



CAT TECHNOLOGIES LTD.

SOFTWARE DEVELOPMENT. IT EDUCATION & TRAINING. IT ENABLED SERVICES & CONSULTING
www.cattechnologies.com e-mail : info@cattechnologies.com

CIN: L72200TG1995PLC035317

28.11.2018

To
The Department of Corporate Services,
BSE Limited
P J Towers, Dalal Street,
Mumbai – 400 001

Dear Sir,

SUB: Submission of Annual Report for the financial year ended 31.03.2018 - Reg

Script Code : 531682

With reference to above cited subject, please find enclosed Annual Report for the Financial Year 2017-18 pursuant to Regulation 34 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

This is for you kind information and necessary records.

Thanking you.

Yours Truly,
For **CAT TECHNOLOGIES LIMITED**

DHIRAJ KUMAR JAISWAL
Managing Director



Encl: As Above



CAT Technologies Ltd.

Committed to Human Excellence Thru IT™



23rd

Annual Report 2017-2018



CAT TECHNOLOGIES LIMITED

CIN: L72200TG1995PLC035317

BOARD OF DIRECTORS

DHIRAJ KUMAR JAISWAL

- MANAGING DIRECTOR

NISHA JAISWAL

- NON-EXECUTIVE DIRECTOR

DINESH KUMAR JAISWAL

- NON-EXECUTIVE DIRECTOR

DEEPAK SINGH

- INDEPENDENT DIRECTOR
(up to 31.03.2018)

SYED MOHIUDDIN AHMED

- INDEPENDENT DIRECTOR
(up to 31.03.2018)

OMAR MOHAMMAD

- INDEPENDENT DIRECTOR

SHAILENDER SINGH THAKUR

- INDEPENDENT DIRECTOR
(w.e.f 13.03.2018)

SAIBABA GOPATHI

- INDEPENDENT DIRECTOR
(w.e.f 13.03.2018)

ANURAG JAISWAL

- CHIEF FINANCIAL OFFICER

AUDITORS

VINAY T & CO.

Chartered Accountants
1308, Topaz Block, My Home Jewel,
Madinaguda, Hyderabad - 500049

BANKERS

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

REGISTERED OFFICE

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

REGISTRAR AND SHARE TRANSFER AGENTS

AARTHI CONSULTANTS PRIVATE LIMITED

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

LISTED AT

The BSE Limited



NOTICE

Notice is hereby given that the **Twenty Third Annual General Meeting** of the Members of the Company will be held on **WEDNESDAY, 14TH NOVEMBER, 2018** at 10.30 A.M. at the Registered Office of the Company at 1st Floor, Champa Mansion, Nampally Station Road, Hyderabad – 500 001 to transact the following items of business:

ORDINARY BUSINESS:

1. **Adoption of Financial Statements:**

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2018 along with the Reports of the Board of Directors' and Auditors' thereon along with Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018.

2. To appoint a Director in place of Mr. Dinesh Jaiswal (DIN No: 02032091), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and fix Auditors' remuneration for financial year 2018-19.

SPECIAL BUSINESS:

4. **TO APPOINT MR. SHAILENDER SINGH THAKUR AS AN INDEPENDENT DIRECTOR ON THE BOARD:**

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

"RESOLVED THAT pursuant to provisions of the Section 152 and other applicable provisions of the Companies Act, 2013, and Article No. 80 of Articles of Association, Mr. Shailender Singh Thakur (DIN : 08072226), who was co-opted as an Additional Director of the Company under Section 161 of the Companies Act, 2013 by the Board at their meeting held on 13th March, 2018 and who holds office as such upto the date of this Annual General Meeting, and in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013 along with requisite deposit from a member proposing his candidature for the office of Directorship be and is hereby appointed as Director of the Company, not liable to retire by rotation."

"FURTHER RESOLVED THAT appointment of Mr. Shailender Singh Thakur (DIN : 08072226), as Independent Director of the company, pursuant to provisions of section 149 (6) of the Act read with Schedule IV to the Act and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, for period of 5 years (i.e) from 13th March, 2018 to 12th March, 2023, be and is hereby ratified."



5. **TO APPOINT MR. SAIBABA GOPATHI AS AN INDEPENDENT DIRECTOR ON THE BOARD:**

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

“RESOLVED THAT pursuant to provisions of the Section 152 and other applicable provisions of the Companies Act, 2013, and Article No. 80 of Articles of Association, Mr. Saibaba Gopathi (DIN: 08072263) who was co-opted as an Additional Director of the Company under Section 161 of the Companies Act, 2013 by the Board at their meeting held on 13th March, 2018 and who holds office as such upto the date of this Annual General Meeting, and in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013 along with requisite deposit from a member proposing his candidature for the office of Directorship be and is hereby appointed as Director of the Company, not liable to retire by rotation.”

“FURTHER RESOLVED THAT appointment of Mr. Saibaba Gopathi (DIN: 08072263), as Independent Director of the company, pursuant to provisions of section 149 (6) of the Act read with Schedule IV to the Act and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, for period of 5 years (i.e) from 13th March, 2018 to 12th March, 2023, be and is hereby ratified.”

6. **TO APPROVE REMUNERATION OF MANAGING DIRECTOR:**

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Mr. Dhiraj Kumar Jaiswal (DIN: 01119055) as Managing Director of the Company for a period of 3 (three) years with effect from 29th January, 2018, at a remuneration not exceeding 12,00,000/- per Annum, with authority to the Nomination and Remuneration Committee of the Board to alter and vary the remuneration as it may deem fit and to fix the quantum, composition and periodicity of the remuneration payable to the Managing Director subject that the annual remuneration does not exceed the limit approved hereinbefore.”

BY ORDER OF THE BOARD
FOR CAT TECHNOLOGIES LIMITED

Place: HYDERABAD
Date: 18.10.2018

Sd/-
DHIRAJ KUMAR JAISWAL
MANAGING DIRECTOR
DIN: 01119055

**NOTES:**

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

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

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

2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business in Item No. 4 to 6 is annexed hereto.
3. Additional information pursuant to Regulation 36 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 in respect of Directors seeking appointment/re-appointment at the AGM and directors liable to retire by rotation and seeking re-election is contained in the Statement annexed to Notice. The Directors have furnished the requisite consents/ declarations for their appointment/re-appointment as per Companies Act, 2013 and rules thereunder.
4. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
5. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
6. The Register of Members and Share Transfer Books of the Company will be remain closed from **11th November, 2018 to 14th November, 2018 (both days inclusive)**
7. Members are requested to quote ledger folio number in all their correspondence to avoid delay in communication. Members are advised to consolidate their ledger folios where they are holding shares in different folios in the same name.
8. In terms of Sections 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the listed companies may send the notice of annual general meeting and the annual report, including Financial statements, Board Report, etc by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all



those members who have registered their email ids with their respective depository participants or with the share transfer agent of the Company.

9. *To promote green initiative, members are requested to register their e-mail addresses through their Depository Participants for receiving the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the RTA, giving reference of their Folio Number.*
10. The members are requested to address all their communications to M/s. Aarthi Consultants Private Limited, Hyderabad, the common agency to handle electronic connectivity and the shares in physical mode or at the Corporate Office of the Company for prompt redressal.
11. Members who are still holding shares in physical form are advised to dematerialize their shareholding to avail of the benefits of dematerialization which include easy liquidity since trading is permitted only in dematerialized form, electronic transfer, savings in stamp duty, prevention of forgery, etc.
12. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (9:00 A.M. to 5:00 P.M.) on all working days except Saturdays and Sundays, up to and including the date of the Annual General Meeting of the Company.
13. Members/Proxies should bring the duly filled Attendance slip enclosed herewith to attend the Meeting.
14. **Voting through electronic means:**
 - i. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 the Company is providing facility to the members to exercise their right to vote at the 23rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting platform provided by Central Depository Services (India) Limited (CDSL). The facility of voting through ballot paper will also be made available at the AGM and member attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Member who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.
 - a. Use the following URL for e-voting: CDSL website: <https://www.evotingindia.com>.
 - b. Shareholders of the Company holding shares either in physical form or in dematerialized form, as on **02nd November**, 2018 may cast their vote electronically.
 - c. Click on Shareholders.
 - d. The shareholders can login to the e-Voting system using their user-id (i.e. demat account number), PAN and Date of Birth (DOB) or Bank account number mentioned for the said demat account or folio.



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

For Members holding shares in Demat Form and Physical Form

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

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



- m. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- n. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- o. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- p. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- q. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- r. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

s. Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- t. The Portal will be open for voting from 9 A.M. on 11th November, 2018 to 5 P.M. on 13th November, 2018.

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

- II. The Company has appointed Mr. Vasanth Kumar Bajaj, Practicing Company Secretary, as the Scrutinizer who will collate the electronic voting process in a fair and transparent manner.



- III. The Scrutinizer, after scrutinizing the votes cast at the meeting (Insta Poll) and through remote e-voting, will, not later than forty eight hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company and on the website of CDSL. The results shall simultaneously be communicated to the Stock Exchanges.
- IV. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e 14th November, 2018

EXPLANATORY STATEMENT

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

Item No. 4 to 5:

It is hereby informed that Mr. Deepak Singh and Mr. Syed Mohiuddin Ahmed, then independent directors of the Company, vacated from the office of directorship of the Company w.e.f 31.03.2018 due to disqualification caused U/s 167 (1) (b). Further in view of strengthening the Board, Board of Directors in their meeting held on 13th March, 2018 appointed Mr. Shailender Singh Thakur and Mr. Saibaba Gopathi as Additional Director on the Board and who shall hold the office till the conclusion of this Annual General Meeting and Company is receipt of notice U/s 160 of the Companies Act, 2013, from members along with requisite deposits, proposing their candidature for appointment as directors of the company.

Further to meet the compliance requirement of SEBI (LODR), Regulations, 2015 and pursuant to Section 149 read with Schedule IV to the Act, Mr. Saibaba Gopathi (DIN: 08072263) and Mr. Shailender Singh Thakur (DIN: 08072226) were designated as Independent Directors on the Board for a period of 5 year from 13th March, 2018 to 12th March, 2023, in respect of whom Company has received declarations from them confirming that they meet criteria of Independence as prescribed both under sub-section (6) of Section 149 of the Act and SEBI (LODR) Regulations, 2015. Brief profile of Directors is annexed to this Report.

Pursuant to provisions of Section 149(10) of the Act, appointment of independent Directors for term of 5 years requires approval of members by passing of special resolution, hence these Resolutions at Item Nos. 04, 05 of the Notice commended for approval of members. Accordingly, the Board recommends the resolutions in relation to appointment of said Directors as an Independent Director

Except Mr. Shailender Singh Thakur and Mr. Saibaba Gopathi in respect of resolution for their appointment, none of the other Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in these resolutions.

Item No. 6:

The Board of Directors in its meeting dated 28th January, 2015 appointed Mr. Dhiraj Kumar Jaiswal (DIN: 01119055) as the Managing Director with effect from 28th January, 2015 for a period of 3 years. The same was approved by the Members at their Annual General Meeting held on 30th September, 2015 by way of Ordinary Resolution. The Members had also approved the payment of



minimum remuneration as may be determined by the Remuneration Committee of the Board in Compliance with Schedule XIII of the Companies Act, 1956 to Mr. Dhiraj Kumar Jaiswal. Based on this, the Remuneration Committee had approved the payment of remuneration of Rs. 12 Lakhs per Annum:

The tenure of managing Director was upto 28th January, 2018. Sections 196 & 197 read with Schedule V of the Companies Act, 2013 requires the payment of minimum remuneration in case of lack or inadequacy of profits to be approved by the Members by way of a Special Resolution for a period not exceeding three years. Further, it is proposed to seek the approval of Members for re-appointment of Mr. Dhiraj Kumar Jaiswal with remuneration of Rs. 12 Lakhs per annum subject such annual increments as may be recommended by the compensation committee of the Company for a period of 3 years w.e.f. 28.01.2018.:

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

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

I. General Information

Nature of industry	Software Development and Information Technology Services
Date or expected date of commencement of commercial production	Company was incorporated and started commercial operations on 06.09.1995
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
Financial performance based on given indicators	The details of financial performance of the Company for the years 2017-18 and 2016-17 are provided in the Annual Report 2018 which accompanies this Notice.
Foreign investments or collaborations, if any	The Company has 2 Subsidiaries the details of which are given in the Annual Report 2018 which accompanies this Notice

II. Information about the appointee

Background details	Mr. Dhiraj Kumar Jaiswal is Managing Director of the Company
Past remuneration	Details of past remuneration are presented above
Recognition or awards	Under the leadership of Mr. Dhiraj Kumar Jaiswal, your Company got recognitions from various clients.



Job profile and his suitability	He is Promoter and Managing Director of the Company and is a seasoned, team-oriented business entrepreneur with a successful track record of building business. He is an effective leader who is heading the CAT in providing medium and long-term business plans on emerging technologies.
Remuneration proposed	Rs. 12 Lakhs per Annum
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration is as per Section 197 & 198 of the Companies Act, 2013 read with Schedule V and is comparable to the remuneration of CEO/MD levels of similar sized Information Technology companies.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Besides the remuneration, Mr. Dhiraj Kumar Jaiswal does not have any other pecuniary relationship with the Company except Lease rental for office premises let out the company.
III. Other Information	
Reasons of loss or inadequate profits	The Company has been continuously striving to improve performance by increasing the area of operation and focus activities. Salaries and fixed operating costs resulted in the Company making losses.
Steps taken or proposed to be taken for improvement	Marketing and Brand Building initiatives have been strengthened substantially
Expected increase in productivity and profits in measurable terms	The aforesaid steps taken / to be taken by the Company are expected to improve the Company's performance and profitability in the future
IV. Disclosure: As required, the information is provided under Corporate Governance Section of Annual Report 2018	