSDL and CDSL.

A Copy of the Audit Report is submitted to the Stock Exchange, Mumbai where the securities of the Company are listed.

**F. OTHER DISCLOSURES:**

**a) Appointment & Re-appointment of Director:**

Mr. Sudhir Damodaran, retires by rotation and being eligible, offers himself for re-appointment. His candidature for appointment will be proposed to shareholders at the Annual General Meeting in accordance with the provisions of the Companies Act, 1956.

**b) Management Discussion and Analysis Report:**

Investors are cautioned that the discussion contains forward looking statements that involve risks and uncertainties including but not limited to, risks inherent in the Company's growth strategy, dependence on certain businesses, dependence on availability of qualified and trained manpower and other factors. The following discussion and analysis should be read in conjunction with the Company's financial statements included herein and the notes thereto.

**Business Overview:**

The financial statements have been prepared in compliance with the requirement of the Companies Act, 1956, guidelines issued by the Securities Exchange Board of India (SEBI) and Generally Accepted Accounting Principles (GAAP) in India. Our management accepts responsibility for the integrity and objectivity of these financial statements and estimates and judgments used thereon and which have been made on a prudent and reasonable basis.

The total revenue of the Company declined marginally in 2010-11 mainly due to two reasons: (1) the Company's exit from providing cable TV services to some hotel properties where the business had become unviable, and

(2) Lingering effects of the economic recession in western countries which had an impact on our international trade. Where the domestic business grew by 13.24%, there was a 19.90% decline in the international operations of the company.

### **Industry Structure & Development**

The Indian Cable Television industry now comprises of approx. 6000 head-end operators (operators who receive broadcast channels from satellite and distribute them over cable) and around 60,000 local cable operators (operators who re-distribute signals received from head-end operators, to homes). The distribution of cable TV services in India is largely done on a 2-tier basis: head-end operator to local operator; local operator to home. There are about 90 million homes connected to cable. Some of the head-end operators have their operations in several towns and cities. They are called Multiple System Operators or MSOs. The MSOs are large organizations, some belonging to big industrial houses (Hinduja, Reliance, Zee, Rahejas). So far the MSOs are concentrated in the metros and major cities only.

The cable TV industry in India suffers from 2 basic problems: (1) Almost 90% of networks use analog technology which suffers from lack of picture clarity and multiple services, and (2) There is no fair mechanism for division of the subscription income received from homes between local operators, head-end operators and broadcasters. It is because of these problems that DTH, which uses digital technology and has neither problem, grew its subscriber base by 75% in 2010-11 whereas cable could manage only 10%.

This is expected to change now. In a positive development for the Industry, the Information and Broadcasting (I&B) Ministry has announced the final schedule for mandatory digitization of cable TV in the country. March 31, 2015 has been set as the revised deadline by TRAI for digitization of the entire industry in a phased manner. Delhi, Mumbai, Kolkata and Chennai are required to shift to digital addressability by March 31, 2012. The next phase will include 35 cities with population greater than one million by March, 2013, all other urban areas are expected to be converted by November 30, 2014 and rest of India by March, 2015. Both analog and digital distribution platforms are expected to co-exist for some time, leading eventually to complete analog shut-off.

That development alone shall trigger a massive dose of investment in cable TV infrastructure by all the operators, especially the head-end operators. To facilitate this TRAI has also recommended increase of FDI in MSOs to 75% from the current 49%. Your company will be a big participant in the digitalization process since it offers several products, a strong brand and 25 years of experience in the industry.

### **CATV Products:**

Digitalization will give a big boost to the sales of cable TV (CATV) products, especially digital head-ends and set top boxes. A simultaneous trend is the use of fibre optic cable for carrying digital signals to homes. With each year the fibre is going “deeper”, meaning closer to the home. The day of FTTH (Fibre To The Home) is not far off. With the infinite bandwidth of fibre, digital cable TV would have a huge advantage over DTH. In the US, where both exist, the market share is 70:30 in favour of cable.

### **Hotel Systems & Services:**

The Indian hotels industry is still in the nascent state of recovery and is yet to make the transition from an occupancy-led-cycle to one supported by rising average room realizations. Weak macroeconomic signals emanating from the USA and Europe, expectations for the domestic corporate sector reporting a lackluster performance in fiscal 2011-12, rising interest rates, increase in food and fuel costs, and unrest in West Asia continue to cloud the near-term prospects for the Indian hotels industry. Globally, the Asia-Pacific region is one of the key areas expected to witness a large addition to room supply during the next few years. Two regions in India - the NCR with a pipeline of over 9,900 rooms and Mumbai with a active pipeline of around 3,800 rooms – are two of the busiest hotel construction markets in the Asian sub-content at present. As per the study conducted by ICRA, it expects the NCR to add another 5,000 premium/luxury rooms by 2015 and in Mumbai it expects to add over 3,500 new premium rooms. In other cities namely, Chennai, Hyderabad, Bangalore and Pune alone are expected to add 6400 rooms by 2015. The long-term outlook for the Indian hotel industry remains positive - the emergence of India as an economic powerhouse, the increase in disposable incomes, the continuing investment in infrastructure, and the large existing gap between the demand and supply of hotel rooms. With these positive developments in the industry, your company finds great opportunity in this growth as the hotels would be upgrading their existing cable TV networks to digital cable TV and IPTV – a trend already in the making - and installing room energy management systems where your company is a clear market leader.

### **Strengths & Opportunities:**

Your company, not only has a complete range of digital head-end systems and fibre optic products, but also possesses the skills to provide installation and technical support to customers, perhaps better than any other Indian company. It was Catvision which was selected to provide FTTH systems to 23 stadiums at the Commonwealth Games 2010.

Several opportunities are available to the company in the foreseeable future. In CATV the biggest opportunity is the digitalization of cable networks – both in the

residential as well as hospitality sectors. The Government's thrust on digitalisation and addressability for cable television is expected to increase the pace of digitalisation leading to tremendous growth for digital cable. As an experienced leader in the industry, it is going to be big opportunity for your company. In the hospitality sector too the migration to digital cable TV has started to happen; and here it will be not just for new properties but for existing ones too. The high cost of energy has made the hotels to focus on energy management systems. Your Company, which specializes in room energy management, has already installed several EMS in leading hotel chains. The Company is now in the process of integrating the cable TV and energy management systems on a single cable thus offering huge benefits of synergy to the customers.

Additionally, the forthcoming government policy on digitalisation would give a strong impetus to the growth of digital systems within hotels, as is the case in leading markets like the USA and Europe. The Ministry of Information & Broadcasting, has finalized the deadline for the digitalization in four phases. The first phase will ensure all digital systems in the four major metros of Delhi, Mumbai, Kolkata and Chennai by March 2012, followed by phase 2 in March 2013 (Cities with a population more than one million), Phase 3 (All urban areas (Municipal Corp./Municipalities) by September 2014, and finally phase 4 (Rest of India) by Dec., 2014.

#### Threats & Challenges:

Being in the technology sector your Company faces a threat from new and disruptive technology. A lot is happening in the TV space and several technologies are fighting for market share. It is for this reason that your company remains technology agnostic. Catvision is familiar with all emerging trends and has positioned itself as a system integrator. Let the customer choose the technology most appropriate for him.

The Company incurs a significant portion of its expenses (mainly material cost) in foreign currencies, particularly US\$. Accordingly the company is exposed to fluctuations in the exchange rates between the US\$ and the Rupee, the company's reporting currency, which may have substantial impact on its expenses.

#### Segment performance:

(₹)

	Current Year	Previous Year
Products	187,552,938	206,323,669
Services	49,476,119	33,566,156

#### c. Risks and Concerns:

The major risks, which prevail in the industry, are uncertainty of Government policy, technological obsolescence and competition from the global players. The company is taking due care by adopting new technology and continuous in-house research and development. The company is also focusing on niche segments in the market to avoid head-on competition with global players.

#### d. Internal Control Systems:

The company has instituted adequate internal control procedures commensurate with nature of its business and the size of its operations. The system focuses on optimum utilization of resources and adequate protection of Company's assets. The internal control system provides for adherence to approved procedures, policies, guidelines, and authorization. In order to ensure that all checks and balances are in place and all the internal controls systems and procedures are in order, regular and exhaustive internal audit is conducted at regular intervals and covers the key areas of operation. All significant audit observations and follow-up actions thereon are reported to the Audit Committee.

#### e. Human Resources/Industrial Relations, including number of people employed:

Your company's industrial relations continued to be harmonious during the year under review. Your company conducts regular in-house training programs for employees at all levels. The focus is on maintaining employee motivation at a high level with stress on leadership development.

#### f. Cautionary Statement:

Estimation and expectation made in this Management Discussion and Analysis may differ from actual performance due to various factors. The important factors that could make a difference to your company's operations include economic conditions affecting demand/supply, price conditions in the domestic and international markets, and changes in Government regulations, tax laws, other statutes and other incidental factors.



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**AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

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To: The members of  
Catvision Limited  
New Delhi

We have examined the compliance of the conditions of Corporate Governance by Catvision Limited for the year ended on 31st March 2011, as stipulated in Clause 49 of the Listing Agreement of the said company with the Stock Exchanges.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of the procedures and implementation thereof adopted by the company for ensuring the compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us and representations made by the Directors and the Management:

We certify that the company has complied with the conditions of Corporate Governance as stipulated in the Clause 49 of the above mentioned Listing Agreement.

As required by the Guidance Note issued by the Institute of Chartered Accountants of India, we have to state that as on 31st March 2011, there were no investor grievances remaining unattended/ pending for a period exceeding one month against the company as per the records maintained by the company.

We further state that such compliance is neither an assurance as to the future viability of the company nor of the efficiency or effectiveness with which the management has conducted the affairs of the company.

for **GAUR & ASSOCIATES**  
Chartered Accountants

**R. K. Gaur**  
Partner

Place : Noida, U.P.  
Date : 31st August, 2011

Membership No. 72146  
Firm Regn. No. : 005354C

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**AUDITORS' REPORT**

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To,  
The Members of **Catvision Limited**  
New Delhi

1. We have audited the attached Balance Sheet of CATVISION LIMITED, NEW DELHI as at 31st March, 2011 and the related Profit and Loss Account and the Cash Flow Statement for the year ended on that date, which we have signed under reference to this report. These financial statements are the responsibility of the Company's management. Our responsibility is to express our opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material mis-statement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditors' Report) Order, 2003 as amended by the Companies (Auditors' Report) (Amendment) Order, 2004 {hereinafter referred to as order} issued by the Central Government of India in terms of Section 227 (4A) of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 & 5 of the said Order.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that:
  - 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 accounts as required by law have been kept by the Company so far as it appears from our examination of these books;
  - c. The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
  - d. In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956;
  - e. On the basis of written representation received from the Directors as on 31st March, 2011 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March, 2011 from being appointed as Director in terms of Clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956;
  - f. In our opinion, and to the best of our information and according to the explanations given to us, the said accounts read together with significant accounting policies and other notes thereon, give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
    - i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2011;
    - ii) in the case of the Profit and Loss Account, of the profit for the year ended on that date; and
    - iii) in the case of Cash Flow Statement, of the cash flows for the year ended on that date.

for **GAUR & ASSOCIATES**  
Chartered Accountants

**R. K. Gaur**  
Partner

Place : Noida, U.P.  
Date : 31st August, 2011

Membership No. 72146  
Firm Regn. No. : 005354C

**ANNEXURE TO THE AUDITORS' REPORT**
**(REFERRED TO IN PARAGRAPH 3 OF OUR REPORT OF EVEN DATE TO THE MEMBERS OF CATVISION LIMITED ON THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2011)**

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) Physical verification of the major fixed assets was conducted by the management during the year, which in our opinion, is reasonable, having regard to the size of the Company and the nature of its assets and no material discrepancies were noticed in respect of those assets which were physically verified.
- (c) During the year, the Company has not disposed off any substantial part of its fixed assets. In our opinion the disposal of such fixed assets during the year does not affect the going concern status of the Company.
- (ii) (a) The inventory of the Company has been physically verified by the management at reasonable intervals during the year.
- (b) In our opinion and according to the information and explanations given to us, the procedures for physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) In our opinion the Company is maintaining proper records of inventory. The discrepancies noticed on such physical verification as compared to the book records were not material having regard to the size and nature of the operations of the Company and the same have been properly dealt with in the books of accounts.
- (iii) (a) The Company has not granted any loans, secured or unsecured during the year to companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956.
- (b) The Company has taken loans from parties covered in the register maintained under Section 301 of the Companies Act, 1956. The maximum amount involved during the year was ₹ 79 lacs and the balances of loans taken from such parties were Nil as at 31st March, 2011.
- (c) In our opinion and explanations given to us the rate of interest and other terms and conditions of such loan taken by the Company are not prima facie prejudicial to the interest of the Company.
- (d) The repayment of principal amount and payment of interest are made regularly.
- (e) There is no overdue amount which is more than rupees one lac overdue during the period.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit no major weakness has been noticed in the internal controls.
- (v) (a) Based on the audit procedures applied by us and according to the information and explanations given to us, we are of the opinion that the particulars or arrangement referred to in Section 301 of the Companies Act, 1956 have been entered in the register maintained under that Section.
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangement entered in the register maintained under Section 301 of the Companies Act, 1956 and exceeding the value of ₹ 5 Lacs in respect of any party during the year have been made at prices which are reasonable having regard to the prevailing market prices of the relevant time.
- (vi) The Company has not accepted any deposits from the public to which the provisions of Section 58 (A) and 58 (AA) of the Companies Act, 1956 and the rules framed thereunder apply.
- (vii) In our opinion the Company has an adequate internal audit system commensurate with the size of the Company and nature of its business.
- (viii) To the best of our knowledge and according to the information given to us the Central Government has not prescribed maintenance of cost records under section 209 (I) (d) of the Companies Act, 1956 in respect of the company's products.
- (ix) (a) According to the information and explanations given to us and according to the books and records as produced and examined by us, in accordance with the generally accepted auditing practices in India, in our opinion the company is regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Income Tax, Sales Tax, Customs Duty, cess and other material statutory dues as applicable to it with the appropriate authorities.

- (b) According to the Information and explanations given to us, there were no undisputed amount payable in respect of Income Tax, Sale Tax, wealth Tax, Customs Duty and Excise Duty outstanding, as at 31st March, 2011 for a period of more than six months from the date they became payable.
- (c) According to the information and explanations given to us, following are the details of disputed statutory dues of Sales Tax which have not been paid to the concerned authorities:
- The Asst. Trade Tax Commissioner, Noida has raised a demand of a penalty of ₹ 27000/- against the Company which it defended before the Hon'ble Trade Tax Tribunal, Ghaziabad, U.P. and the decision was awarded in the favour of the Company. But the Commissioner Trade Tax, UP has moved against this order to the Hon'ble High Court, Allahabad.
- (x) The Company has neither accumulated losses in the current year nor in the immediately preceding financial year. It has neither incurred cash losses in the financial year under report nor in the immediately preceding financial year.
- (xi) According to the records of the Company examined by us and as per the information and explanations given to us and as per our opinion, the company has not defaulted in repayment of dues to financial institution or bank or to debenture holders during the year.
- (xii) The Company has not granted any loan and advances on the basis of security by way of pledge of shares, debentures and other securities during the year.
- (xiii) In our opinion, considering the nature of activities carried on by the Company during the year, the provisions of any special statute applicable to chit fund/nidhi/mutual benefit fund/societies are not applicable to the Company.
- (xiv) In our opinion the Company is not a dealer or trader in shares, securities, debentures and other Investments.
- (xv) According to the information and explanations given to us, in our opinion, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xvi) (a) According to the information and explanations given to us, the loans have been applied for the purpose for which they were obtained.
- (b) According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we report that no funds raised on short term basis have been used for long term investment.
- (xvii) The Company has not made preferential allotment to parties and companies covered in the register maintained under Section 301 of the Companies Act, 1956 during the year.
- (xviii) The Company has not issued any debentures during the year.
- (xix) The Company has not raised any money by public issue during the year.
- (xx) Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

for **GAUR & ASSOCIATES**  
Chartered Accountants

**R. K. Gaur**  
Partner

Place : Noida, U.P.  
Date : 31st August, 2011

Membership No. 72146  
Firm Regn. No. : 005354C

**BALANCE SHEET AS AT 31ST MARCH, 2011**

	Schedule	As At 31.03.2011 (₹)	As At 31.03.2010 (₹)
<b>I. SOURCES OF FUNDS</b>			
<b>A) Shareholders' Funds :</b>			
Share Capital	1	46,536,000	46,536,000
Reserve & Surplus	2	53,858,589	43,749,477
<b>B) Loan Funds :</b>			
Secured Loans	3	30,324,704	25,759,542
<b>C) Deferred Tax Liability :</b>			
		7,778,689	8,755,202
<b>TOTAL (A to C)</b>		<b>138,497,982</b>	<b>124,800,221</b>
<b>II. APPLICATION OF FUNDS</b>			
<b>A) Fixed Assets :</b>			
Gross Block	4	101,472,566	101,459,685
Less: Depreciation		57,707,310	54,080,628
Net Block		43,765,256	47,379,057
Capital Work in Progress		644,363	-
<b>Total</b>		<b>44,409,619</b>	<b>47,379,057</b>
<b>B) Investments :</b>			
	5	34,980	34,980
<b>C) Current Assets Loans and Advances :</b>			
Inventory	6	46,213,523	36,653,549
Receivables	7	76,049,507	39,699,719
Cash & Bank Balance	8	6,452,357	24,684,719
Loans & Advances	9	16,459,397	17,222,531
<b>Sub-total</b>		<b>145,174,784</b>	<b>118,260,518</b>
Less: Current Liabilities and Provisions :			
Current Liabilities	10	45,098,032	34,443,623
Provision	11	6,023,369	6,430,711
<b>Sub-Total</b>		<b>51,121,401</b>	<b>40,874,334</b>
Net Current Assest		94,053,383	77,386,184
<b>TOTAL (A to C)</b>		<b>138,497,982</b>	<b>124,800,221</b>
<b>Significant Accounting Policies and Notes to the Accounts 18</b>			

Schedules referred to above form an integral part of the Balance Sheet.

As per our report of even date.

for **GAUR & ASSOCIATES**  
Chartered Accountants

For and on behalf of the Board

**R. K. Gaur**  
Partner  
Membership No. 72146  
Firm Regn. No. 005354C

**G. S. Butola**  
Company Secretary

**S. A Abbas** Managing Director  
**S. Damodaran** Executive Director

Place : Noida, U.P.  
Date : 31st August, 2011

**Vinod Rawat**  
Chief Financial Officer

**Dr. Sunil Anand** Director  
**Raman Rajiv Misra** Director



**PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31st MARCH, 2011**

Schedule	Year Ended 31.03.2011 (₹)	Year Ended 31.03.2010 (₹)
<b>I. INCOME</b>		
Gross Operating Revenue 12	237,269,057	239,607,580
Miscellaneous Income 13	63,136	634,609
<b>TOTAL</b>	<b>237,332,193</b>	<b>240,242,189</b>
<b>II. EXPENDITURE</b>		
Material and other Manufacturing Expenses 14	135,637,772	142,531,039
Employees Remuneration and Benefits 15	30,580,130	30,205,471
Administrative & Selling Expenses 16	51,078,272	49,034,795
Finance Cost 17	3,254,180	2,100,202
Depreciation	5,175,923	5,097,924
<b>TOTAL</b>	<b>225,726,277</b>	<b>228,969,431</b>
<b>III. PROFIT BEFORE TAX</b>	<b>11,605,916</b>	<b>11,272,758</b>
Provision for Taxation		
- Current Tax	(2,407,587)	(1,741,641)
- Deferred Tax	976,513	(862,325)
<b>IV. PROFIT AFTER TAXATION</b>	<b>10,174,842</b>	<b>8,668,792</b>
Surplus brought forward from previous year	27,292,781	18,623,989
<b>V. PROFIT AVAILABLE FOR APPROPRIATION</b>	<b>37,467,623</b>	<b>27,292,781</b>
<b>VI. APPROPRIATIONS</b>	-	-
Balance carried to Balance Sheet	37,467,623	27,292,781
Basic/ Diluted Earning Per Share (Face value of ₹ 10/- each)	2.19	1.86
No. of Shares	4,653,600	4,653,600
<b>Significant Accounting Policies and Notes to the Accounts 18</b>		

Schedules referred to above form an integral part of the Profit & Loss Account.

As per our report of even date.

for **GAUR & ASSOCIATES**  
Chartered Accountants

For and on behalf of the Board

**R. K. Gaur**  
Partner  
Membership No. 72146  
Firm Regn. No. 005354C

**G. S. Butola**  
Company Secretary

**S. A Abbas** Managing Director

**S. Damodaran** Executive Director

Place : Noida, U.P.  
Date : 31st August, 2011

**Vinod Rawat**  
Chief Financial Officer

**Dr. Sunil Anand** Director

**Raman Rajiv Misra** Director

**CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2011**

	Year Ended 31.03.2011 (₹)	Year Ended 31.03.2010 (₹)
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
<b>Net Profit Before Tax</b>	<b>11,605,916</b>	11,272,758
Adjustment for :		
Depreciation	5,175,923	5,097,924
Interest Expenses	3,254,180	2,100,202
Loss on sale of Fixed Assets	183,561	163,851
Interest earned & other Income	(63,136)	(634,609)
Exchange difference on translation of foreign operations	(65,730)	(306,030)
<b>Operating Profit Before Working Capital Changes</b>	<b>20,090,714</b>	17,694,096
Adjustment for Changes in working Capital :		
Trade & other Receivables	(36,349,788)	(4,810,241)
Inventories	(9,559,974)	(8,049,277)
Loans & Advances (Net of prior period adjustments)	763,134	(2,693,403)
Trade Payable & Provisions	9,581,122	3,169,415
	<b>(35,565,506)</b>	(12,383,506)
Cash Generated from Operations	(15,474,792)	5,310,590
Interest paid	(3,254,180)	(2,100,202)
Taxes paid	(1,741,641)	(2,175,422)
<b>Net Cash from Operating Activities</b>	<b>(20,470,613)</b>	1,034,966
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	(2,250,684)	(4,426,989)
(Addition) / Deletion in Capital Work in Progress	(644,363)	-
Sale of Fixed Assets	505,000	148,000
Interest & Miscellaneous Income Earned	63,136	634,609
<b>Net Cash Used in Investing Activities</b>	<b>(2,326,911)</b>	(3,644,380)
<b>C. CASH FLOW FROM FINANCIAL ACTIVITIES</b>		
Increase/ (Decrease) in Long Term Borrowing	(654,315)	1,335,689
Increase/ (Decrease) in Working Capital Borrowing	5,219,477	(2,833,620)
<b>Net Cash from Financial Activities</b>	<b>4,565,162</b>	(1,497,931)
Net Increase / (Decrease) in Cash (A+B+C)	(18,232,362)	(4,107,345)
Opening Cash and Cash Equivalents	24,684,719	28,792,064
Closing Cash and Cash Equivalents	6,452,357	24,684,719

**Note:** Figures in brackets represent Cash outflows, except interest earned & other income.

As per our report of even date.

for **GAUR & ASSOCIATES**  
Chartered Accountants

For and on behalf of the Board

**R. K. Gaur**  
Partner  
Membership No. 72146  
Firm Regn. No. 005354C

**G. S. Butola**  
Company Secretary

**S. A Abbas** Managing Director

**S. Damodaran** Executive Director

**Dr. Sunil Anand** Director

**Raman Rajiv Misra** Director

Place : Noida, U.P.  
Date : 31st August, 2011

**Vinod Rawat**  
Chief Financial Officer

**SCHDULES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2011**

	As At 31.03.2011 (₹)	As At 31.03.2010 (₹)
<b>SCHEDULE 1 : SHARE CAPITAL</b>		
<b>Authorised</b> 6,500,000 Equity Shares of ₹ 10 each (Previous Year 6,500,000 Equity Shares of ₹ 10 each)	<b>65,000,000</b>	65,000,000
Issued, Subscribed & Paid- Up Capital 4,653,600 Equity Shares of ₹ 10 each (Previous Year 4,653,600 Equity Shares of ₹ 10 each)	<b>46,536,000</b>	46,536,000
	<b>46,536,000</b>	46,536,000
<b>SCHEDULE 2 : RESERVE AND SURPLUS</b>		
Share Premium Reserve	<b>16,613,000</b>	16,613,000
Foreign Currency Translation Reserve	<b>(222,034)</b>	(156,304)
Surplus in Profit and Loss Account	<b>37,467,623</b>	27,292,781
	<b>53,858,589</b>	43,749,477
<b>SCHEDULE 3 : SECURED LOANS</b>		
From Banks For Working Capital	<b>27,697,074</b>	22,477,597
Miscellaneous Under Hire Purchase Agreements	<b>2,627,630</b>	3,281,945
	<b>30,324,704</b>	25,759,542

**Notes :**

- Working Capital Loans :** The Company has availed working capital facilities from Axis Bank Ltd, B2- B3, Sector-16, Noida, U. P. These working capital facilities are secured by first legal mortgage on land, building and plant & machinery of the Company situated at Noida, and Dehradun and hypothecation of Stock, Book Debts and personal guarantees of promoter Directors.
- Hire Purchase Agreements :** Loan availed under Hire Purchase agreements are secured against hypothecation of vehicles and assets financed under respective Hire Purchase Agreements.

**SCHEDULE - 4 : FIXED ASSETS**
**(₹)**

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As At 01/04/2010	Additions	Deletions	As At 31/03/2011	As At 01/04/2010	For the period	Deletions	As At 31/03/2011	As At 31/03/2011	As At 31/03/2010
Land	1,056,904	-	-	1,056,904	-	-	-	-	1,056,904	1,056,904
Building	11,548,663	-	-	11,548,663	2,624,368	385,726	-	3,010,094	8,538,569	8,924,295
Plant & Machinery	14,176,127	945,030	-	15,121,157	7,652,309	689,077	-	8,341,386	6,779,771	6,523,818
Electrical Fittings	2,127,008	78,629	-	2,205,637	555,488	102,033	-	657,521	1,548,116	1,571,520
Office Equipments	3,752,165	138,588	-	3,890,753	1,128,450	182,126	-	1,310,576	2,580,177	2,623,715
Furniture & Fixtures	4,804,311	388,778	-	5,193,089	2,986,621	168,705	-	3,155,326	2,037,763	1,817,690
Computers	3,830,797	286,568	49,816	4,067,549	3,158,837	252,988	40,885	3,370,940	696,609	671,960
Vehicles	7,244,216	413,091	-	7,657,307	2,501,650	647,330	-	3,148,980	4,508,327	4,742,566
Cable TV Networks	52,919,494	-	2,187,987	50,731,507	33,472,905	2,747,938	1,508,356	34,712,487	16,019,020	19,446,589
	101,459,685	2,250,684	2,237,803	101,472,566	54,080,628	5,175,923	1,549,241	57,707,310	43,765,256	47,379,057
Capital Work in Progress	-	644,363	-	644,363	-	-	-	-	644,363	-
<b>TOTAL</b>	101,459,685	2,895,047	2,237,803	102,116,929	54,080,628	5,175,923	1,549,241	57,707,310	44,409,619	47,379,057
Previous Year	97,443,496	4,426,989	410,800	101,459,685	49,081,653	5,097,924	98,949	54,080,628	47,379,057	48,361,843

	As At 31.03.2011 (₹)	As At 31.03.2010 (₹)
<b>SCHEDULE 5 : INVESTMENTS</b>		
<b>Long Term :</b>		
Non-Trade Investments :		
- Bombay Mercantile Co-op. Bank Ltd	4,980	4,980
Other Investments :		
- Fidelity India Mutual Fund- units	30,000	30,000
	<b>34,980</b>	<b>34,980</b>
<b>SCHEDULE 6 : INVENTORIES</b>		
(As taken, valued, and certified by the management)		
Finished Goods	10,602,302	10,758,289
Trade Goods	13,983,531	10,286,703
Raw Materials & Components	18,650,972	13,708,814
Stores and Spares	220,135	133,685
Semi- Finished Goods	2,756,583	1,766,058
	<b>46,213,523</b>	<b>36,653,549</b>
<b>SCHEDULE 7 : SUNDRY DEBTORS</b>		
(Unsecured, considered good)		
- Debts outstanding for a period exceeding six months	11,369,515	12,733,725
- Other Debts	64,679,992	26,965,994
	<b>76,049,507</b>	<b>39,699,719</b>
<b>SCHEDULE 8 : CASH AND BANK BALANCES</b>		
Cash in hand	53,722	31,499
Balance with Scheduled Banks:		
- In Current Accounts	5,120,362	8,748,809
- In fixed Deposit Accounts	1,178,273	15,904,411
Cheques in Hand	100,000	-
	<b>6,452,357</b>	<b>24,684,719</b>
<b>SCHEDULE 9 : LOANS AND ADVANCES</b>		
(Unsecured, considered good)		
Security Deposits	2,032,850	2,963,668
Advance recoverable in cash or in kind for the value to be received	9,539,318	9,132,756
Prepaid Expenses	749,455	848,998
Advance Tax including tax deducted at source	2,818,079	2,686,359
Balance of VAT with Sales Tax Department	35,249	35,249
Balance with Service Tax Department	63,057	166,689
Claim for Refunds of Additional Duty of Customs	1,221,389	1,388,812
	<b>16,459,397</b>	<b>17,222,531</b>
<b>SCHEDULE 10 : CURRENT LIABILITIES</b>		
Sundry Creditors	24,477,282	17,326,966
Other Liabilities	8,589,792	6,174,043
Advance from Customers	12,030,958	10,942,614
	<b>45,098,032</b>	<b>34,443,623</b>

	As At 31.03.2011 (₹)	As At 31.03.2010 (₹)
<b>SCHEDULE 11 : PROVISIONS</b>		
Provision for Taxation	2,407,587	1,741,641
Provision for Bills awaited	234,326	999,006
Provision for Employees Retirement Benefits	3,381,456	3,690,064
	<b>6,023,369</b>	<b>6,430,711</b>

**SCHEDULES FORMING PART OF THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011**

	Year Ended 31.03.2011 (₹)	Year Ended 31.03.2010 (₹)
<b>SCHEDULE 12 : GROSS OPERATING REVENUE</b>		
Sales of Products	187,552,938	206,323,669
Servicing Income	49,158,082	32,950,578
Other Operating Income	558,037	333,333
	<b>237,269,057</b>	<b>239,607,580</b>
<b>SCHEDULE 13 : MISCELLANEOUS INCOME</b>		
Interest Earned [Includes TDS ₹ 6463/- previous year ₹ 8400/-]	63,136	352,364
Miscellaneous Income	-	282,245
	<b>63,136</b>	<b>634,609</b>
<b>SCHEDULE 14 : MATERIAL AND OTHER MANUFACTURING EXPENSES FOR SALE &amp; SERVICES</b>		
<b>A. Material Cost :</b>		
Opening Stock	23,995,517	18,311,054
Add: Purchases	140,465,105	147,825,247
Less: Closing Stock	32,634,503	23,995,517
<b>Sub Total- A</b>	<b>131,826,119</b>	<b>142,140,784</b>
<b>B. (Increase) /Decrease in Stock</b>		
Opening Stocks		
Finished Goods	10,758,289	8,531,986
Semi-Finished Goods	1,766,058	1,622,509
	<b>12,524,347</b>	<b>10,154,495</b>
<b>Closing Stocks</b>		
Finished Goods	10,602,302	10,758,289
Semi-Finished Goods	2,756,583	1,766,058
<b>Sub-total-(ii)</b>	<b>13,358,885</b>	<b>12,524,347</b>
<b>Sub Total-B</b>	<b>(834,538)</b>	<b>(2,369,852)</b>
<b>C. Other Manufacturing Expenses</b>		
Store and Spares Consumed	1,613,973	821,445
Power and Fuel	245,646	260,748
Other Manufacturing Expenses	2,786,572	1,677,914
<b>Sub Total- C</b>	<b>4,646,191</b>	<b>2,760,107</b>
<b>Grand Total (A+B+C)</b>	<b>135,637,772</b>	<b>142,531,039</b>



	Year Ended 31.03.2011 (₹)	Year Ended 31.03.2010 (₹)
<b>SCHEDULE 15 : EMPLOYEES REMUNERATION AND BENEFITS</b>		
Salary, Wages and Other Benefits	28,061,918	28,176,981
Staff Welfare Expenses	565,751	277,591
Contribution to Provident Fund and other Funds	1,952,461	1,750,899
	<b>30,580,130</b>	<b>30,205,471</b>
<b>SCHEDULE 16 : ADMINISTRATIVE AND SELLING EXPENSES</b>		
Insurance	310,046	310,737
Rent and Hire Charges	3,932,212	3,918,354
Travelling and Conveyance	9,952,272	10,410,212
Vehicles Running and Maintenance	562,128	458,146
Advertisement, Selling and Distribution	941,391	320,094
Loss on Sale of Fixed Assets	183,561	163,851
Freight and Distribution Charges	754,575	418,973
Trade and Business Discount	4,250	189,400
Business Promotion	323,414	403,477
Postage and Telephone	2,000,699	1,844,967
Project Implementation Expenses	2,651,133	1,454,925
Sales Incentives	2,490,654	1,662,397
Miscellaneous Expenses	4,074,667	3,314,779
Meetings and Celebration	334,609	280,084
Security Services	559,980	553,608
Legal and Professional Charges	2,319,011	2,377,536
Software Charges to Broadcasters*	15,729,022	17,026,920
Fee and Subscription Expenses	362,489	387,278
Water and Electricity Expenses	941,525	780,598
Printing & Stationery	362,116	221,185
Expired/ Dis-allowed Addl Duty Written Off	202,126	-
Loss due to Foreign Currency Fluctuation	124,168	21,613
Auditors' Remuneration		
- Audit Fee	93,755	93,755
- Taxaion Matters	16,545	16,545
- Management Consultancy	16,545	16,545
Repair & Maintenance:		
- Building	86,905	472,475
- Plant & Machinery	16,777	78,951
- Others	1,731,697	1,837,390
	<b>51,078,272</b>	<b>49,034,795</b>
* Excluding Service Tax		
<b>SCHEDULE 17 : INTEREST &amp; FINANCIAL CHARGES</b>		
Interest on :		
- Working Capital	1,838,574	870,753
- Other Loans	727,372	351,359
Bank Charges	688,234	878,090
	<b>3,254,180</b>	<b>2,100,202</b>

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**SCHEDULE 18: SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE ACCOUNTS**

(Forming part of the Accounts for the year ended 31st March, 2011).

**A. NATURE OF OPERATION :**

The Company offers wide range of CATV products to cable operators and broadcasters, CATV/ SMATV and energy saving equipments to hotels and security solutions to hotels, shopping malls and big commercial centers.

**B. SIGNIFICANT ACCOUNTING POLICIES****1. ACCOUNTING CONVENTIONS:**

The financial statements of the Company are prepared under historical cost convention and in accordance with applicable accounting standards issued by the Institute of Chartered Accountants of India, except where otherwise stated.

**2. REVENUE RECOGNITION:**

- a) Domestic sales are recognized when the risk and rewards of the ownership are passed on the customer which is generally on dispatch of goods. Sales are net of sales tax and sales return.
- b) Export sales are recognized at the time of handing over of export consignment to authorities for clearance.
- c) Income from services is distributed over the period of service and recognized accordingly.
- d) Interest is recognized to the extent of actual credit by the bank.

**3. FIXED ASSETS AND DEPRECIATION:**

Fixed assets are stated at cost less accumulated depreciation. Cost comprises the purchase price and any directly attributable cost of brining the asset to its working condition for its intended use. Expenditure for addition, improvement and renewal are capitalized and expenditure for repairs and maintenance are charged to Profit and Loss Account.

Depreciation other than on land and capital work in progress is charged pro-rata on straight-line method, in accordance with the rates prescribed in Schedule XIV of the Companies Act, 1956 on all fixed assets. Depreciation on the amount of addition made to fixed assets due to up-gradation is provided at the rate applied to the existing assets.

**4. INVENTORY VALUATION:**

- a. Raw materials, components, stores and packing materials are valued at cost. Cost for this purpose is calculated, on a weighted average method.
- b. Semi-finished goods is valued at estimated cost.
- c. Finished goods are valued at cost or market value whichever is less.
- d. The cost of Semi-finished goods and finished goods include cost of conversion and other cost incurred in bringing the inventories to their present condition and location.

**5. FOREIGN CURRENCY TRANSACTIONS:****I. INDIA OPERATIONS :**

- a. **Initial Recognition :** Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the realization.
- b. **Exchange Differences:** Monetary assets and liabilities related to foreign currency remaining unsettled at the end of the year are translated at the exchange rate prevailing on the date on which transaction is recorded. Exchange differences arising on the settlement of monetary items or on restatement of monetary items at rates different from those at which they were initially recorded or reported in previous financial statements, are recognized as income or as expense in the year in which they arise.
- c. **Forward Exchange Contract:** In respect of forward exchange contracts entered into by the Company, the difference between the contracted rate and the rate at date of transaction is recognized as gain or loss over the period of contract except for difference in respect if liabilities incurred for acquiring fixed assets from a country outside India in which case such difference is adjusted in the carrying amount of the respective fixed assets. Exchange difference on such contracts are recognized in the statement of profit and loss in the year in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognized as income or as expenses for the year.

## II. FOREIGN BRANCH OFFICE OPERATIONS :

- a) The assets and liabilities, both monetary and non-monetary, of the foreign operation are translated at the exchange rate prevailing on the balance sheet date.
- b) Sales and Cost of material of the foreign operation are translated by applying monthly average exchange rate, Administrative expenses of the foreign operation are translated by applying quarterly average exchange rates; and
- c) All resulting exchange differences are accumulated in Foreign Currency Translation Reserve.

## 6. FEE FOR TECHNICAL SERVICES:

Fee for technical services are charged to the profit and loss account over the period of the agreement for technical services.

## 7. RETIREMENT AND OTHER EMPLOYEE BENEFITS:

- a. Defined Contribution Plan : The Company has defined contribution plan for post employment benefits in the form of provident fund for all employees which are administrated by Regional Provident Fund Commissioner. Provident fund is classified as defined contribution plan as the Company has no further obligation beyond making the contribution. The Company's contribution to defined contribution plans are charged to Profit and Loss Account as and when incurred.
- b. Defined benefits plan : The Company has defined contribution plan for post employment benefits in the form of Gratuity. Liability for defined benefit plan is provided on the basis of valuation, as at the Balance Sheet date, carried out by an independent actuary.
- c. Other employee benefits like leave travel assistance, medical reimbursement are accounted for on accrual basis.

## 8. PROVISIONS :

- a. The Company does not make provision for doubtful debts and follows the practice of writing off bad debts as and when determined.
- b. A provision is recognized when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not disclosed to its present value and are determined based on best management estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current management estimates.

## 9. PROVISION FOR TAXATION:

Tax expense comprises both current and deferred taxes. Current Income is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961. Deferred Income Tax reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred Tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the Balance Sheet date. However as a matter of prudence deferred tax assets have been recognized only to the extent there is a deferred tax liability.

## 10. LEASED ASEETS:

The Company leased some equipments to M/S BMK Hospitality Services Pvt. Ltd. under operating lease agreement. The particulars of the lease are as under:

Value of Assets	:	1,87,912.00
Margin paid by the Lessee	:	NIL
Lease Value	:	9,60,000.00
Lease Tenure	:	48 month
Monthly Lease Rent	:	₹ 20,000.00 per month
Depreciation Eligibility	:	Lessor

## 11 EARNIG PER SHARE (EPS):

Basic earning per share is calculated by dividing the net profit or loss for the year attributable to equity shareholder (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the year. For the purpose of calculating Diluted Earning Per Share, the net profit or loss for the year attributable to equity shareholder and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilative potential Equity Shares.

## 12. ALLOCATION OF OVERHEADS AMONG THE UNITS/SEGMENT:

- Direct Expenses related to the manufacturing units has been directly accounted for in the respective units and common overheads have been allocated among units/branches in the ratio of the gross operating revenue of the respective units/branches.
- The direct expenses related to services being provided by the Company have been clubbed with the respective accounting heads of Schedules 14, 15, 16, & 17.
- During the year Company has provided CATV Services for Common Wealth Games, 2010 to Telecommunication Consultants India Ltd and the revenue generated from them has been included in the Servicing Income. The expenditures incurred by the Company in rendering/ delivering these services has been included under different heads in Schedule 14, 15, 16 & 17.
- The Company follows the accounting policy of disclosing of freight and distribution cost as net off.

## 13. IMPAIRMENT:

At each balance sheet date, the management reviews the carrying amounts of its assets to determine whether there is any indication that those assets were impaired. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of impairment loss. The recoverable amount is higher of net selling price of an asset and value in use determined by discounting the estimated future cash flow expected from continuing use assets to their present value.

## 14. INVESTMENT:

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of such investments.

## C. NOTES TO THE ACCOUNTS

### 1. Contingent Liabilities :

	As At 31.03.2011 (₹)	As At 31.03.2010 (₹)
i) Unexpired Bank Guarantee	4,294,074	2,616,521
ii) Claim against the company not acknowledged as debits	5,850,053	5,850,053
iii) Unexpired Letter of Credits	1,599,900	1,025,355
iv) Estimated amount of capital contracts remaining to be executed and not provided for.	—	—

**Note :** Based on the favorable decisions in similar cases/legal opinions taken by the company/discussions with its legal advisors etc. the Company believes that it has good cases in respect of the item no. (ii) and hence no provision there against is considered necessary.

### 2. Employees Benefit :

- The Company has adopted the revised Accounting Standard (AS) 15, 'Employee Benefits' issued by the Institute of Chartered Accountants of India w.e.f. 1st April 2007.
- Contribution to Provident Fund :** Amount of ₹ 1655238/- (Previous year ₹ 1610050/-) is recognised as an expense and included in Employees Remuneration and benefits (Refer Schedule 15) in the Profit & Loss account for the year ended 31st March 2011.

- c) **Gratuity** : The following table sets out the status of the Defined Benefits Plan as at 31st March 2011 which is based on the report submitted by an Independent Actuary :

	<b>Year Ended 31.03.2011 (₹)</b>	<b>Year Ended 31.03.2010 (₹)</b>
<b>Amount recognised in Balance Sheet</b>		
Present value of the obligation at the end of the year	<b>3,907,483</b>	3,775,685
Fair value of plan assets	<b>526,028</b>	85,621
Net Liability recognised in Balance Sheet	<b>3,381,455</b>	3,690,064
<b>Expenses recognised in Profit &amp; Loss Account</b>		
Current Service Cost	<b>401,368</b>	373,938
Interest Cost	<b>310,641</b>	236,458
Expected return on plan asset	<b>(24,340)</b>	(7,939)
Net actuarial (gain) / loss recognised	<b>(270,691)</b>	595,571
Expenses recognised in Profit & Loss Account	<b>416,978</b>	1,198,028
<b>Changes in Defined Benefit Obligation</b>		
Present Value of obligation at the beginning of the year	<b>3,775,685</b>	2,963,843
Interest Cost	<b>310,641</b>	236,458
Current Service Cost	<b>401,368</b>	373,938
Benefits Paid	<b>(309,519)</b>	(394,125)
Actuarial (gain) / loss on obligation	<b>(270,692)</b>	595,571
Present Value of obligation at the end of the year	<b>3,907,483</b>	3,775,685
<b>Changes in Fair Value of Planned Assets</b>		
Fair value of plan asset at the beginning of the year	<b>85,621</b>	-
Expected return on plan asset	<b>24,340</b>	7,939
Contributions	<b>725,586</b>	191,163
Benefits Paid	<b>(309,519)</b>	(113,481)
<b>Actuarial (gain) / loss on plan asset</b>	<b>-</b>	-
Fair value of plan asset at the end of the year	<b>526,028</b>	85,621
Actuarial (Gain) / Loss recognised		
Actuarial (Gain) / Loss on obligation	<b>(270,691)</b>	595,571
Actuarial (Gain) / Loss on plan assets	<b>-</b>	-
Total Actuarial (Gain) / Loss	<b>(270,691)</b>	595,571
Actuarial (Gain) / Loss recognised	<b>(270,691)</b>	595,571
Outstanding Actuarial (Gain) / Loss at the end of the year	<b>-</b>	-
<b>Assumptions used in accounting for gratuity plan</b>		
Discount Rate (p.a.)	<b>8.00%</b>	8.00%
Salary Escalation Rate	<b>5.00%</b>	5.00%
Expected rate of return (p.a.)	<b>9.00%</b>	9.27%
Withdrawal rate (p.a.)	<b>5.00%</b>	5.00%
Average outstanding service of employees upto retirement	<b>24 Years</b>	23 Years

3. The Company has initiated the process of obtaining confirmation from suppliers who have registered themselves under Micro and Small Medium Enterprises Development Act, 2006 (MSMED Act, 2006). Based on the information available with the Company, the balance due Micro and Small Medium Enterprises as defined under the MSMSED Act, 2006 is Nil. Further no interest during the year has been paid or payable under the terms of the MSMED Act, 2006. 4. Some of the customers and suppliers accounts are pending confirmation/reconciliation and the same have been taken as the balances appearing in the books. Any differences arising on account of such reconciliation, which are not likely to be material, will be accounted for as and when these reconciliations are completed.

**5. Related Party Disclosure :**

As per Accounting Standard (AS- 18) issued by the Institute of Chartered Accountants of India, information in terms of the said Standard, are disclosed below :

- i. The Company does not have any related party transaction, where control exists.
- ii. Related Parties with whom transactions have taken place during the year ended 31st March, 2010 :

**a) Key Managerial Personnel :**

Mr. S. A. Abbas  
Mr. Sudhir Damodaran

**b) Relatives of Key Managerial Personnel :**

Mrs. Hina Abbas  
Mrs. A.C. Damodaran

- iii. Transactions with Related parties during the year ended 31st March, 2011 :

	Key Managerial Personnel	Relatives of Key Managerial Personnel
Interest	361,288	-
Remuneration	5,742,672	410,501

6. In the opinion of the Board of Directors, Current Assets, Loans and Advances are approximately of the value stated, if realised in the ordinary course of business.

**7. Earning Per Share (EPS)**

	Year Ended 31.03.2011 (₹)	Year Ended 31.03.2010 (Rupees)
i. Profit after provision of Tax	10,174,842	8,668,792
ii. Weighted Average No. of Equity Shares of ₹ 10 each	4,653,600	4,653,600
iii. Nominal Value of Equity Shares	10	10
iv. Basic and diluted Earning Per Share (EPS)	2.19	1.86

**8. Deferred Tax :**

Deferred tax has been provided in accordance with Accounting Standard- 22 "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India. The computation of Deferred Tax Assets/ Deferred Tax Liabilities as on 31st March 2011 is as follows:

	Deferred Tax Liability as at 31.03.2011 (₹)	Deferred Tax Liability as at 31.03.2010 (₹)
<b>Deferred Tax Liability arising on account of timing difference:</b>		
Difference between Book & Tax Depreciation	7,778,689	8,755,202
<b>Sub Total - (A)</b>	<b>7,778,689</b>	<b>8,755,202</b>
<b>Deferred Tax Assets arising on Account of timing difference:</b>		
Unabsorbed Depreciation	-	-
<b>Sub Total - (B)</b>	<b>-</b>	<b>-</b>
<b>Net Deferred Tax Liability (A-B)</b>	<b>7,778,689</b>	<b>8,755,202</b>



**9. Managerial Remuneration :**

	Year Ended 31.03.2011 (₹)	Year Ended 31.03.2010 (₹)
<b>i) Managing Director and other whole time Directors:</b>		
a) Salary	2,745,600	2,496,000
b) Contribution to Provident Fund	329,472	299,520
c) Allowances and Perquisites	2,667,600	2,752,100
	<b>5,742,672</b>	5,547,620
<b>ii) Non- whole time Directors:</b>		
Sitting fee	3,400	3,400
	<b>3,400</b>	3,400

**Notes:** The above figures do not include provision for gratuity as separate actuarial valuation is not available for whole time directors.

**10. Segment Reporting Policies:**

a) **Primary Segment:**Based on the guiding principle given in the Accounting Standard - 17 “Segment Reporting” issued by the Institute of Chartered Accountants of India, the Company has identified two business segments as primary segments. The reportable business segments are “Products” and “Operations & Services”. These segments have been identified considering the nature of the products and the internal financial reporting systems. Revenue and expenses have been accounted for based on the basis of their relationship to the operating activities of the segments.

Revenue and expenses, which relate to the enterprise as whole and are not allocable to segments on a reasonable basis, have been included under Unallocable Revenue and Expenses. Assets and Liabilities, which relate to the enterprise as a whole and are not allocable to segments on a reasonable basis, have been included under Unallocable Assets/Liabilities.

(₹)

PARTICULARS	Products		Operations & Services		TOTAL	
	2010-2011	2009-2010	2010-2011	2009-2010	2010-2011	2009-2010
<b>1. REVENUE :</b>						
Segment Revenue	187,552,938	206,323,669	49,476,119	33,566,156	237,029,057	239,889,825
Total Revenue	187,552,938	206,323,669	49,476,119	33,566,156	237,029,057	239,889,825
<b>2. RESULTS :</b>						
Segment Result	28,538,017	34,092,364	6,477,094	1,452,416	35,015,111	35,544,780
Less: Unallocable Expenses						
Interest	-	-	-	-	2,685,063	1,586,379
Other Unallocable Expenses	-	-	-	-	21,027,268	23,038,007
Add: Unallocable Income	-	-	-	-	303,136	352,364
Less: Provision for Tax including FBT & Deferred Tax	-	-	-	-	1,431,074	2,603,966
Net Profit after Tax	28,538,017	34,092,364	6,477,094	1,452,416	10,174,842	8,668,792
<b>3. OTHER INFORMATION :</b>						
Segment Assets	148,606,660	106,298,219	18,409,337	22,212,520	167,015,997	128,510,739
Unallocable Corporate Assets	-	-	-	-	22,603,387	37,163,817
Total Assets	148,606,660	106,298,219	18,409,337	22,212,520	189,619,384	165,674,556
Segment Liabilities	36,303,259	25,868,142	8,383,462	9,322,725	44,686,721	35,190,867
Unallocable Corporate Liabilities	-	-	-	-	36,759,384	31,443,009
Total Liabilities	36,303,259	25,868,142	8,383,462	9,322,725	81,446,105	66,633,876
Capital Expenditure	-	-	-	-	-	-
Depreciation	1,018,832	965,515	2,774,508	2,820,721	3,793,340	3,786,236
Unallocable Depreciation	-	-	-	-	1,382,583	1,311,688

**b) Secondary Segment :**

The following is the distribution of company's consolidated revenue by geographic market, regardless of where the goods were produced / procured.

	Year Ended 31.03.2011 (₹)	Year Ended 31.03.2010 (₹)
<b>Geographic Segment :</b>		
Revenue - Domestic Market	173,523,047	160,602,836
Revenue - Overseas Market	63,506,010	79,286,989
	<b>237,029,057</b>	<b>239,889,825</b>

**11. Additional information pursuant to the provisions of Paragraph 3, 4B, 4C, & 4D of Part-II of Schedule VI to the Companies Act, 1956 :**
**A) PARTICULARS IN RESPECT OF TURNOVER (GROSS) :**

(Qty of sales are net of Sales Returns, Goods given as free samples etc.)

Class of goods	Year Ended 31.03.2011			Year Ended 31.03.2010		
	Unit	Qty.	Amount	Unit	Qty.	Amount
Modulators	Nos	8,671	21,864,687	Nos	7,631	18,684,206
Amplifiers	Nos	32,615	23,683,660	Nos	26,693	19,742,301
Power Supplies	Nos	2,654	4,859,440	Nos	1,638	1,732,467
Optical Node & Transmitters	Nos	22,021	55,637,924	Nos	11,311	42,870,512
Tap-Off/ Splitters	Nos	191,539	7,035,938	Nos	165,274	5,548,991
Digital Satellite Receiver & Set Top Boxes	Nos	2,476	6,353,439	Nos	2,044	5,141,726
Dish Antenna & other equipments	Nos	158	2,198,896	Nos	211	1,449,166
CATV, ITV&MATV Systems & Equipments	Lots	-	28,710,166	Lots	-	30,509,603
Cables	Mtrs	148,478	14,429,097	Mtrs	136,126	8,611,130
CCTV Camras & Monitoring Equipments	Nos	5,190	1,258,910	Nos	6,799	5,503,590
LED Pannel, Parts & Accessories	Nos	10	-	Nos	524	24,702,415
Energy Control System & Equipments	Nos	4,294	11,570,473	Nos	11,884	32,480,367
Other Miscellaneous Items	Lots	-	9,950,308	Lots	-	9,347,195
<b>Total</b>			<b>187,552,938</b>			<b>206,323,669</b>

**B) PARTICULARS IN RESPECT OF RAW MATERIAL & PACKING MATERIAL CONSUMED :**

(For production and products got manufactured from Vendors)

Integrated Circuits (Ics)	Nos.	248,884	19,201,025	Nos.	164,419	16,121,370
Transistors	Nos.	141,986	806,757	Nos.	140,327	898,342
Transformers	Nos.	53,708	7,387,498	Nos.	51,105	6,696,484
Crystals	Nos.	14,022	156,298	Nos.	7,961	66,440
Printed Circuit Boards	Nos.	179,916	2,556,877	Nos.	152,081	2,536,661
Diodes	Nos.	426,082	399,605	Nos.	494,512	481,920
Attenuators	Nos.	89,854	824,315	Nos.	88,192	830,695
Housings	Nos.	333,291	9,107,910	Nos.	298,650	7,799,227
Connectors	Nos	380,833	1,062,671	Nos	320,407	740,397
SMPS	Nos	1,255	294,629	Nos	1,003	296,143
Others	Lots	-	12,835,179	Lots	-	8,823,371
Packing material	Lots	-	2,839,728	Lots	-	2,117,846
<b>Total</b>			<b>57,472,492</b>			<b>47,408,896</b>

**C) PARTICULARS IN RESPECT OF OPENING & CLOSING STOCK OF FINISHED GOODS :**

Class of goods	As At 31.03.2011			As At 31.03.2010		
	Unit	Qty.	Amount	Unit	Qty.	Amount
<b>Opening stock</b>						
Modulators	Nos	1,175	1,428,366	Nos	950	1,181,739
Amplifiers	Nos	7,139	3,452,740	Nos	5,588	2,914,096
Power Supplies	Nos	378	232,896	Nos	404	177,997
Optical Node & Transmitters	Nos	2,334	4,351,494	Nos	1,690	3,317,272
Tap-Off/ Splitters	Nos	42,724	1,066,548	Nos	28,863	726,283
Digital Satellite Receiver & Set Top Boxes	Nos	129	132,258	Nos	129	132,258
Dish Antenna & other equipments	Lots	40	93,987	Lots	20	82,341
<b>Total</b>			<b>10,758,289</b>			<b>8,531,986</b>
<b>Closing Stock:</b>						
Modulators	Nos	1,965	1,889,278	Nos	1,175	1,428,366
Amplifiers	Nos	4,430	2,530,733	Nos	7,139	3,452,740
Power Supplies	Nos	337	357,807	Nos	378	232,896
Optical Node & Transmitters	Nos	2,308	4,827,004	Nos	2,334	4,351,494
Tap-Off/ Splitters	Nos	32,972	773,048	Nos	42,724	1,066,548
Digital Satellite Receiver & Set Top Boxes	Nos	125	130,443	Nos	129	132,258
Dish Antenna & other equipments	Lots	40	93,989	Lots	40	93,987
<b>Total</b>			<b>10,602,302</b>			<b>10,758,289</b>

**D) PARTICULARS OF PURCHASE AND STOCKS IN RESPECT OF TRADED GOODS :**

Segment	Unit	Purchase during the year 2010-2011		Opening Stock As At 01.04.2010		Closing Stock As At 31.03.2011	
		Quantity	Amount	Quantity	Amount	Quantity	Amount
Modulators	Nos	2,391	7,976,372	1,506	2,542,213	1,238	2,208,654
Amplifiers	Nos	2,013	804,443	195	172,545	1,249	527,860
Power Supplies	Nos	165	2,025,743	12	35,075	10	10,261
Optical Node & Transmitters	Nos	3,476	9,187,208	552	1,221,299	616	3,445,951
Tap-Off/ Splitters	Nos	226	73,192	6,559	191,845	6,559	191,845
Digital Satellite Receiver & Set Top Boxes	Nos	2,731	3,345,236	594	839,932	853	928,934
Dish Antenna & other equipments	Lots	137	1,357,466	587	327,995	566	287,459
CATV, ITV & MATV Systems & Equipments	Lots	-	22,545,085	-	981,994	-	9,500
Cables	Mtrs	150,871	12,510,228	18,668	1,694,512	21,061	2,995,935
CCTV Camras & Monitoring Equipments	Nos	5,451	1,292,433	3,591	543,456	3,852	741,901
LED Pannel, Parts & Accessories	Nos	-	-	40	20	30	15
Energy Control System & Equipments	Nos	4,296	8,397,516	-	-	2	7,874
Other Miscellaneous Items	Lots	-	9,158,981	-	1,735,817	-	2,627,342
<b>Total</b>		<b>171,757</b>	<b>78,673,903</b>	<b>32,304</b>	<b>10,286,703</b>	<b>36,036</b>	<b>13,983,531</b>

**E) PARTICULARS IN RESPECT OF LICENSED CAPACITY, INSTALLED CAPACITY AND GOODS RECEIVED FROM JOB WORK VENDORS & OTHERS :**

Class of goods	Year Ended 31.03.2011		Year Ended 31.03.2010	
	Unit	Quantity	Unit	Quantity
<b>A. Licensed Capacity</b>	<b>NA</b>		<b>NA</b>	
<b>B. Installed Capacity</b>	<b>NA</b>		<b>NA</b>	
<b>C. Production</b>				
Modulators	Nos	6,802	Nos	4,730
Amplifiers	Nos	28,947	Nos	28,018
Power Supplies	Nos	2,446	Nos	1,592
Optical Nodes & Transmitters	Nos	18,583	Nos	11,578
Tap-Off/ Splitters	Nos	181,561	Nos	179,012

**F) CONSUMPTION OF IMPORTED & INDIGENOUS RAW MATERIALS AND PERCENTAGE OF EACH TO CONSUMPTION :**

	Year Ended 31.03.2011		Year Ended 31.03.2010	
	% of Total Consumption	Value (₹)	% of Total Consumption	Value (₹)
Imported	17%	10,020,297	29%	13,576,862
Indigenous	83%	47,452,196	71%	33,832,033
<b>Total</b>	<b>100%</b>	<b>57,472,493</b>	<b>100%</b>	<b>47,408,895</b>

**G) CIF VALUE OF IMPORTS :**

	2010-2011 (₹)	2009-2010 (₹)
Raw Materials & Traded Goods	<b>70,367,198</b>	94,147,137

**H) EXPENDITURE IN FOREIGN CURRENCY :**

	2010-2011 (₹)	2009-2010 (₹)
Travelling & Other Administrative Expenses	<b>3,297,394</b>	2,836,876
Salary & Other Benefits	<b>2,049,912</b>	2,136,769
Rent	<b>780,310</b>	783,814
<b>Total</b>	<b>6,127,616</b>	5,757,459

**I) EARNING IN FOREIGN CURRENCY**

	2010-2011 (₹)	2009-2010 (₹)
FOB Value of Exports	<b>7,413,842*</b>	8,398,181
Overseas Merchant Trade Sale	<b>50,621,816</b>	68,011,641
Channel Marketing & others	<b>5,470,352</b>	2,877,167
<b>Total</b>	<b>63,506,010</b>	79,286,989

\* Including value of exports made to Nepal

**Note:** The quantities are material and components that has been used for Captive Consumption for rendering/ delivering services to Telecommunications Consultants India Ltd for Common Wealth Games, 2010 are included under the respective categories of items.

12. Figures of the previous year have been regrouped/ reclassified wherever necessary.

13. The figures have been rounded off to the nearest Rupee.

for **GAUR & ASSOCIATES**  
Chartered Accountants

For and on behalf of the Board

**R. K. Gaur**  
Partner  
Membership No. 72146  
Firm Regn. No. 005354C

**G. S. Butola**  
Company Secretary

**S. A Abbas** Managing Director

**S. Damodaran** Executive Director

Place: Noida, U.P.  
Date : 31st August, 2011

**Vinod Rawat**  
Chief Financial Officer

**Dr. Sunil Anand** Director

**Raman Rajiv Misra** Director

**Additional information as required under Part IV of Schedule VI to the Companies Act, 1956  
BALANCE SHEET ABSTRACT AND A COMPANY'S GENERAL BUSINESS PROFILE**

**I. REGISTRATION DETAILS**

Registration No.  State Code   
Balance Sheet Date

**II. CAPITAL RAISED DURING THE YEAR (AMOUNT IN ₹ THOUSANDS)**

Public Issue  Right Issue   
Bonus Issue  Private Placement

**III. POSITION OF MOBLISATION & DEPLOYMENT OF FUNDS (AMOUNT IN ₹ THOUSANDS)**

Total Liabilities  Total Assets

**Sources of Funds**

Paid up Capital  Reserves and Surplus   
Secured Loans  Deferred Tax Liability

**Application of Funds**

Net Fixed Assets  Investments   
Net Current Assets  Misc. Expenditure

**IV. PERFORMANCE OF THE COMPANY (AMOUNT IN ₹ THOUSANDS)**

Turnover  Total Expenditure   
Profit/Loss before tax  Profit/Loss after tax   
Earning Per share  
(Weighted Average)

**V. GENERIC NAMES OF THREE PRINCIPAL PRODUCTS/ SERVICES OF COMPANY (AS PER MONETARY TERMS)**

Product Description	Item Code No. (ITC Code)
<input type="text" value="Modulator"/>	<input type="text" value="854389"/>
<input type="text" value="Amplifier"/>	<input type="text" value="85438909"/>
<input type="text" value="Optical Node"/>	<input type="text" value="85291002"/>
<input type="text" value="Cable TV Operation"/>	<input type="text" value="N.A."/>

for **GAUR & ASSOCIATES**  
Chartered Accountants

For and on behalf of the Board

**R. K. Gaur**  
Partner  
Membership No. 72146  
Firm Regn. No. 005354C

**G. S. Butola**  
Company Secretary

**S. A Abbas** Managing Director  
**S. Damodaran** Executive Director

Place: Noida, U.P.  
Date : 31st August, 2011

**Vinod Rawat**  
Chief Financial Officer

**Dr. Sunil Anand** Director  
**Raman Rajiv Misra** Director



# CATVISION LIMITED

Regd. Office : 1515, Bhashampitamah Marg, Kotla Mubarakpur, New Delhi - 110 003

## PROXY FORM ANNUAL GENERAL MEETING

I/We.....  
of.....in the district of.....being member/  
members of the above named company, hereby appoint.....  
.....of.....in district of.....  
.....or failing him.....of.....  
.....as my/our proxy to attend and vote for me/us on my/our behalf at the  
Annual General Meeting of the Company to be held on Friday the 30th September, 2011.

Signed this.....day of.....2011

Folio/Client ID No. : .....

DP ID No. : .....

100 Paise  
Revenue  
Stamp

Signature : .....

Address : .....

Note : The proxy form duly signed across the Revenue Stamp of 100 Paise should reach the company's Registered Office at least 48 hours before the time of the meeting.



# CATVISION LIMITED

Regd. Office : 1515, Bhashampitamah Marg, Kotla Mubarakpur, New Delhi - 110 003

## ATTENDANCE SLIP

I hereby record my presence at the 26th ANNUAL GENERAL MEETING of the Company at "Riverside Sports & Recreation Club", Club Avenue, Mayur Vihar, Phase-I Extn., New Delhi - 110 091, at 11.30 A.M. on Friday, the 30th September, 2011

Full Name of the Shareholder : .....  
(in block letters) Signature

Folio/Client ID No. : .....

DP ID No. : .....

Full Name of Proxy .....  
(in block letters) Signature

**Note** : Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting venue.





**BOARD OF DIRECTORS**

Raman Rajiv Misra	Independent Director
Dr. Sunil Anand	Independent Director
Sudhir Damodaran	Executive Director
S.A. Abbas	Managing Director

**MANAGEMENT TEAM**

Suresh Kumar Bhaskar	Vice President Hotels & Channel Marketing
Rajesh Kukreja	Vice President Institutional Sales
Y. V. Kumar	Vice President Technical Services
D. S. Dogra	General Manager Supply Chain Management
Samir Chitnis	Vice President Projects Execution
Vinod Rawat	Chief Financial Officer

**AUDITORS**

Gaur & Associates  
Chartered Accountants  
F-7/204, Aditya Complex,  
Preet Vihar Community Centre,  
Preet Vihar, Delhi - 110 092

**COMPANY SECRETARY**

G.S. Butola

**BANKERS**

Axis Bank Ltd.  
ICICI Bank Ltd.  
State Bank of Hyderabad  
Canara Bank  
Standard Chartered Bank – Dubai  
Oriental Bank of Commerce

**REGISTERED OFFICE**

1515, Bhasham Pitamah Marg,  
Kotla Mubarakpur, Near South Extension,  
New Delhi - 110 003

**CORPORATE OFFICE**

E-14 &15, Sector-8, Noida - 201 301 (U.P.)  
Ph. : (120) 3014100/01  
Fax : (120) 3914125  
E-mail : catvision@catvisionindia.com  
Website : www.catvisionindia.com

**OVERSEAS OFFICE**

C1-705C, Ajman Free Zone  
PO Box No. 31415, Ajman– UAE

**PLANT**

F-87, UPSIDC Industrial Area,  
Selaqui, Dehradun - 248 001 (Uttarakhand)  
Ph. : 0135-2699054/55

**REGISTRAR & SHARE TRANSFER AGENT**

RCMC Share Registry Pvt. Ltd.  
B-106, Sector-2, Noida, UP - 201 301  
Ph. : 0120-4015880  
E-mail : shares@rcmcdelhi.com

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