



20TH

ANNUAL REPORT 2014-2015



BOARD OF DIRECTORS

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

AUDITORS

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

BANKERS

- State Bank of India
HDFC Bank
Bank of India

REGISTERED OFFICE :

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

SHARE TRANSFER AGENTS :

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



NOTICE

Notice is hereby given that the Twentieth Annual General Meeting of the Members of the Company will be held on WEDNESDAY, 30TH SEPTEMBER, 2015 at 11.00 A. M. at the Registered Office of the Company at 1st Floor, Champa Mansion, Nampally Station Road, Hyderabad – 500 001 to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements:

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

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

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

3. Ratification of Appointment of Auditors:

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

SPECIAL BUSINESS:

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

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

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

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

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

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

6. To approve Remuneration of Managing Director

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

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



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

BY ORDER OF THE BOARD
For CAT TECHNOLOGIES LIMITED

Place:Hyderabad
Date: 14.08.2015

Sd/-
DHIRAJ KUMAR JAISWAL
Managing Director

NOTES:

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

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

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



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

12. Voting through electronic means:

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

The instructions for e-voting are as under:

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



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

**EXPLANATORY STATEMENT**

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

Item No. 4:

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

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

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

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

Item No. 5:

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

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

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

Item No. 6:

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

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



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

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

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

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 2013-14 and 2014-15 are provided in the Annual Report 2015 which accompanies this Notice.
II. Information about the appointee	
Foreign investments or collaborations, if any	The Company has 2 Subsidiaries the details of which are given in the Annual Report 2015 which accompanies this Notice
Background details	Mr. Dhiraj Kumar Jaiswal is Managing Director of the Company for more than a Decade.
Past remuneration	Details of past Remuneration are presented above
Recognition or awards	Under the leadership of Mr. Dhiraj Kumar Jaiswal, your Company got recognitions from various clients.
Job profile and his suitability	He is Promoter and Managing Director of the Company and is a seasoned, team-oriented business entrepreneur with a successful track record of building business. He is effective leader who is heading the CAT in providing medium and long-term business plans on emerging technologies.



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

By Order of the Board
For CAT TECHNOLOGIES LIMITED

Place: Hyderabad
Date: 14.08.2015

Sd/-
DHIRAJ KUMAR JAISWAL
Managing Director



DIRECTORS' REPORT

To,
The Members,

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

1. REVIEW OF PERFORMANCE:

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

2. GLOBAL OPERATIONS:

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

3. INDIAN OPERATIONS:

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

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

**4. DIVIDEND:**

Due to losses, your directors do not recommend any dividends for the financial year 2014-15.

5. DEPOSITS:

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

6. SUBSIDIARY COMPANIES:

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

The Company has 2 subsidiaries as on 31st March 2015 (i. e) Cat Technology Inc and Cat Technology FZE.

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

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

7. STATEMENT ON DECLARATION BY INDEPENDENT DIRECTORS:

Declaration have been given by all the Independent Directors of the Company that they comply with all the criteria of independent director as envisaged in Clause 49 of the Listing Agreement and Section 149(6)the Companies Act, 2013.

8. PARTICULARS OF EMPLOYEES:

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

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in the "Form MGT9" forming part of the Annual Report.



Having regard to the provisions of Section 136(1) read with its relevant provision of the Companies Act, 2013, the Annual Report excluding the aforesaid information is being sent to the members of the Company. The said information is available for inspection at the Registered Office of the Company during working hours and any member interested in obtaining such information may write to the Company and the same will be furnished without any fee and free of cost.

9. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134(5) of the Companies Act, 2013 the Directors of your Company hereby confirm that:

- a) In the preparation of Annual Accounts for the year ended 31st March, 2015, the applicable accounting standards have been followed along with the proper explanation relating to material departures, if any, there from;
- b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year ended 31st March, 2015 and of the profit and loss of the Company for that period;
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act, for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities;
- d) The Directors have prepared the annual accounts on a going concern basis.
- e) The directors had laid down internal financial controls by the Company and that such internal financial controls are adequate and operating effectively; and
- f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

10. BOARD MEETINGS, BOARD OF DIRECTORS, KEY MANAGERIAL PERSONNEL & COMMITTEES OF DIRECTORS:

a. Board Meetings

The Board of Directors of the Company met Five times during the year 2014-15. The details of various Board Meetings are provided in the Corporate Governance Report. The gap intervening between two meetings of the board is as prescribed in the Companies Act, 2013.

b. Changes in Directors & Key Managerial Personnel.

During the year Mr. Laxmi Prashad Jaiswal resigned from the directorship of the company w.e.f 31.03.2015, the Board puts on record its appreciation for services rendered by him as director of the Company and Ms. Nisha Jaiswal was appointed as an Additional Director of



the company w.e.f 31.03.2015. Further Mr. Anurag Jaiswal was appointed as CFO of the Company w.e.f. 30.05.2015.

c. Re-Appointment.

Mr. Dinesh Kumar Jaiswal, Director of the company retire by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment.

Ms. Nisha Jaiswal in respect of whom the Company has received candidature proposing her as director. The Board recommends her appointment.

d. Independent Directors.

The following Independent Directors who were appointed in the 19th Annual General Meeting held on 29th September 2014 for a period of Five (5) years, will continue to be on the Board till the conclusion of Annual General Meeting to be held in the calendar year 2019.

1. Mr. Deepak Singh
2. Mr. Syed Mohinuddin Ahmed
3. Mr. Omar Mohammad

The Company has received necessary declaration from each Independent Director of the Company under Section 149(7) of the Act, that they meet the criteria of independence as laid down in Section 149(6) of the Act.

e. Board Committees.

The Company has the following Committees of the Board:

1. Audit Committee
2. Nomination and Remuneration Committee.
3. Stakeholders' Relationship Committee.

The composition of each of the above Committees, their respective role and responsibility is as detailed in the Report of Corporate Governance.

f. Remuneration policy

The policy framed by the Nomination and Remuneration committee under the provisions of Section 178(4) of the Act, is as below:

The remuneration policy of the Company has been so structured in order to match the market trends of the IT industry. The Board in consultation with the Nomination and Remuneration & Compensation Committee decides the remuneration policy for directors. The Company has made adequate disclosures to the members on the remuneration paid to Directors from time to time. Remuneration / Commission payable to Directors is determined by the



contributions made by the respective directors for the growth of the Company.

g. Board Evaluation

As required under the provisions of Section 134(3)(p) and Clause 49 of the Listing Agreement, the Board has carried out an annual performance evaluation of its own performance, and the manner in which such performance evaluation was carried out is as under.

The performance evaluation framework is in place and has been circulated to all the directors to seek their response on the evaluation of the entire Board and independent directors. The Nomination and Remuneration Committee shall carry out evaluation of Director's performance.

The criteria of evaluation is exercise of responsibilities in a bona fide manner in the interest of the Company, striving to attend meetings of the Board of Directors/ Committees of which he is a member/ general meetings, participation constructively and actively in the meetings of the Board /committees of the Board etc.

h. Vigil Mechanism

The Company has established a whistle-blower policy and also established a mechanism for Directors and employees to report their concerns. The details of the same is explained in the Corporate Governance Report.

i. Related Party Transactions.

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis.

The details of the related party transactions as required under Section 134(3)(h) r/w Rule 8 of the Companies (Accounts) Rules, 2014, is attached as Annexure 2.

11. AUDITORS:

At the 19th Annual General Meeting held on 29th September, 2014, M/s. Suresh Gupta Y & Co., Chartered Accountants were appointed as Statutory Auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held in the year 2017. In terms of the first proviso of Section 139 of the Companies Act, 2013 and the Rules framed there under, the appointment of the Auditors shall be placed for the ratification at every AGM. Accordingly, the appointment of M/s. Suresh Gupta Y & Co., as Statutory Auditors of the Company, is placed for ratification by the Shareholders. Further Board may be authorized to fix remuneration of auditors for the Financial year 2014-15.

12. SECRETARIAL AUDITOR:

In accordance with the provisions of Section 204 of the Companies Act, 2013 and as a



measure of good corporate governance practice, the Board of Directors of the Company appointed M/s. V K Bajaj & Associates, Company Secretaries to conduct Secretarial Audit of the Company for the Financial Year 2014-15. The Secretarial Audit Report confirms that the Company has complied with all provisions of laws and regulations applicable to the Company. The Secretarial Audit Report for Financial year 2014-15 is herewith appended as Annexure 3 to the Board's report

With regard to adverse remarks in Secretarial Audit Report related to appointment of Company Secretary one of the Key Managerial Persons, your board of Directors would like inform you that company is putting all effort to recruit Company Secretary at the earliest in spite of acute financial positions of the company.

13. AUDIT COMMITTEE RECOMMENDATION:

During the year all the recommendations of the Audit Committee were accepted by the Board. The Composition of the Audit Committee is as described in the Corporate Governance Report.

14. EXTRACT OF ANNUAL RETURN:

The extract of the Annual Return in Form MGT 9 is annexed herewith as Annexure 4.

15. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS U/S 186:

Investments In & Loans to subsidiaries:

Sl.	Name of the Investee	Currency	Amount in (INR)
1.	Cat Technology Fze – Investment	Dhiram	64,00,30,593
2.	Cat Technology Inc – Investment	USD	4,00,00,000
3.	Cat Technology Fze – Unsecured Loan	Dhiram	23,83,733

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

The particulars as prescribed under Section 134(3)(m) of the Act, read with Rule 8 of the Companies (Accounts) Rules, 2014, are set out in the Annexure 5 to this Report.

17. PERFORMANCE OF THE BOARD OF DIRECTORS, ITS COMMITTEES AND INDIVIDUAL DIRECTORS:

In accordance with Section 134(3)(p) of the Companies Act, 2013 and Rule 8(4) of the Companies (Accounts) Rules, 2014, your Directors have reviewed and evaluated the performance of the Board of Directors and their committees, along with performance of individual Director in the light of Company's performance. The performance of the Directors



individually and collectively and performance of committees are found satisfactory.

With the spirit of wealth creation for the shareholders of the Company, your Directors are committed to give their best efforts towards the development of the Company.

Corporate Governance Report, Management Discussion & Analysis Report

As per clause 49 of the Listing Agreements entered in to into with the Stock Exchanges, Corporate Governance Report with auditor's certificate thereon and Management Discussion Analysis are attached and for part of this report.

RISK MANAGEMENT:

Risks are events, situations or circumstances which may lead to negative consequences on the Company's businesses. Risk management is a structured approach to manage uncertainty. A formal enterprise wide approach to Risk Management is being adopted by the Company and key risks will now be managed within a unitary framework.

Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Internal Complaints Committee ("ICC") has been set up to redress the complaints received regarding sexual harassment. All employees are covered under this policy.

During the year there were no complaints referred to the ICC.

ACKNOWLEDGEMENTS:

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

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

BY ORDER OF THE BOARD
For CAT TECHNOLOGIES LIMITED

Sd/-
Dhiraj Kumar Jaiswal
Managing Director

Date:14.08.2015
Place: Hyderabad

**Form AOC - I**

[Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014]

Statement containing salient features of the financial statement of subsidiaries/associate companies / joint ventures

Part "A" – Subsidiaries

(Amount in Millions)

S. No.	Particulars	Subsidiary 1	Subsidiary 2
1.	Name of the subsidiary	Cat Technology Inc	Cat Technology Fze
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	31st March, 2015	31st March, 2015
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries:	1 USD 61.0442	1AED 17.0218
	Share capital	6.25	781.30
	Reserves & surplus	44.44	(170.35)
	Total assets	87.86	613.33
	Total Liabilities	87.86	613.33
	Investments	0.00	0.00
	Turnover	482.60	0.00
	Profit before taxation	(6.64)	(547.46)
	Provision for taxation	0.00	0.00
	Profit after taxation	(6.64)	(547.46)
	Proposed Dividend	Nil	Nil
	% of shareholding	-	-

**FORM NO. AOC -2**

[Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]]

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

Details of contracts or arrangements or transactions not at Arm's length basis.

There was no contract / arrangement / transaction entered into during the Financial Year ended 31st March 2015, which were not at arm's length basis

Details of contracts or arrangements or transactions at Arm's length basis.

Name of Related Party	Dhiraj Jaiswal, Dinesh Jaiswal and Laxmi Prasad Jaiswal	Cat Technology Inc
Nature of relationship	Promoters	Wholly Owned Suusidiary
Nature of contracts/ arrangements/transaction	Lease Deed	Service Contract
Duration of the contracts/ arrangements/ transaction	3 Years	Ongoing
Salient terms of the contracts or arrangements or transaction including the value, if any	Lease of 7000 Sft Commercial Office Premises to the Company for Rs. 60,000/- per Month	Back office Support Service and Software Development
Date of approval by the Board	Appropriate Approval already taken for this transaction Appropriate Approval taken for these transaction	Appropriate Approval taken for these transaction
Amount paid as advances, if any	Deposit of Rs. 90 lakhs	Adavance paid, if any, have been adjusted against billings.



**Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2015**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
CAT TECHNOLOGIES LIMITED
1st Floor, Champa Mansion
Nampally Station Road
Hyderabad - 500 001.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. CAT TECHNOLOGIES LIMITED (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of M/s. CAT TECHNOLOGIES LIMITED books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31.03.2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2015 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;



- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above to the extent applicable to the Company subject to the following observations:

- a) Company has not yet appointed Company Secretary one of the Key Managerial Person.
- vi. We further report that, after considering the compliance system prevailing in the Company, and after carrying out test checks of the relevant records and documents maintained by the Company, the following laws that are applicable specifically to the Company:

- (a) Information Technology Act, 2000.
- (b) Policy relating to Software Technology Parks of India and its regulations

The Company has generally complied with the provisions of above act and policy except that the company has not filed required returns with STPI, Hyderabad for the year under review.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India- Not Applicable during the year under review
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange;

We further report that The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.



Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place: Hyderabad
Date: 14.08.2015

V K Bajaj & Associates,
Company Secretaries

Sd/-
Vasanth Kumar Bajaj
Company Secretary
FCS: 6868 C P No.: 5827

To,
The Members,
CAT TECHNOLOGIES LIMITED
1st Floor, Champa Mansion
Nampally Station Road
Hyderabad-500 001.

Our Secretarial Audit Report of even date is to be read along with this letter.

1. It is the Management's Responsibility to maintain secretarial records, and to devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.
2. Our responsibility as the Secretarial Auditor is to express an opinion on these secretarial records, systems, standards and procedures based on our audit.
3. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events, etc.
4. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Hyderabad
Date: 14.08.2015

V K Bajaj & Associates,
Company Secretaries

Sd/-
Vasanth Kumar Bajaj
Company Secretary
FCS: 6868 C P No.: 5827



Form No. MGT - 9

EXTRACT OF ANNUAL RETURN

As on the Financial Year ended on 31.03.2015

[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

1.	CIN	L72200TG1995PLC035317
2.	Registration Date	06.09.1995
3.	Name of the Company	CAT TECHNOLOGIES LTD
4.	Category / Sub-Category of the Company	Company Limited By Shares
5.	Address of the Registered office	1st Floor, Champa, Mansion, Nampally, Station Road, Hyderabad – 500 001 Phone : 040-23202769 / 23203943 Fax : 040-23204092 E-mail ID : info@cattechnologies.com
6.	Whether listed company	YES
7.	Name, Address and Contact details of Registrar and Transfer Agent	M/s. Aarthi Consultants Private Limited H. No. 1-2-285, Domalguda, Hyderabad – 500 029 Phone: 040-27638111 Fax: 040-27632184 e-mail: info@aarthiconsultants.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Computer Programming, Consultancy and Related Activities	620	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

[No. of Companies for which information is being filled]

S. No	Name and Address of the Company	CIN/GLN	Holding / Subsidiary / Associate	% of Shares Held	Applicable Section
1	CAT Technology Inc		Subsidiary	Nil	Section 2(87)
2	CAT Technology Fze		Subsidiary	Nil	Section 2(87)



IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

a). Category-wise Share Holding

Category of	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year the year				%Change during
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
(1) Indian									
a) Individual/ HUF	2216209	0.00	2216209	2.79	2216209	0.00	2216209	2.79	0.00
b) Central Govt	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
c) State Govt(s)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
d) Bodies Corp.	2350000	0.00	2350000	2.96	2350000	0.00	2350000	2.96	0.00
e) Banks / FI	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
f) Any other	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Sub Total (A)(1)	4566209	0.00	4566209	5.75	4566209	0.00	4566209	5.75	0.00
(2) Foreign									
a)NRI- Individuals	150000	0	150000	1.6	150000	0	150000	1.6	
b) Other- Individuals									
c)Body Corporates	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
e) (1) Overseas Corporate Bodies	1035000	0	1035000	11.07	1035000	0	1035000	11.07	0
Sub- Total (A) (2)	4566209	0.00	4566209	5.75	4566209	0.00	4566209	5.75	0.00
Total shareholding of Promoter (A)=(A)(1)+ (A)(2)	3504236	2909847	6414083	68.60	3479550	2827000	6306550	67.45	-1.15
B. Public Shareholding									
1. Institutions	0	0	0	0	0	0	0	0	0
a) Mutual Funds	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
b) Banks / FI	15200	0.00	15200	0.02	15200	0.00	15200	0.02	0.00
c) Central Govt	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
d) State Govt(s)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
e) Venture Capital Funds	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
f) Insurance Companies	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
g) FIs	1299133	0.00	1299133	1.64	1299133	0.00	1299133	1.64	0.00
h) Foreign Venture Capital Funds	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
i) Others (specify)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Sub-total (B)(1):-	1314333	0.00	1314333	1.65	1314333	0.00	1314333	1.65	0.00
2. Non Institutions									
a) Bodies Corp.	0	0	0	0	0	0	0	0	0
i) Indian	8197295	26665	8223960	10.35	6207280	26200	6233480	7.85	(2.5)
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals	0	0	0	0	0	0	0	0	0
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	3698987	300037	3999024	5.03	4262662	288002	4550664	5.73	+0.7
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	3376418	64900	3441318	4.33	3481175	74900	3556075	4.48	+0.15
c) Others (specify)									
c) i) Non Resident Indians	48430	0.00	48430	0.06	1344220	0.00	1344220	1.69	+1.63
c) ii) Overseas Corporate Bodies	47676	0.00	47676	0.06	75969	0.00	75969	0.10	+0.04
c) iii) Foreign Nationals	0	0	0	0	0	0	0	0	0
c) iv) Clearing Members	0	0	0	0	0	0	0	0	0
c) v) Trusts	0	0	0	0	0	0	0	0	0
c)vi i) Foreign Bodies - D R	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	15368806	391602	15760408	19.84	15371306	389102	15760408	19.84	0.00
Total Public Shareholding (B)=(B)(1)+ (B)(2)	57795528	0.00	57795528	72.76	57795528	0.00	57795528	72.76	0.00
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	79044876	391602	79436478	100.00	79047376	389102	79436478	100.00	0.00


b. Shareholdings of Promoters:

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	%of total Shares of the company	%of Shares Pledged/ encumbered to total	No of Shares	% of total Shares of the company	% of Shares Pledges/ encumbered to total shares	
11.	DHIRAJ KUMAR JAISWAL	511209	0.64	0.00	511209	0.64	0.00	0.00
2.	LAXMI PARSAD JAISWAL	505000	0.64	0.00	505000	0.64	0.00	0.00
3.	DINESH KUMAR JAISWAL	500000	0.63	0.00	500000	0.63	0.00	0.00
4.	NISHA JAISWAL	350000	0.44	0.00	350000	0.44	0.00	0.00
5.	NAMRITA JAISWAL	350000	0.44	0.00	350000	0.44	0.00	0.00
6.	ESPIRIT TECHNOLOGIES PRIVATE LIMITED	2350000	2.96	0.00	2350000	2.96	0.00	0.00
	TOTAL	4566209	5.75	0.00	4566209	5.75	0.00	0.00

c. Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
		During the Year, there was no change in Promoters Shareholding.			


d. Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs):

S. No	Names of the Shareholders	Particulars	Shareholding at the beginning of the year		Date	Cumulative Shareholding during the Year	
			No. of shares	% of total shares		No. of shares	% of total shares
1.	Basmati Securities Pvt Ltd	At the beginning of the year	2165078	2.73	01.04.2014	2165078	2.73
		At the end of the year	2165078	2.73	31.03.2015	2165078	2.73
2.	Hindustan Tradecom Private Limited	At the beginning of the year	1707583	2.15	01.04.2014	1707583	2.15
		At the end of the year	8000	0.01	31.03.2015	8000	0.01
3.	India Focus Cardinal Fund	At the beginning of the year	885350	1.11	01.04.2014	885350	1.11
		At the end of the year	885350	1.11	31.03.2015	885350	1.11
4.	Lilac Farms Pvt Ltd	At the beginning of the year	765643	0.96	01.04.2014	765643	0.96
		At the end of the year	1403617	1.77	31.03.2015	1403617	1.77
5.	B Lodha Securities Limited	At the beginning of the year	753779	0.95	01.04.2014	753779	0.95
		At the end of the year	193779	0.24	31.03.2015	193779	0.24
6.	Motisons Shares Private Limited	At the beginning of the year	600000	0.76	01.04.2014	600000	0.76
		At the end of the year	745000	0.94	31.03.2015	745000	0.94
7.	Kii Limited	At the beginning of the year	413783	0.52	01.04.2014	413783	0.52
		At the end of the year	413783	0.52	31.03.2015	413783	0.52
8.	Banas Finance Limited	At the beginning of the year	413000	0.52	01.04.2014	413000	0.52
		At the end of the year	313000	0.39	31.03.2015	313000	0.39
9.	Cherry Cosmetics Pvt Ltd	At the beginning of the year	411623	0.51	01.04.2014	411623	0.51
		At the end of the year	242527	0.30	31.03.2015	242527	0.30
10.	Shriram Insight Share Brokers Ltd	At the beginning of the year	345040	0.43	01.04.2014	345040	0.43
		At the end of the year	1495130	1.89	31.03.2015	1495130	1.89

**E. Shareholding of Directors and Key Managerial Personnel:**

S. No.	For Each of the Directors and KMP	Shareholding		Date	Increase / Decrease in shares holding	Reason	Cumulative Shareholding during the year	
		No. of shares at the beginning (01.04.2014) / end of the year (31.03.2015)	% of total share of the Company				No. of shares at the beginning (01.04.2014) / end of the year (31.03.2015)	% of total share of the Company
1.	Dhiraj Kumar Jaiswal	511209 511209	0.64 0.64	01.04.2014 31.03.2015	0	No Change	511209 511209	0.64 0.64
2.	Dinesh Kumar Jaiswal	500000 500000	0.63 0.63	01.04.2014 31.03.2015	0	No Change	500000 500000	0.63 0.63
3.	Nisha Jaiswal	350000 350000	0.44 0.44	01.04.2014 31.03.2015	0	No Change	350000 350000	0.44 0.44
4.	Syed Mohiuddin Ahmed	0 0	0 0	01.04.2014 31.03.2015	0	No Change	0 0	0 0
5.	Deepak Singh	0 0	0 0	01.04.2014 31.03.2015	0	No Change	0 0	0 0
6.	Omar Mohammad	0 0	0 0	01.04.2014 31.03.2015	0	No Change	0 0	0 0
7.	Anurag Jaiswal (CFO)	0 0	0 0	01.04.2014 31.03.2015	0	No Change	0 0	0 0

V. INDEBTEDNESS:

(In ₹)

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	85,46,374	2,90,47,429	-	3,75,93,803
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	85,46,374	2,90,47,429	-	3,75,93,803
Change in Indebtedness during the financial year				
• Addition / (Reduction)	(21,11,838)	7,94,148	-	(13,17,690)
Net Change	(21,11,838)	7,94,148	-	(13,17,690)
Indebtedness at the end of the financial year				
i) Principal Amount	64,34,536	2,98,41,577	-	3,62,76,113
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	64,34,536	2,98,41,577	-	3,62,76,113



VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and /or Manager:

S. No	Particulars of Remuneration	Dhiraj Kumar Jaiswal Managing Director	Total Amount
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	12,00,000	12,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	--	--
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	--	--
2.	Stock Option	--	--
3.	Sweat Equity	--	--
4.	Commission - as % of profit - others, specify...	--	--
5.	Others, please specify	--	--
	Total (A)	12,00,000	12,00,000
	Ceiling as per the Act	42,00,000	42,00,000

**B. Remuneration to other directors:**

S. No	Particulars of Remuneration	Deepak Singh	Syed Mohinuddin	Omar Mohammad	Laxmi Prashad Jaiswal	Dinesh Kumar Jaiswal
1	Independent Directors					
	• Fee for attending board committee meetings	10,000	10,000	8,000	-	-
	• Commission	-	-	-	-	-
	• Others, please specify	-	-	-	-	-
	Total (1)	10,000	10,000	8,000	-	-
2	Other Non-Executive Directors					
	Fee for attending board committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (2)	--	--	-		
	Total (B)=(1+2)	10,000	10,000	8,000	-	-
	Total Managerial Remuneration	10,000	10,000	8,000	-	-
	Overall Ceiling as per the Act	--	--	-		

C. Remuneration to Key Managerial Personnel other than MD / Manager / WTD:

S. No.	Particulars of Remuneration	Anurag Jaiswal (CFO)	Total
1	Gross salary	9,00,000	9,00,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	9,00,000	9,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2	Stock Option	-	
3	Sweat Equity	-	-
4	Commission - as % of profit Others specify...	--	
5	Others, please specify	-	-
	Total	9,00,000	9,00,000

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties or punishments levied on the company during the year. Also, there was no necessity for the company to compound any offence.



**Details of Conservation of Energy, Technology Absorption,
Foreign Exchange Earnings and Outflow**

[Clause (m) of sub-section (3) of Section 134 of the Act, r/w Rule 8 of the Companies
(Accounts) Rules, 2014]

A. CONSERVATION OF ENERGY:

(i) the steps taken or impact on conservation of energy:

- replacing of conventional lighting with energy efficient LED lights to reduce lighting power consumption.
- Auto shutting down of systems to reduce power consumption.
- Installation of sensors where ever possible.

(ii) the steps taken by the Company for utilizing alternate source of energy: Not Applicable

(iii) the Capital Investment on energy conservation equipments:

Amount spent on conservation of energy is not significant compared size of the balance sheet.

B. TECHNOLOGY ABSORPTION: NIL

- (i) the efforts made towards technology absorption.
- (ii) the benefits derived like product improvement, cost reduction, production development or import substitute.
- (iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year: NOT APPLICABLE
- a. the details of technology imported
 - b. the year of Import
 - c. whether the technology been fully absorbed
 - d. if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and
- (iv) the expenditure incurred on research and development.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

(In ₹)

Particulars	March 31, 2015
Foreign exchange earnings	464.25 Lakhs
Foreign exchange outgo	-



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE AND DEVELOPMENTS:

The current fiscal year 2015 brought in overall optimism for the Indian IT-BPM industry and is expected to meet guidance for the year in constant currency. The industry continued to evolve over the year and prioritized on enhancing efficiency, enabling transformation and agility and partnering for digital initiatives.

Digital solutions around SMAC – upgrading legacy systems to be SMAC enabled, greater demand for ERP, CRM, mobility and user experience technologies is driving growth in IT services. Infrastructure outsourcing and software testing segment also outpaced the industry growth rate. The BPM sector is being driven by greater automation, expanding omni-channel presence, application of analytics across entire value chain, etc.

“India is jumping the technology maturity curve and is emerging as a digital economy. The recent announcements by the Government on Digital India, Make in India, Skilling India are creating a renewed thrust on the domestic market.”

INDIAN INDUSTRY SCENARIO:

The year also witnessed hyper-growth in the technology start-up and product landscape and India is already ranked as the 4th largest startup hub in the world with over 3100 startups in the country.

Exports to USA, the largest market grew above industry average, aided by an economic revival and higher technology adoption. Demand from Europe remained strong during the first half of the year, but softened during the second half due to currency movements and economic challenges. Manufacturing, utilities and retail growth remained strong as clients increase discretionary spend on customer experience, digital, analytics, ERP updates and improving overall efficiency.

The Indian IT-BPM sector continues to be one of the largest employers in the country directly employing nearly 3.5 million professionals, adding over 2,30,000 employees.

OPPORTUNITIES AND THREATS:

The future looks very promising as the IT-BPM industry is gearing itself well to next phase of challenges. Digitization, disruptive technologies and innovation will fuel growth with new opportunities in the years ahead.

The IT industry is going through churnings of technological advancement. Here the question is how they can recoup themselves to take on these challenges. Prospects of the IT industry gearing up to tackle interoperability issues and the idea of using software to control hardware.

BPO providers will get creative to land mega-sized, multi-year outsourcing deals. Innovative contract terms will include up-front payment for purchase of a client's assets such as hardware, software, intellectual property and the transfer of workers.



Providers of robotic process automation (RPA) software will aggressively market to BPOs these smart platforms that handle tedious, low-skill decision-making traditionally handled by clerical workers. Some BPO providers are incorporating RPA in their solutions to help reduce costs for their clients. By 2018, these digitally powered business processes will require 50 percent less BPO workers.

OUTLOOK OF THE COMPANY:

Your Company's strength to invest in domains and technology capabilities ahead of the demand curve; to de-risk client engagements; and to differentiate through flexible business models and value added services. The Company focuses on bringing about business impact to its clients by maximizing returns on their investments in IT and Business Process Outsourcing.

Your Company's strength lies in its innate ability to understand the requirements of its clients and to continuously build the competencies and capabilities to provide integrated IT and BPO solutions unique to client specific needs and industry demands and adoption of social media, mobile, analytics and cloud (SMAC) technologies. The Company is building deep customer relationships. The Company's process capabilities and range of services provide a compelling value proposition for both existing and new customers.

We are continuously exploring opportunities to extend our competencies to tap adjacent markets and expand our customer base and offerings. In line with this strategy, we have identified market adjacencies like consumer/automotive electronics, where we see good fit and opportunity for Cat Technologies Limited. We plan to acquire new customers in these adjacencies so that revenue from these accounts should increase for the future.

Global Operations

Your Company has recorded a consolidated income (as per Indian GAAP) of Rs. 478.09 Millions for the Financial Year under review and Loss of Rs. 797.20 Millions.

Indian Operations

During the financial year 2014-15 your Company recorded turnover of Rs. 40.64 Millions and incurred a Net Loss after tax of Rs. 26.17 Millions compared to Turnover of Rs. 74.48 Millions and Net Loss after tax of Rs. 17.10 Millions during the previous financial year.

INTERNAL CONTROL SYSTEMS AND ADEQUACY:

The Company has adequate internal control systems, procedures; checks designed to provide reasonable assurance on achievement of the objectives relating to efficiency and effectiveness of operations, reliability of financial reporting and compliance with applicable laws, regulations and generally accepted accounting principles.

The Company has an internal audit function, which is empowered to examine the adequacy and compliance with policies, plans and statutory requirements. The management duly considers and takes appropriate action on the recommendations made by the statutory auditors, internal auditors



and independent Audit Committee of the Board of Directors. The observations of the Auditors are reviewed at periodical intervals by the top management and the Audit Committee.

HUMAN RESOURCES:

The Company has its own system to control all its branches and divisions to ensure proper and adequate control, facility, transparency and accuracy. The employer – employee relationship has been cordial. The Company considers the quality of its human resources as its important asset and it endeavors to attract and recruit best possible talent and to retain and groom it to meet its needs. We believe that the quality and level of service that our professionals deliver are amongst the good in the industry.

One measure of the effectiveness of an organization's employee practices is the level of attrition. In addition, internal employee satisfaction surveys and industry wide surveys provide comparative information about the strength of organization's human resource practices and employee level of engagement with the organization.

The Cat Technologies Limited Human Resources and Leadership teams engaged themselves in addressing this issue with utmost care and compassion, which included but was not limited to offering Outplacement support to affected customer to help cope with the transition.



REPORT ON CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY ON THE CODE OF GOVERNANCE

The following are the details furnished in the form as required under the Listing Agreement.

1. COMPANY'S PHILOSOPHY ON THE CODE OF GOVERNANCE:

The Company's philosophy of Corporate Governance is aimed at assisting the top management of the Company in the efficient conduct of the business and in meeting its obligation to stakeholders, and is guided by a strong emphasis on transparency, accountability and integrity.

Given below is a brief report on the practice followed at CAT Technologies Limited towards achievement of good Corporate Governance.

2. BOARD OF DIRECTORS:

The Board of Directors of the Company possesses highest personal and professional ethics, integrity and values, and provide leadership, strategic guidance and objective judgement on the affairs of the company. The Board is fully aware of its fiduciary responsibilities and is committed to represent the long-term interest of the Stakeholders. The Board adopted the principles of corporate governance and remains informed, participative, and independent to implement its broad policies and guidelines and has set up adequate review procedures:

• Composition of the Board of Directors as on March 31, 2015.

The Key to good corporate governance is the optimum combination of the executive and non-executive directors on the board and the extent of their independence. The present strength of the Board consists of Six Directors, Three of them are independent non-executive, and two are promoter Non-Executive Directors, one is promoter Executive Director. Your Company has taken all necessary steps to strengthen the Board with optimum combination of independent and promoter Directors.

During the financial year 2014-15, Five (5) Board Meetings were held on the following dates:

30.05.2014	14.08.2014	13.11.2014	13.02.2015	31.03.2015
------------	------------	------------	------------	------------

Attendance of each Director at the Board meeting and last Annual General Meeting (AGM) and the number of Companies and committees where he is Director / Member (as on the date of Directors' Report):



Board of Directors' attendance for the Board & Committee Meetings held during the year 2014-15:

Sl.	Name of the Director	Category	Attendance at AGM	Attendance in		Other Boards	
				Board Meetings Held	Board Meetings attended	Director Ship	Committees
1	**Laxmi Prashad Jaiswal	Promoter & Non-Executive	YES	5	5	-	-
2	Dhiraj Kumar Jaiswal	Promoter & Executive	YES	5	5	-	-
3	Dinesh Kumar Jaiswal	Promoter & Non-Executive	NO	5	2	-	-
4	Syed Mohinuddin Ahmed	Independent Director	YES	5	5	-	-
5	Omar Mohammad	Independent Director	YES	5	4	1	-
6.	Deepak Singh	Independent Director	YES	5	5	1	-
7.	**Nisha Jaiswal	Promoter	-	1	1	1	-

** Mr. Laxmi Prasad Jaiswal resigned from the directorship and Ms. Nisha Jaiswal is being appointed as Additional Director of the company w.e.f 31.03.2015 and consequently various committees of Board are re-constituted.

3. AUDIT COMMITTEE:

The primary objective of Audit Committee is to monitor and provide effective supervision of the management's financial reporting process with a view to ensure accurate, timely and proper disclosures and transparency in financial reporting. The Company has a qualified and independent Audit Committee comprising of Executive and Non-executive/Independent Directors. The Chairman of the Committee is an Independent Director. The Company

The Audit Committee had met Four times during the year 2014-15.

◆ Composition:

Audit Committee of your Company as on date consists of following Non-executive Independent Directors:

1.	Mr. Omar Mohammad	Chairman
2.	Mr. Deepak Singh	Member
3.	Mr. Syed Mohiuddin Ahmed	Member

◆ Meetings and Attendance during the year:

The committee met Four times during the financial year 30.05.2014, 14.08.2014, 13.11.2014 and 13.02.2015 on and attendance of each Member of Committee is as follows.



S. No	Name of the Member	Designation	No. of Meetings held	Meetings No. of attended
1	Omar Mohammad	Chairman	4	4
2	Syed Mohiuddin Ahmed	Member	4	4
3	Deepak Singh	Member	4	3

Terms of Reference

- The recommendation for appointment, remuneration and terms of appointment of auditors of the Company
- Review and monitor the auditor's independence and performance and effectiveness of audit process.
- Examination of the financial statement and auditor's report thereon.
- Approval or any subsequent modification of transaction of the company with related parties.
- Scrutiny of intercorporate loans and investments.
- Valuation of undertakings or assets of the company, wherever it is necessary.
- evaluation of internal financial control and risk management systems.
- Monitoring the end use of funds and related matters.
- others task as may be assigned by the board.

4. NOMINATION AND REMUNERATION COMMITTEE:

◆ Brief description of terms of reference

The Nomination and Remuneration Committee is vested with the powers relating to formulating the criteria for determining qualifications, attributes, independence of a directors, recommend to the board policies for executive directors and senior managements.

The Committee shall also identify & screen candidates who qualify to become directors and may be appointed in senior management with the criteria laid down, evaluation of director's performance, approving and evaluating the compensation plans, policies and programs for executive directors and senior managements.

◆ Composition:

The Nomination & Remuneration Committee constitutes of following directors:

1.	Omar Mohammad	Chairman
2.	Syed Mohiuddin Ahmed	Member
3.	Deepak Singh	Member

◆ Meetings and Attendance during the year:

The committee met on 13.02.2015 during the financial year and was attended by all Members of Committee.



Details of remuneration paid to the Directors:

The remuneration policy of the Company has been so structured in order to match the market trends of the IT industry. The Board in consultation with the Nomination and Remuneration & Committee decides the remuneration policy for Directors. The Company has made adequate disclosures to the members on the remuneration paid to Directors from time to time. Remuneration/ Commission payable to Directors is determined by the contributions made by the respective Directors for the growth of the Company.

Presently, the non-executive Directors do not receive any remuneration from the Company except sitting fees.

The aggregate value of salary and perquisites for the year ended 31.03.2015 to Managing Director is as under:

Name	Designation	Remuneration paid / to be paid for Financial Year 2014-15 (in ₹)		
		Salary & Perks	Commission	Total
Dhiraj Kumar Jaiswal	Managing Director	12,00,000	--	12,00,000

5. STAKEHOLDERS RELATIONSHIP COMMITTEE:

Composition of Stakeholders Relationship Committee is as follows.

S. No.	Name	Designation
1.	Omar Mohammad	Chairman
2.	Syed Mohiuddin Ahmed	Member

The role of Stakeholders' Relationship Committee is as follows:

1. Considering and resolving the grievances of shareholders of the Company with respect to transfer of shares, non-receipt of annual report, non-receipt of declared dividend, etc.;
2. Ensuring expeditious share transfer process in line with the proceedings of the Share Transfer Committee;
3. Evaluating performance and service standards of the Registrar and Share Transfer Agent of the Company;

OTHERS:

- (a) Name and designation of Compliance officer: Mr. Dhiraj Kumar Jaiswal
Managing Director
- (b) Details of Investor complaints received and redressed during the year:



Particulars	Financial Year 2014-15		
	Received	Resolved	Pending
Complaints Received	5	5	Nil

6. General Body Meetings of the Company:

Location and time where the last three AGMs held:

Year	Location	Date	Time (A.M.)	No. of Special Resolutions
2013-14	1st Floor, Champa Mansion, Nampally Station Road, Hyderabad – 500 001	29.09.14	11.00	1
2012-13	1st Floor, Champa Mansion, Nampally Station Road, Hyderabad – 500 001	27.09.13	11.00	Nil
2011-12	1st Floor, Champa Mansion, Nampally Station Road, Hyderabad – 500 001	28.09.12	11.00	Nil

- One special Resolution was passed for in the Annual General Meeting for FY 2013-14.
- No Special Resolutions were passed through postal ballot at the Last Annual General Meeting (AGM) and no Special Resolutions are proposed through postal ballot at the ensuing Annual General Meeting.

7. DISCLOSURES:

a. CEO and CFO Certification:

The Managing Director and Chief Financial Officer have given a certificate to the Board as contemplated in Clause 49 of the Listing Agreement.

b. Related Party Transactions:

There are no materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the Directors or the management, their subsidiaries or relatives etc., that may have potential conflict with the interests of Company at large:

Transactions with related parties were disclosed in the Notes to Accounts in the Annual Report.



c. Compliance with the Governance Framework

The Company has complied with the mandatory requirements of Clause 49 of the Listing Agreement including CEO/CFO certification. As required under Clause 49, a certificate signed by CEO & CFO of the Company has been placed before the Board of Directors and the same has been provided elsewhere in this report. Further, a certificate from the Statutory Auditors, certifying the compliance of clause 49 of the Listing agreement was adhered/adopted has also been provided elsewhere in this report.

Clause 49 also requires disclosures of adoption by the Company of non-mandatory requirements specified in the said clause, the implementation of which is discretionary on the part of the Company. Accordingly, the adoption of non-mandatory requirements are given below:-

i) Whistle Blower Policy:

The Company has established a mechanism for employees to report concerns about unethical behaviors, actual or suspected fraud, and violation of Code of Conduct of the Company etc. The mechanism also provides for adequate safeguards against victimization of employees who avail the mechanism and also provides for direct access by the Whistle Blower to the Audit Committee. We affirm that during the Financial Year 2014-15, no employee has been denied access to the Audit Committee.

ii) Risk Management framework:

The Company continues to use the Risk Management framework adopted by the Board of Directors. The framework provides an integrated approach for managing the risks in various aspects of the business.

iii) Insider Trading Policy:

As per the SEBI (Prohibition of Insider Trading) Regulations, 1992 an Insider Trading Policy of the company is in force. The policy guides a mechanism for regulating transactions of the shares of the company and enforces a code of conduct and internal procedures.

d. Details of Non Compliance and Penalties:

There was no non-compliance by the Company during the last 3 years on any matter relating to capital markets and there were no penalties, strictures imposed on the Company by stock Exchange or SEBI or any statutory authority

8. Means of Communication:

a. Investor Information:

Investors are being provided with timely information on all Company related matters; Media release: all our media releases are posted on the Company's website: www.cattechnologies.com.



i) Quaterly Results:

Quarterly results and Annual Results of the Company are normally published in Telugu & English Newspaper. Further all material information which will have some bearing on the operation of the Company is sent to stock exchanges concerned.

ii) Annual Report:

Annual Report containing audited standalone accounts, consolidated financial statements together with Directors' Report, Auditors' Report and other important information are circulated to members and others entitled thereto either in physical copy or through email.

iii) Website:

The Company's website contains a separate dedicated section "Investor Relations" where information sought by shareholders and the presentations made to the investors are available. The Annual Report, Media release and financial reports of the company are available on the website in a user-friendly and downloadable form at www.cattechnologies.com.

b. Management Discussion And Analysis Report:

As required by Clause 49 of the Listing Agreement, The Management Discussion And Analysis Report gives an overview of the Industry, Company's business, its financials etc., and the same is provided elsewhere in this report, which forms a part of the Directors' Report.

• GENERAL SHAREHOLDER INFORMATION:

AGM: The 20th Annual General Meeting of the Company will be held on WEDNESDAY, 30TH SEPTEMBER, 2015 at 11.00 A.M at Registered Office of the Company at 1st Floor, Champa Mansion, Nampally Station Road, Hyderabad - 500 001.

Financial Calendar:

First Quarter Results	First week of August, 2015
Second Quarter Results	First week of November, 2015
Third Quarter Results	First week of February, 2016
Audited Results	Last week of May, 2016

Book Closure Date:

Thursday, 28th September, 2015 to Wednesday, 30th September, 2015 (inclusive of both days)

**E-voting Date:**

From Saturday, 26th September, 2015 9 A.M. to Tuesday, 29th September, 2015 5 P.M.

Listing on Stock Exchanges: The shares of the Company are listed on BSE Limited:

Scrip Code: BSE Limited : 531682

Your Company has paid the Annual Listing Fee to BSE Limited.

Market Price Data:

High/Low during each month in last financial year on the Stock Exchange is as follows:

Month	BSE Limited	
	High	Low
April 2014	5.50	4.70
May 2014	7.00	4.51
June 2014	6.37	5.00
July 2014	5.90	4.70
Aug 2014	5.75	4.10
Sep 2014	7.84	4.06
Oct 2014	7.13	4.80
Nov 2014	6.44	3.60
Dec 2014	4.30	1.47
Jan 2015	2.83	1.46
Feb 2015	2.22	1.71
Mar 2015	1.90	1.18

ISIN No. for NSDL & CDSL: INE170B01037

Registrar and Transfer Agents:

M/s. Aarthi Consultants Private Limited
1-2-285, Domalguda, Hyderabad- 029
Phone: 040-27638111
Fax: 040-27632184
E-mail: info@aarthiconsultants.com

Share Transfer System:

All the physical share transfers received are processed by the Share Transfer agents, M/s. Aarthi Consultants Private Limited. The Company's shares are being traded in compulsory De-mat form. The Company has already entered into agreement with both the depositories i.e. NSDL and CDSL, for dematerialization of shares, which enables the shareholders to hold and transfer shares in electronic form.

**SHAREHOLDING PATTERN AS ON 31ST MARCH, 2015**

S. No	Category	No. of Shares	% of holding
1	Indian Promoters	45,66,209	5.75
3	Mutual Funds & UTI	-	-
4	Banks, Financial Institutions, Insurance Companies (Central/State Govt. Institutions / Non-Govt. Institution)	15,200	0.02
5	Foreign Institutional Investors	12,99,133	1.64
6	Private Corporate Bodies	75,77,700	9.54
7	Indian Public	81,06,739	10.21
8	NRI's/OCB's (Including Depository Receipts)	5,78,71,497	72.85
	TOTAL	7,94,36,478	100.00

DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2015

S. No	Category From-To	No. of Holders	% of Holders	No. of Shares	No. of Shares
1	Upto - 5,000	4565	70.31	929147	1.17
2	5,001 - 10,000	838	12.91	741124	0.93
3	10,001 - 20,000	454	6.99	744080	0.94
4	20,001 - 30,000	168	2.59	440601	0.55
5	30,001 - 40,000	80	1.23	289941	0.36
6	40,001 - 50,000	96	1.48	462367	0.58
7	50,001-1,00,000	145	2.23	1132924	1.43
8	Above- 1,00,000	147	2.26	74696294	94.03
TOTAL		6483	100	79436478	100



Dematerialization of shares and liquidity:

The Shares of the Company are under compulsory demat trading. The Company has already entered into necessary agreements with NSDL and CDSL for demat facility.

99.51% of total equity capital of the Company is held in dematerialization form with NSDL and CDSL as on 31st March, 2015.

Outstanding GDRs / ADRs / Warrants or any Convertible instruments, conversion date and likely impact on equity:

Company has 33,05,996 GDRs with 5,77,95,528 underlying Equity Shares

Address for correspondence:

M/s. Aarthi Consultants Private Limited

1-2-285, Domalguda

Hyderabad – 500 029

Phone: 040-27638111

Fax: 040-27632184

E-mail: info@aarthiconsultants.com



CEO & CFO CERTIFICATION UNDER CLAUSE 49(V) OF THE LISTING AGREEMENT

To
The Board of Directors
CAT Technologies Limited
Hyderabad.

We, Dhiraj Kumar Jaiswal, Managing Director and Anurag Jaiswal, Chief Financial Officer of CAT Technologies Limited ("Company") hereby certify that:-

- (a) We have reviewed financial statements and the Cash Flow Statement of the company for the financial year ended March 31, 2015 and that to the best of our knowledge and belief.
 - i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the audit committee.
 - i) Significant changes in internal control over financial reporting during the year;
 - ii) Significant changes in accounting policies during the year and the same have been disclosed in the notes to the financial statements; and
 - iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Sd/-
Dhiraj Kumar Jaiswal
Managing Director

Sd/-
Anurag Jaiswal
Chief Financial Officer

Place: Hyderabad
Date: 14.08.2015



Dematerialization of shares and liquidity:

The Shares of the Company are under compulsory demat trading. The Company has already entered into necessary agreements with NSDL and CDSL for demat facility.

99.51% of total equity capital of the Company is held in dematerialization form with NSDL and CDSL as on 31st March, 2015.

Outstanding GDRs / ADRs / Warrants or any Convertible instruments, conversion date and likely impact on equity:

Company has 33,05,996 GDRs with 5,77,95,528 underlying Equity Shares

Address for correspondence:

M/s. Aarthi Consultants Private Limited

1-2-285, Domalguda

Hyderabad – 500 029

Phone: 040-27638111

Fax: 040-27632184

E-mail: info@aarthiconsultants.com



AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT

AUDITORS' CERTIFICATE

To
The Members
CAT Technologies Limited

We have examined the compliance of conditions of Corporate Governance by M/s. CAT Technologies Limited for the period ended on 31st March 2015 as stipulated in Clause 49 of the Listing Agreement of the Company with Stock Exchanges.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for insuring the compliance of 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, we certify that the Company has complied with conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

We state that in respect of Investor grievances received during the year ended 31st March, 2015, no investor grievances are 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 the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Hyderabad
Date: 14.08.2015

For Suresh Gupta .Y & Co.
Firm Reg No. 009012S
Chartered Accountants

Sd/-
Y. Suresh Gupta
Proprietor
Membership No. 209738



INDEPENDENT AUDITOR'S REPORT

To the Members of CAT TECHNOLOGIES LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of CAT Technologies Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.



Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at March 31, 2015, its loss, and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's report) Order, 2015 ("the Order") issued by the Central Government of India in terms of subsection (11) of section 143 of the Act, we give in the Annexure 1, a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
 - (a) We have sought and 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 account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) On the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of section 164 (2) of the Act;
 - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - ii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company

For Suresh Gupta .Y & Co.,

Chartered Accountant

Firm Regn No: 009012S

Sd/-

Y.Suresh Gupta

Proprietor

Membership No.209738

Date: 30th May 2015

Place: Hyderabad.

**Annexure to the Auditors' Report**

The Annexure referred to in our report to the members of CAT Technologies Ltd (the Company') for the year Ended on 31st March 2015. We report that:

1. In respect of the fixed assets of the Company:

- (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

2. In respect of the inventories of the Company:

- (a) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals.
 - (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business.
 - (c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.
- 3. The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the Register maintained under Section 189 of the Act.
 - 4. In our opinion and according to the information and explanations given to us, having regard to the explanations that some of the items purchased are of special nature and suitable alternative sources are not readily available for obtaining comparable quotations, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of inventory and fixed assets and the sale of goods and services. During the course of our audit, we have not observed any major weakness in such internal control system.
 - 5. In our opinion and according to the information and explanations given to us, the Company has not accepted deposits during the year and does not have any unclaimed deposits. Therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
 - 6. The provisions of clause 3 (vi) of the Order are not applicable to the Company as the Company is not covered by the Companies (Cost Records and Audit) Rules, 2014.
 - 7. According to the information and explanations given to us, in respect of statutory dues:
 - (a) The Company has generally been irregular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Service Tax, and other material statutory dues applicable to it with the appropriate authorities.
 - (b) There were no undisputed amounts payable in respect of Provident Fund,



Employees' State Insurance, Income Tax, Service Tax, and other material statutory dues in arrears as at March 31, 2015 for a period of more than six months from the date they became payable.

Particulars	Amount
EPF	1,88,633.00
E.S.I.	10,13,896.00
T.D.S.	8,17,536.00

- (c) There were no disputed amount of Income Tax and Service Tax which have not been deposited as at March 31, 2015.
 - (d) There has no Unclaimed dividends outstanding for more than the specified period, hence the Company has not transferred any amount to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 and Rules made there under.
8. The company has been in existence for a period of more than Five years and it has not incurred cash losses during the financial year and in the immediately preceding financial year and the company have accumulated losses.
 9. According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of dues to any financial institution or bank as at the Balance Sheet date.
 10. The company has not extended any Term Loan or guarantee to its subsidiaries from Financial Institutions.
 11. According to the information and explanations given to us, the Company did not avail any term loan during the year.
 12. To the best of our knowledge and belief and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

For Suresh Gupta .Y & Co.,
Chartered Accountant
Firm Regn No: 009012S

Sd/-
Y.Suresh Gupta
Proprietor
Membership No.209738

Place: Hyderabad
Date: 30th May, 2015



BALANCE SHEET AS AT 31-03-2015

PARTICULARS	Note Ref	AS AT 31.03.2015	AS AT 31.03.2014
I. EQUITY AND LIABILITIES			
1. Share Holders Funds			
(a) Share Capital	3	794,364,780	794,364,780
(b) Reserves and Surplus	4	(43,064,970)	(19,249,698)
		751,299,810	775,115,082
2. Non-current Liabilities			
(a) Long - Term Borrowings	5	25,913,590	27,072,745
(b) Deferred Tax Liabilities (Net)	6	3,603,725	2,774,849
		29,517,315	29,847,594
3. Current Liabilities			
(a) Short Term Borrowings	7	10,362,523	10,521,060
(b) Trade Payables	8	13,623,908	14,211,420
(c) Short-Term Provisions	9	13,271,374	8,812,584
(c) Other Current Liabilities	10	2,519,067	225,000
		39,776,872	33,770,064
TOTAL		820,593,997	838,732,740
II. ASSETS			
1. Non-current Assets			
(a) Fixed Assets	11		
Tangible Assets		43,096,930	46,458,510
Intangible Assets		17,776,335	17,489,911
(b) Non-current Investments	12	680,030,593	680,030,593
(c) Long-term Loans and Advances	13	9,224,767	9,224,767
(d) Other Non-Current Assets	14	-	-
		750,128,625	753,203,781
2. Current Assets			
(b) Trade Receivables	15	62,266,296	81,143,771
(c) Cash and Cash Equivalents	16	2,459,061	992,389
(d) Short-term Loans and Advances	17	5,685,628	2,521,409
(e) Other Current Assets	18	54,387	871,390
		70,465,372	85,528,959
TOTAL		820,593,997	838,732,740

Notes 1 & 2 relate to General Information and Summary of Significant Accounting Policies respectively. The Notes 3 to 18 are an integral part of these financial statements.

as per our report of even date attached

For and on behalf of the Board

For Suresh Gupta .Y & Co.,

Chartered Accountants

FRN:009012S

Sd/-

Y. Suresh Gupta

Proprietor

Membership No :209738

Place: Hyderabad

Date:30-05-2015

Sd/-

DHIRAJ KUMAR JAISWAL

(Managing Director)

Sd/-

SYED MOHIUDDIN AHMED

(Director)

Sd/-

Anurag Jaiswal

Chief Financial Officer



PROFIT & LOSS STATEMENT FOR THE YEAR ENDED 31.03.2015

PARTICULARS	NOTE REF.	YEAR ENDED 31.03.2015	YEAR ENDED 31.03.2014
I. REVENUE			
Gross Revenue	19	46,425,029	40,969,787
Other Income	20	1,689,599	11,975,483
Total Revenue		48,114,628	52,945,271
II. EXPENSES			
Employee Costs	21	55,875,742	54,049,912
Selling ,General & Adminstrative Expenses	22	9,325,536	10,062,162
Finance Charges	23	1,429,454	1,346,554
Depreciation	24	3,639,140	8,544,616
Miscellaneous Expenditure written off	25	831,156	3,485,542
Total Expenses		71,101,028	77,488,786
III. PROFIT BEFORE TAX		(22,986,400)	(24,543,515)
IV. TAX EXPENSES			
Current Tax (including previous year's taxes)		-	-
Deffered Tax (Refer Note 6)		828,876	(686,917)
V. PROFIT FOR THE PERIOD		(23,815,277)	(23,856,599)
VI. EARNINGS PER EQUITY SHARES			
Basic and Diluted		(0.30)	(0.30)

Notes 1 & 2 relate to General Information and Summary of Significant Accounting Policies respectively. The Notes 19 to 25 are an integral part of these financial statements.

as per our report of even date attached

For and on behalf of the Board

For Suresh Gupta .Y & Co.,
Chartered Accountants
FRN:009012S

Sd/-

Y. Suresh Gupta

Proprietor

Membership No :209738

Place: Hyderabad

Date:30-05-2015

Sd/-

DHIRAJ KUMAR JAISWAL

(Managing Director)

Sd/-

SYED MOHIUDDIN AHMED

(Director)

Sd/-

Anurag Jaiswal

Chief Financial Officer



CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH 2015

PARTICULARS	AS AT 31.03.2015	AS AT 31.03.2014
Net Profit / (Loss)	(22,986,400)	(24,543,515)
Adjustments for:		
Depreciation	3,639,140	8,544,616
Interest Charges	1,429,454	1,346,554
Interest Income	(53,635)	(57,178)
Loss on Chit Fund	651,380	-
Loss on sale of Investment	-	-
Miscellaneous Exp w/off	831,156	3,485,542
Other Income	-	(577,400)
Bad Debts Written Off	-	-
Interest on TDS	332,442	230,723
Exchange difference	(4,287,807)	(4,160,972)
Total	2,542,131	8,811,885
Operating Profit / (Loss) before Working Capital Changes	(20,444,270)	(15,731,630)
Adjustments for:		
Increase (Decrease) / in Current Assets	(16,530,259)	(36,560,746)
(Increase) / Decrease in Current Liabilities	(6,006,808)	5,015,618
Cash Generation from / (used in) Operations	2,092,797	15,813,498
(Direct Taxes Paid)	-	-
Add: Interest Received (received in cash)	-	-
Other Income/ (Adjustments)	-	-
Less: Bad Debts Written Off	-	-
Interest on TDS	(332,442)	(230,723)
Net Cash Flow from / (used in) Operating Activities (A)	1,760,355	15,582,775
Cash Flow from Investing Activities		
Purchase of Fixed Assets	563,983	1,396,567
Brand Building (Advt Expenses)	-	-
Purchase of Investments	-	-
Sale of Investments	-	-
Net Cash (used in) / from Investing Activities (B)	563,983	1,396,567
Cash Flow from Financing Activities		
Interest Paid	1,429,454	1,346,554
Increase / (Decrease) in Loans/Borrowings	(1,159,155)	(14,841,211)
Increase in Unsecured Loans	-	-
Repayment of Short term borrowings	-	-
Net Cash (used in) / from Financing Activities (C)	270,300	(13,494,657)
Net (Decrease) / Increase in Cash & Cash Equivalents (A - B+ C)	1,466,672	691,551
Cash & Cash Equivalents at the beginning of the Period / Year	992,389	1,683,939
Cash & Cash Equivalents at the end of the Period / Year	2,459,061	992,389

Note:

1. Cash Flow Statement is prepared as per indirect method as specified in AS-3 "Cash Flow Statement"
2. Figures in brackets indicate Cash Outflow

**Notes to the Financial Statements****1. General Information**

CAT Technologies Limited (the “Company” or “CAT”) is engaged in the business of Medical Transcription, Training, Software Development and Consulting Services.

2. Summary of Significant Accounting Policies**Basis for preparation of Financial Statements**

These Financial Statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. These Financial Statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) [Companies (Accounting Standards) Rules, 2006, as amended from time to time] and the other relevant provisions of the Companies Act, 1956.

All Assets and Liabilities have been classified as current or non-current as the case may be, as per the Company's normal operative cycle and other criteria set out in the Schedule VI of the Companies Act, 1956. Since the Company is in the business of Medical Transcription, Training, Software Development and consulting services, the Company has determined its operative cycle as 12 months for the purpose of current – noncurrent classification of Assets and Liabilities.

Preparation of the financial statements, in conformity with generally accepted principles, requires the use of estimates and assumptions that affect the reported amount of assets and liabilities as at the Balance Sheet date, reported amounts of revenues and expenses during the year and disclosure of contingent liabilities as at that date. The estimates and the assumptions used in these financial statements are purely based upon the management's evaluation of relevant facts and circumstances as of the date of the financial statements.

2.1. Tangible Assets

Tangible Assets are stated at acquisition cost, net of accumulated depreciation along with accumulated impairment losses. Cost comprises of the purchase price and other attributable direct & indirect expenses like inward freight, expenses, taxes and duties etc., and cost of borrowings till the date of capitalization.

Subsequent expenditures related to an item of fixed asset are added to its book value only if they increase the future benefits from the existing asset beyond items previously assessed standard of performance.

Gains or Losses arising from the retirement or disposal of fixed assets which are carried at cost are recognized in the statement of Profit and Loss Account.

Depreciation for the year has been provided on Straight-Line Method as per the rates prescribed under Schedule XIV of the Companies Act, 1956 and the same is consistent with the method followed by the Company in the previous years.

**2.2. Intangible Assets**

Intangible Assets are stated at acquisition cost, net of accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortised on straight line basis over their estimated life on the decision of the management. The amortization period and the amortization method are reviewed by the management at each financial year end. If the expected period of usage is significantly different from the previous estimates, the amortization period is changed accordingly based on the management decision.

Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized as income or expense as the case may be, in the Statement of Profit and Loss.

2.3. Borrowing Costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, that necessarily take a substantial period of time to get ready for their intended use of operation or sale, are added to the cost of the respective assets. All other borrowing costs are recognized as financial costs in Statement of Profit and Loss for the period in which they are incurred.

2.4. Impairment of Assets

Assessment is done at each Balance Sheet date as to whether there is any indication that an asset (tangible and intangible) may be impaired. Assets, which are impaired by disuse or obsolescence, are segregated from the concerned asset category and shown as deletions in the Fixed Assets (schedule) and appropriate provision, is made for the difference between the net carrying cost, and the net realizable value in respect of the dismissed or deleted assets.

2.5. Investments

Investments that are readily realisable and are intended to be held for not more than one year, from the date of such investments, are classified as current investments. All other investments are classified as long term investments. Current investments are carried at cost or fair value, whichever is lower. Long-term investments are carried at cost. However, suitable provision for diminution in value is made to recognize the decline, other than temporary, in the value of the relevant investments, individually.

2.6. Work In Process

Work In Process is valued as sum of Direct expenses and other expenses allocable to the project.

2.7. Sundry Debtors and Advances

Sundry Debtors and Advances are considered at the realizable value. Specific debts and advances identified as irrecoverable and doubtful are written off or provided for respectively and the same are suitably considered in the Statement of Profit & Loss for the year.

**2.8. Cash and Cash Equivalents**

In the Financial Statements, cash and cash equivalents include cash in hand, cash at banks and fixed deposits with banks.

2.9. Foreign Currency Translation

Transactions effected during the year in foreign currency are recorded at the exchange rate prevailing at the time of respective transactions. Assets and Liabilities related to foreign currency transactions remaining unsettled at the year-end are translated at contract rates, which are covered by foreign exchange contracts and at applicable year-end rate in other cases. Realized gains/losses, particularly in respect of Commercial Debts realized by way of foreign exchange transactions other than those relating to fixed assets, are considered appropriately in the Statement of Profit & Loss. Gain/Loss on transaction of long-term liabilities incurred to acquire fixed assets is treated as an adjustment to the carrying cost of the respective fixed assets.

2.10. Revenue Recognition

Revenue from software development on fixed-price and fixed –time frame contract, where there is no uncertainty as to measurement or collectability , revenue consideration is recognized as per the percentage of completion method.

2.11. Employee Benefits

Gratuity & Leave Encashment: Liability in respect of gratuity and leave encashment benefit on retirement is accounted for as and when paid. Hence no provision has been made.

2.12. Current and Deferred Tax**2.12.1 Current Tax:**

Tax expense for the period, comprising of current tax and deferred tax, are included in the determination of the net profit or loss for the year. Provision for Current tax is made for the amount expected to be paid in respect of the taxable income for the year in accordance with the taxation laws.

2.12.2 Deferred Tax:

Deferred Tax is recognized on timing differences; being the difference between taxable income and accounting income that originate in one period and is capable of reversal in subsequent periods, subject to consideration of prudence.

2.12.3 Minimum Alternative Tax:

MAT credit is recognized as an asset only to the extent that there is possible evidence that the company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer possible evidence to the effect that the Company will pay normal income tax during the specified year.



2.13. Provisions and Contingent Liabilities

2.13.1. Provisions:

Provisions are recognized when there is a present obligation as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date and are not discounted to its present value.

2.13.2. Contingent Liabilities:

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is termed as a contingent liability.

2.14. Leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operative leases. The company's significant leasing arrangements are in respect of operating leases of office premises. The leasing arrangements are for a period ranging between one year to three years generally and are either renewable or cancelable by mutual consent and on agreed terms. Payments made under operating leases are charged in the Statement of Profit and Loss Account.

2.15. Segment Reporting

The accounting policies adopted for segment reporting are in conformity with the accounting policies adopted for the Company. Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment.

2.16. Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit for the period after applicable taxes for the period. The weighted average value of equity shares considered for EPS is Rs.10/- per equity share.



NOTES RELATING TO BALANCE SHEET

NOTES RELATING TO BALANCE SHEET

PARTICULARS		AS ON	
		31.03.2015 (Rs)	31.03.2014 (Rs)
3. SHARE CAPITAL			
AUTHORISED :			
12,00,00,000 (March 31, 2014 : 12,00,00,000) Equity Shares of Rs.10/- each		1,200,000,000	1,200,000,000
		1,200,000,000	1,200,000,000
Issued:			
7,94,36,478 (March 31, 2014 : 7,94,36,47 Shares of Rs.10/- each fully paid up		794,364,780	794,364,780
		794,364,780	794,364,780
Subscribed and Paidup:			
7,94,36,478 (March 31, 2014 : 7,94,36,478) Equity Shares of Rs.10/- each fully paid up		794,364,780	794,364,780
Total		794,364,780	794,364,780

(a) There are no shareholders hoding more than 5% shares in the Company.

(b) Reconciliation of Number of Shares outstanding at the beginning and at the end of the year

Equity Shares:	As at March 31, 2015		As at March 31, 2014	
	No. of Shares	Amount	No. of Shares	Amount
Balance at the beginning of the year	79,436,478	794,364,780	79,436,478	794,364,780
Add: Shares issued during the year	-	-	-	-
Balance at the end of the year	79,436,478	794,364,780	79,436,478	794,364,780

(c) Rights attached to Shares

Equity Shares: The Company has one class of equity shares having a par value of Rs.10/- per share. Each Shareholder is eligible for one vote per share held.



NOTES RELATING TO BALANCE SHEET

(d) GDR issue details

- (i) In the Financial Year 2007-08 43,04,348 No's GDR equivalent to 2,58,26,088 Equity Shares of Rs. 10/- each have been issued

(1 GDR is equivalent to 6 Equity Shares)

- (ii) In the Financial Year 2009-10 15,95,333 No's GDR equivalent to 4,78,59,990 Equity Shares of Rs. 10/- each have been issued

(1 GDR is equivalent to 30 Equity Shares)

PARTICULARS	AS AT	
	31.03.2015 (Rs)	31.03.2014 (Rs)
4. Reserves and Surplus		
a) Equity Share Premium		
Balance as at the beginning of the year	1,400,000	1,400,000
Add: Transfers	-	-
Less: Utilisations	-	-
Balance as at the End of the year - (a)	1,400,000	1,400,000
b) Surplus in Statement of Profit and Loss		
Balance as at the beginning of the year	(20,649,698)	3,206,902
Add: Profit for the Year	(23,815,277)	(23,856,600)
Less: Transfers	-	-
Balance as at the End of the year - (b)	(44,464,970)	(20,649,698)
Total (a+b)	(43,064,970)	(19,249,698)



NOTES RELATING TO BALANCE SHEET

PARTICULARS	AS AT	
	31.03.2015 (Rs)	31.03.2014 (Rs)
5. Long-Term Borrowings		
Secured		
Hypothecated Loans [Refer Note (a) below]	1,046,279	1,842,465
Secured Mortgage Loan - BOI [Refer Note (a) below]	2,377,759	2,520,869
Unsecured		
From Others [Refer Note (b) below]	22,489,552	22,709,409
Dinesh Kumar Jaiswal [Refer Note (c) below]	-	-
Total	25,913,590	27,072,743

Note:**(a) Nature of Security and terms of repayment for Secured Borrowings**

Nature of Security	Terms of Repayment
Vehicle Loans - BMW & Polo - Volkswagon Car by way Hypothecation of vehicles.	BMW Loan amount being repayable @ Rs 78,007 per month for 60 months Polo - Volkswagon Loan amount being repayable @ Rs 19,397 per month for 12 months over the next 12 months reflected in short term borrowings
Mortgage Loan from Bank of India by mortgage of Land Documents	Mortgage Loan amount being repayable @ Rs 38950 per month for 144 months, interest & principal payable over the next 12 months reflected in short term borrowings.

- (b) Unsecured Loans are repayable as and when the Lender serves the intimation to the Company. As such there are no Terms for repayment of these unsecured loans.



NOTES RELATING TO BALANCE SHEET

PARTICULARS	AS AT	
	31.03.2015 (Rs)	31.03.2014 (Rs)
6. Deferred Tax Liability		
Opening Balance	2,774,849	3,461,766
Add: Deferred Tax liability/(Deferred Tax Asset) during the year	828,876	(686,917)
Total	3,603,724.51	2,774,849

Note:

In accordance with Accounting Standard 22 on Accounting for Taxes on Income, the Company has computed Deferred Tax Asset amounting to Rs.8.29 Lacs on account of timing difference in relation to depreciation as per books vis.a.vis Tax Laws.

7. Short-term Borrowings		
SECURED		
Secured Overdraft From DCB Bank - [Refer Note (a) below]	1,402,919	2,527,395
Current Maturities of Long Term Debt (refer Note (b) & ('c))	1,607,579	1,655,645
UNSECURED		
Chit Amount Payable	1,823,025	809,020
Cat Educational Society	5,529,000	5,529,000
Total	10,362,523	10,521,060

Note:

- (a) Overdraft Loans from banks are secured by collaterals of personal properties of Director.
- (b) Vehicle loan from BMW Financial Services & ICICI Bank amounting to Rs. 21,67,200/- (March 31,2015) is secured by way of Hypothecation of Vehicles emi's pertaining to next 12 months reflected here.
- (C) Mortgage loan from Bank of India amounting to Rs. 28,64,417/- (March 31,2015) is secured by way of Mortgage of land pertaining to next 12 months reflected here.

8. Trade Payables

Trade Payable [Refer Note 31(h)]	13,623,908	14,211,420
Total	13,623,908	14,211,420



NOTES RELATING TO BALANCE SHEET

PARTICULARS	AS AT	
	31.03.2015 (Rs)	31.03.2014 (Rs)
9. Short-term Provisions		
Provision for Expenses		
Audit Fees	225,000	225,000
Electricity charges	1,131,239	133,156
Remuneration	947,900	980,166
Salaries	5,254,608	4,522,807
Rent	648,000	262,995
Provision for TDS	3,999,038	1,723,036
Provision for EPF	379,192	98,720
Provision for ESI	517,867	741,296
Provision for Professional Tax	168,530	122,190
Vehicle - EMI Interest	-	3,218
Total	13,271,374	8,812,584

10. Other Current Liabilities

Current Liabilities for Expenses		
Audit Fees Payable	390,000	225,000
Rent Payable	234,995	-
TDS Payable	-	-
EPF Payable	98,720	-
ESI Payable	741,296	-
Professional Tax Payable	73,890	-
Salaries Payable	-	-
Remuneration	980,166	-
Total	2,519,067	225,000

Sl. No.	NAME OF THE ASSET	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		COST ASAT 01/04/2014	Additions During the year	Deletions During the year	TOTAL AS AT 31/03/2015	DEP. As On 01/04/2014	Dep. the Period	Written Back	Total Dep. As On 31/03/15	WDV As At 31/03/15	WDV As At 31/03/14
1	Office Equipment	5,150,757	223,000	-	5,373,757	1,879,418	272,856	0	2,152,274	3,221,483	3,271,339
2	Buildings	35,321,274		-	35,321,274	3,547,403	575,737	0	4,123,140	31,198,134	31,773,871
3	Computer	27,528,819	12,075	-	27,540,894	25,981,657	1,548,583	0	27,530,240	10,654	1,547,162
4	Vehicles	10,357,408		-	10,357,408	4,820,819	520,236	0	5,341,055	5,016,353	5,536,589
5	Furniture & Fixtures	10,765,726	13,965	-	10,779,691	6,534,076	681,742	0	7,215,818	3,563,873	4,231,650
6	Plant & machinery	241,392	-	-	241,392	143,494	11,466	0	154,960	86,433	97,899
	TOTAL	89,365,376	249,040	-	89,614,416	42,906,867	3,610,620	-	46,517,487	43,096,930	46,455,510
	Previous Year	89,006,305	359,071	-	89,365,376	40,579,262	2,327,605	-	42,906,867	46,458,510	48,427,044

Sl No	Particulars	GROSS BLOCK				DEPRECIATION			NET BLOCK	
		As at 01.04.2014	Additions during the Year	Deletions during the Year	As at 31.03.2015	As at 01.04.2014	For the year	On Deletions	As at 31.03.2015	As at 31.03.2014
1	Computers Software	40,986,501	314,943	-	41,301,444	40,986,501	28,519	-	286,424	-
2	Goodwill [Refer Note 31C]	17,489,911	-	-	17,489,911	-	-	-	17,489,911	17,489,911
	Total	58,476,412	314,943	-	58,791,355	40,986,501	28,519	-	17,776,335	17,489,911
	Previous Year	57,438,916	1,037,496		58,476,412	34,769,490	6,217,011		17,489,911	22,669,428



NOTES RELATING TO BALANCE SHEET

PARTICULARS	AS AT	
	31.03.2015 (Rs)	31.03.2014 (Rs)
12. Non-current Investments		
Unquoted Equity Instruments		
(a) Investment in subsidiaries		
306 Equity Share of UAE Dirhams 1,50,000 each	640,030,593	640,030,593
100 Common Shares of US Dollar 10 each (March 31,2011: 100 Common Shares of US Dollar 10) held in CAT Technology INC	40,000,000	40,000,000
(b) Others	-	-
	680,030,593	680,030,593
13. Long-term Loans and Advances		
Deposits	9,224,767	9,224,767
Total	9,224,767	9,224,767
14. Other Non-Current Assets		
Miscellaneous Expenditure	-	-
Total	-	-
15. Trade Receivables		
Secured, Considered Good [Refer Note 2.7]		
Outstanding for a period Exceeding Six Months	62,266,296	66,273,649
Others	-	14,870,122
Total	62,266,296	81,143,771
16. Cash And Cash Equivalent		
Bank Balances		
In Current Accounts	1,375,038	22,262
Cash on Hand	1,084,023	970,127
Total	2,459,061	992,389



NOTES RELATING TO BALANCE SHEET

PARTICULARS	AS AT	
	31.03.2015 (Rs)	31.03.2014 (Rs)
17. Short-Term Loans and Advances		
Other Loans and Advances	4,844,265	1,827,730
Office Deposits	741,363	693,679
Advances to Suppliers	-	-
Advances to Employees	100,000	-
Total	5,685,628	2,521,409
18. Other Current Assets		
TDS Receivable	54,387	40,234
Miscellaneous Expenditure not written off	-	831,156
Total	54,387	871,390



NOTES RELATING TO STATEMENT OF PROFIT AND LOSS AS ON 31-03-2015

PARTICULARS	AS AT	
	31.03.2015 (Rs)	31.03.2014 (Rs)
19. Sales & Services		
EXPORT		
Consultancy Fees Receipts	7,635,216	1,630,728
Medical Transcription Receipts	61,726	
Software Development Receipts	38,442,277	38,743,019
DOMESTIC		
Course Fees		
Local Software Development Receipts	285,810	596,040
Total	46,425,029	40,969,787
20. Other Income		
Miscellaneous Income		577,400
Interest Income	53,635	57,178
Foreign Exchange Fluctuation (Profit)	1,635,964	11,340,905
Total	1,689,599	11,975,483
21. Employee Costs		
Salaries, allowances & other benefits	54,675,742	52,549,912
Remuneration	1,200,000	1,500,000
Total	55,875,742	54,049,912
22. Selling, general & Administrative Expenses		
AMC Charges	-	11,236
Audit Fees	250,000	250,000
AGM & EGM Expense	16,850	15,750
Consultancy Charges	651,770	737,048
Conveyance Charges	17,800	1,180
Donations	11,000	-
ESIC Interest	-	100,500
Fees & Filing Charges	328,399	239,142
Insurance	87,184	73,573
Loss on Chit Fund	651,380	
Repairs & Maintenance	34,147	103,697
Interest on TDS	332,442	230,723
Interest on Service Tax	-	1,527,606



NOTES RELATING TO STATEMENT OF PROFIT AND LOSS AS ON 31-03-2014

PARTICULARS	AS AT	
	31.03.2015 (Rs)	31.03.2014 (Rs)
Advertisement Expenses	39,215	267,204
Misc Expenses		
Books & Periodicals	2,449	4,050
Electricity Charges	4,225,806	2,571,812
Rates & Taxes	50,000	306,527
Internet & Email Charges	747,002	761,589
Office Maintenance	13,788	122,357
Postage & Courier Expenses	355	9,078
Printing & Stationery	10,200	15,174
Professional Charges	102,151	73,757
Rent	720,000	1,056,000
Telephone Expenses	796,807	947,389
Tours & Travelling Expenses	108,371	161,199
Water Charges	64,420	119,670
Service Tax	-	200,000
Generator Maintenance Exp	64,000	155,900
Total	9,325,536	10,062,162
23. Finance Charges		
Bank Charges	371,647	341,452
Interest Charges	1,057,808	1,005,101
Total	1,429,454	1,346,554
24. Depreciation Expenses		
Depreciation on		
- Tangible Assets	3,610,620	2,327,605
- Intangible Assets	28,519	6,217,012
Total	3,639,139	8,544,617
25. Miscellaneous Expenditure Written Off		
Preliminary Expenses	-	-
Less : Preliminary Expenses Written Off	-	-
Balance	-	99,583
GDR Issue Expenditure	-	-
GDR Issue Expenditure 2009-10	-	99,583
Total	-	99,583
Less : GDR Issue Expenditure Written Off	-	99,583
Balance	-	-



NOTES RELATING TO STATEMENT OF PROFIT AND LOSS AS ON 31-03-2015

PARTICULARS	AS AT	
	31.03.2015 (Rs)	31.03.2014 (Rs)
Balance	-	99,583
Advertisement Expenditure (Brand Building)	831,156	4,217,115
Less: Advertisement Expenses (Brand Building) Written Off	831,156	3,385,959
Balance	-	831,156
Nizam Club Corporate Membership	-	-
Less : Nizam Club Corporate Memb. Written Off	-	-
Balance	-	-
Total	-	831,156

Note : Preliminary expenditure and Public issue expenses are written off over a period of ten years.

26. Consolidated Contingent Liabilities

There are no contingent liabilities.

27. Capital and other commitments

There are no capital and other commitments as on the date of Balance Sheet.

28. Exceptional and Extraordinary items

	31.03.2015	31.03.2014
29. Expenditure in Foreign Currency	Nil	Nil
30. Earnings in Foreign Currency	657.65 lacs	746.96 lacs



Particulars	Year Ended	
	31.03.2015	31.03.2014
Value of imports calculated on F.O.B basis	Nil	Nil
Value of exports calculated on F.O.B basis (Software Development, Consulting Services & Medical transcription)	464.25 lacs	03.74 lacs
Information required under para 4(c) of Part II of schedule VI of the Companies Act 1956 to the extent applicable	NA	NA
a) The Licensed Capacity	NA	NA
b) The Installed Capacity	NA	NA
c) The Actual Capacity	NA	NA

31. Other Disclosures

a. Earnings per Share

Amount in Rs.

Particulars	Year Ended	
	31.03.2015	31.03.2014
Net Profit after Taxation	(23,815,277)	(23,856,600)
Weighted average number of shares outstanding	79,436,478	79,436,478
Basic and Diluted EP	(0.30)	(0.30)

b. Payment to Auditors

Amount in Rs.

Particulars	Year Ended	
	31.03.2015	31.03.2014
a) Audit Fees (Excluding Service Tax)	2,00,000	2,00,000
b) Tax Audit Fees	50,000	50,000
c) Service Tax	Nil	Nil
Total	2,50,000	2,50,000



c. Goodwill

During the previous year's goodwill was considered under Miscellaneous expenditure not written off, where as in the current year as per the revised schedule VI goodwill is grouped under intangible assets. As per the decision of the Management, Goodwill is not being written off.

d. Segment Reporting

The Company's exclusive business is Medical Transcription, Training Software Development and Consulting Services as such this is the only reportable segment as per Accounting Standard - 17 on Segment Reporting issued by the Institute of Chartered Accountants of India. As the Company consider whole of India as a single geographical segment, the disclosures related to secondary segments are not relevant for the Company.

e. Related Party Disclosures

Related Party Relationships have been identified by the Management and relied upon by the Auditors

- a) Associates: CAT Degree College
CAT Technology Inc
CAT Technology FZE
- b) Relatives of Directors Mrs. Nisha Jaiswal
Mrs. Namrita Jaiswal
Mrs. Muneer osmani
- c) Key Managerial Personnel Mr.Dhiraj Kumar Jaiswal - Managing Director
- d) Related Party Relationships have been identified by the Management and relied upon by the Auditors.

Name of the Related Party	Relationship	Nature of Transaction	Total Amount during the Year	Outstanding amount as on 31.03.2015
Dhiraj Kumar Jaiswal	Managing Director	Remuneration	12.00 lacs	19,28,066.00

**f. Taxation**

Current tax is reckoned based on the current year's income and tax payable in accordance with the prevailing tax laws.

In accordance with Accounting Standard 22 on Accounting for Taxes on Income, the Company has computed Deferred Tax Asset amounting to Rs.8, 28,876/- on account of timing difference in relation to depreciation as per books vis-à-vis Tax Laws.

g. Leases

Operating Lease: The Company has no Operating leases.

Finance Lease: The Company has no finance leases.

h. Dues to Micro and Small Enterprises

The information required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the company. There are no over dues to parties on account of principal amount and / or interest and accordingly no additional disclosures have been made.

i. Previous Year Figures

The financial statements for the year ended March 31, 2015 have been prepared as per the applicable Schedule VI to the Companies Act, 1956.

For and on behalf of
For Suresh Gupta .Y & Co.,
Chartered Accountant
Firm Regn No: 009012S

Sd/-
Y.Suresh Gupta
Proprietor
Membership No.209738

Place: Hyderabad
Date: 30th May, 2015

For and on behalf of the Board

Sd/-
Dhiraj Kumar Jaiswal
Managing Director

Sd/-
Syed Mohiuddin Ahmed
Director

Sd/-
Anurag Jaiswal
Chief Financial Officer



CONSOLIDATED FINANCIAL STATEMENT



Report of the Auditors on the Consolidated Financial Statements

The Board of Directors,
CAT Technologies Limited.

1. We have audited the attached consolidated Balance Sheet of M/S CAT TECHNOLOGIES LIMITED (the "Company") and its subsidiaries, hereinafter referred to as the "Group" as at 31st March 2015 and Statement of Profit & Loss and also the Cash Flow Statement of the Company for the year ended on that date annexed thereto. These consolidated financial statements are the responsibility of the Company's Management. Our responsibility is to express an 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 prepared, in all material respects, in accordance with an identified financial reporting framework and are free of material misstatements. 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. We did not audit the financial statements of subsidiaries included in the consolidated financial statements, which constitute total assets of Rs. 817,027,467/- as at 31st March 2015, total revenue of Rs. 523,077,642/- and net loss of Rs. 570,351,466/- for the year ended. 31st March, 2015. These financial statements and other financial information have been compiled by other auditors/accountants whose report has been furnished to us, and our opinion on the consolidated financial statements is based solely on the report of such auditors.
4. We report that the consolidated financial statements have been prepared by the Company's Management in accordance with the requirements of Accounting Standard (AS) 21 – Consolidated Financial Statements notified under sub – section 3C of Section 211 of the Companies Act, 1956.
5. Based on our audit and on consideration of reports of other auditor on separate financial statements and on the other financial information of the component of the Group as referred to above, and to the best of our information and according to the explanations given to us, in our opinion, the attached consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:



- a. in the case of the Consolidated Balance Sheet, of the state of affairs of the Group as at March 31st, 2015;
- b. in the case of Consolidated Statement of Profit & Loss, of the Loss of the Group for the year ended on that date; and
- c. In the case of Consolidated Cash Flow Statement, of the cash flows of the Group for the year ended on that date.

For Suresh Gupta .Y & Co.,
Firm Regn No: 009012S
Chartered Accountant

Sd/-
Y. Suresh Gupta
Proprietor
Membership No.209738

Place: Hyderabad
Date : 30th May, 2015



CONSOLIDATED BALANCE SHEET AS AT 31-03-2015

PARTICULARS	Note Ref.	AS AT 31.03.2015	AS AT 31.03.2014
<u>I. EQUITY AND LIABILITIES</u>			
1. Share Holders Funds			
(a) Share Capital	3	794,364,780	794,364,780
(b) Reserves and Surplus	4	(62,087,171)	452,277,539
		732,277,609	1,246,642,319
2. Non-current Liabilities			
(a) Long - Term Borrowings	5	39,421,633	28,354,673
(b) Deferred Tax Liabilities (Net)	6	3,603,725	2,774,849
		43,025,358	31,129,521
3. Current Liabilities			
(a) Short Term Borrowings	7	10,627,588	23,876,794
(b) Trade Payables	8	15,306,471	39,659,304
(c) Short-Term Provisions	9	13,271,374	8,812,584
(d) Other Current Liabilities	10	2,519,067	591,854
		41,724,500	72,940,536
TOTAL		817,027,467	1,350,712,376
<u>II. ASSETS</u>			
1. Non-current Assets			
(a) Fixed Assets	11		
Tangible Assets		72,670,891	73,249,913
Intangible Assets		17,776,335	17,489,911
(b) Non-current Investments	12	-	-
(c) Long-term Loans and Advances	13	177,592,548	170,674,638
(d) Other Non-Current Assets	14	-	-
		268,039,775	261,414,463
2. Current Assets			
(a) Trade Receivables	15	172,408,411	329,703,418
(b) Cash and Cash Equivalents	16	10,404,374	2,553,982
(c) Inventories	17	21,856,298	432,968,016
(d) Short-term Loans and Advances	18	344,264,221	323,201,106
(e) Other Current Assets	19	54,387	871,390
		548,987,692	1,089,297,913
TOTAL		817,027,467	1,350,712,376

Notes 1 & 2 relate to General Information and Summary of Significant Accounting Policies respectively.
The Notes 3 to 19 are an integral part of these financial statements.

as per our report of even date annexed

For and on behalf of the Board

For Suresh Gupta .Y & Co.,
Chartered Accountants
FRN:009012S

Sd/-

Y. Suresh Gupta

Proprietor

Membership No :209738

Place: Hyderabad

Date:30-05-2015

Sd/-

DHIRAJ KUMAR JAISWAL

(Managing Director)

Sd/-

SYED MOHIUDDIN AHMED

(Director)

Sd/-

Anurag Jaiswal

Chief Financial Officer



CONSOLIDATED PROFIT & LOSS STATEMENT FOR THE YEAR ENDED 31.03.2015

PARTICULARS	Note Ref.	AS AT 31.03.2015	AS AT 31.03.2014
I. REVENUE			
Gross Revenue	20	521,388,044	466,118,040
Other Income	21	1,689,599	11,975,483
Total Revenue		523,077,642	478,093,523
II. EXPENSES			
Cost of turnover	22	798,511,795	817,339,470
Employee Costs	23	146,384,008	121,860,062
Selling , General & Administrative Expenses	24	133,976,085	315,050,452
Finance Charges	25	2,523,549	1,568,264
Depreciation	26	10,373,638	15,988,263
Miscellaneous Expenditure written off	27	831,158	3,485,542
Total Expenses		1,092,600,233	1,275,292,053
III. PROFIT/(LOSS) BEFORE TAX		(569,522,591)	(797,198,530)
IV. TAX EXPENSES			
Current Tax (including previous year's taxes)		-	-
Deferred Tax (Refer Note 6)		828,876	(686,917)
Prior Period Items		-	-
FE Fluctuation Expenses (-) / Gain (+)		-	6,742,618
V. PROFIT FOR THE PERIOD		(570,351,466)	(789,768,995)
VI. EARNINGS PER EQUITY SHARES			
Basic and Diluted			

Notes 1 & 2 relate to General Information and Summary of Significant Accounting Policies respectively. The Notes 20 to 27 are an integral part of these financial statements.

as per our report of even date annexed

For and on behalf of the Board

For Suresh Gupta .Y & Co.,
Chartered Accountants
FRN:009012S

Sd/-

Y. Suresh Gupta

Proprietor

Membership No :209738

Place: Hyderabad

Date:30-05-2015

Sd/-

DHIRAJ KUMAR JAISWAL

(Managing Director)

Sd/-

SYED MOHIUDDIN AHMED

(Director)

Sd/-

Anurag Jaiswal

Chief Financial Officer



Notes to the Consolidated Financial Statements

1. Principles of Consolidation:

The consolidated financial statements relate to CAT Technologies Limited ('the Company') and its subsidiary companies. The consolidated financial statements have been prepared on the following basis:

- (i) The financial statements of the Company and its subsidiary companies are combine on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions in accordance with Accounting Standard (AS) 21- "Consolidated Financial Statements"
- (ii) In case of foreign subsidiaries, being non-integral foreign operations, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognized in the exchange fluctuation reserve.
- (iii) The difference between the cost of investment in the subsidiaries, over the net assets at the time of acquisition of shares in the subsidiaries is recognized in the financial statements as Goodwill or Capital Reserve as the case may be.
- (iv) As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate financial statements.
- (v) Investments other than in subsidiaries and associates have been accounted as per Accounting Standard (AS) 13 on "Accounting for Investments"



NOTES RELATING TO BALANCE SHEET

PARTICULARS	AS ON	
	31.03.2015 (Rs)	31.03.2014 (Rs)
3. SHARE CAPITAL		
Subscribed and Paidup:		
7,94,36,478 (March 31, 2014 : 7,94,36,478) Equity Shares of Rs.10/- each fully paid up	794,364,780	794,364,780
Total	794,364,780	794,364,780
4. Reserves and Surplus		
a) Equity Share Premium		
Balance as at the beginning of the year	1,400,000	1,400,000
Add: Transfers	-	-
Less: Utilisations	-	-
Balance as at the End of the year - (a)	1,400,000	1,400,000
b) Surplus in Statement of Profit and Loss		
Balance as at the beginning of the year	407,705,706	1,178,438,621
Add: Profit for the Year	(578,082,683)	(789,768,995)
Less: Transfers	-	-
Balance as at the End of the year - (b)	(170,376,977)	388,669,627
	(168,976,977)	390,069,627
c) Foreign Translation Currency Reserve		
Balance as at the beginning of the year	62,207,912	-
Add: Gain (Loss) on FE Translation	44,681,894	62,207,912
Balance as at the End of the year - (c)	106,889,806	62,207,912
Total (a+b+c)	(62,087,171)	452,277,539
5. Long-Term Borrowings		
Secured	-	-
Hypothecated Loans [Refer Note (a) below]	3,424,038	4,363,334
Unsecured	-	-
From Others [Refer Note (b) below]	35,997,595	23,991,338
Dinesh Kumar Jaiswal [Refer Note (c) below]	-	-
	39,421,633	28,354,673
Note to be Copied:		
(a) Nature of Security and terms of repayment for Secured Borrowings		
Nature of Security		
Vehicle Loans - BMW & Polo - Volkswagen Car by way Hypothecation of vehicles.		
Mortgage Loan from Bank of India by mortgage of Land Documents		
(b) Unsecured Loans are repayable as and when the Lender serves the intimation to the Company. As such there are no Terms for repayment of these unsecured loans.		



PARTICULARS	AS ON	
	31.03.2015 (Rs)	31.03.2014 (Rs)
6. Deferred Tax Liabilities		
Opening Balance	2,774,849	3,461,766
Add: Deferred Tax liability/(Deferred Tax Asset) during the year	828,876	(686,917)
Total	3,603,724	2,774,849
7. Short-term Borrowings		
Unsecured Loans	265,065	13,355,734
Secured Over draft loan	-	-
From Banks	3,010,498	2,527,395
Hypothecated Loans -	-	1,655,645
Current Maturities of Long Term Debt	-	-
Unsecured	-	-
Chit Amount Payable	1,823,025	809,020
Cat Educational Society	5,529,000	5,529,000
Total	10,627,588	23,876,794
8. Trade Payables		
Trade Payable	15,306,471	39,659,304
	15,306,471	39,659,304
9. Short-term Provisions		
Provision for Expenses		
Audit Fees	225,000	225,000
Electricity charges	1,131,239	133,156
Remuneration	947,900	980,166
Salaries	5,254,608	4,522,807
Rent	648,000	262,995
Provision for TDS	3,999,038	1,723,036
Provision for EPF	379,192	98,720
Provision for ESI	517,867	741,296
Provision for Cab Charges	-	122,190
Provision for Professional Tax	168,530	3,218
Total	13,271,374	8,812,584



PARTICULARS	AS ON	
	31.03.2015 (Rs)	31.03.2014 (Rs)
10. Other Current Liabilites		
Audit Fee Payable	390,000	225,000
Rent Payabel	234,995	-
Remuneration	980,166	366,854
EPF Payable	98,720	-
ESI Payable	741,296	-
PT Payable	73,890	-
Total	2,519,067	591,854

Sl. No.	NAME OF THE ASSET	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		COST AS AT 01/04/2014	Additions During the year	Deletions During the year	TOTAL AS AT 31/03/2015	DEP. As On 01/04/2014	Dep. the Period	Written Back	Total Dep. As On 31/03/15	WDV As At 31/03/15	WDV As At 31/03/14
1	Office Equipment	5,150,757	223,000	-	5,373,757	1,879,417	272,856	-	2,152,273	3,221,483	3,271,339
2	Buildings	35,321,274		-	35,321,274	3,547,403	575,737	-	4,123,140	31,198,134	31,773,871
3	Computer	27,528,819	12,075	-	27,540,894	25,981,657	1,548,583	-	27,530,240	10,654	1,547,162
4	Vehicles	10,357,408		-	10,357,408	4,820,819	520,236	-	5,341,055	5,016,353	5,536,589
5	Furniture & Fixtures	10,765,726	13,965	-	10,779,691	6,534,076	681,742	-	7,215,818	3,563,873	4,231,650
6	Plant & machinery	241,392	-	-	241,392	143,494	11,466	-	154,960	86,432	97,898
7	Fixed Assets at USA	2,995,352	9,820,141	-	12,815,493	2,709,766	303,084	-	3,012,850	9,802,643	285,586
8	Property & Equipment (uae)	57,586,288		-	57,586,288	31,080,470	6,734,499	-	37,814,969	19,771,319	26,505,818
	TOTAL	149,947,016	10,069,181	-	160,016,197	76,697,102	10,648,204	-	87,345,306	72,670,891	73,249,913
	Previous Year	148,019,357	1,927,659	-	149,947,016	66,925,852	9,771,250	-	76,697,102	73,249,913	89,367,127

Sl No	Particulars	GROSS BLOCK				DEPRECIATION			NET BLOCK	
		As at 01.04.2014	Additions during the Year	Deletions during the Year	As at 31.03.2015	As at 01.04.2014	For the year	On Deletions	As at 31.03.2015	As at 31.03.2014
1	Computers Software	40,986,501	314,943	-	41,301,444	40,986,501	28,519	-	286,424	-
2	Goodwill [Refer Note 31C]	17,489,911	-	-	17,489,911	-	-	-	17,489,911	17,489,911
	Total	58,476,412	314,943	-	58,791,355	40,986,501	28,519	-	17,776,335	17,489,911
	Previous Year	57,438,916	-	-	57,438,916	34,769,489	6,217,012	-	17,489,911	22,669,427



PARTICULARS	AS ON	
	31.03.2015 (Rs)	31.03.2014 (Rs)
12. Non-current Investments	Nil	Nil
13. Long-term Loans and Advances		
Deposits	9,224,767	9,791,606
Unsecured Loans & Advances	168,367,781	160,883,032
	177,592,548	170,674,638
14. Other Non-Current Assets		
Miscellaneous Expenditure	-	-
15. Trade Receivables		
Secured, Considered Good		
Secured, Considered Good		
Outstanding for a period Exceeding Six Months	172,408,411	308,037,071
Others	-	21,666,348
Total	172,408,411	329,703,418



PARTICULARS	AS ON	
	31.03.2015 (Rs)	31.03.2014 (Rs)
16. Cash And Cash Equivalents		
Bank Balances	7,708,949	1,438,348
In Current Accounts	1,375,038	1,115,635
Cash on Hand	1,320,388	-
	10,404,374	2,553,982
17. Inventories		
Inventories	21,856,298	432,968,016
Total	21,856,298	432,968,016
18. Short-Term Loans and Advances		
Other Loans and Advances	7,314,200	39,316
Office Deposits	741,363	1,165,468
Advances to Suppliers	184,635,090	176,427,182
Advances to Employees	1,314,020	1,989,344
Other Receivables	141,733,448	135,432,721
Pre Paid Expenses	8,526,100	8,147,075
Total	344,264,221	323,201,106
19. Other Current Assets		
TDS receivable	54,387	40,234
Miscellaneous Expenditure not written off	-	831,156
Total	54,387	871,390



NOTES RELATING TO P&L ACCOUNT

PARTICULARS	AS ON	
	31.03.2015 (Rs)	31.03.2014 (Rs)
20. Sales & Services		
Consultancy Fees Receipts	7,635,216	-
Medical Transcription Receipts	61,726	-
Trading & Software Development Services	521,040,508	465,521,999
Course fees	-	-
Local Software Development	285,810	596,040
Total	521,388,044	466,118,039
21. Other Income		
Miscellaneous Income	-	577,400
Interest Income	53,635	57,178
Foreign Exchange Realisation Profit	1,635,964	11,340,905
Total	1,689,599	11,975,483
22. Cost of Turnover		
Opening Inventory	440,514,839	931,735,815
Add: Purchases (inclusive of Direct expenses)	357,996,956	311,872,178
	798,511,795	1,241,977,266
Less: Closing Inventory	-	(424,637,796)
Total	798,511,795	817,339,470
23. Employee Costs		
Salaries, allowances & other benefits	145,184,008	120,360,062
Remuneration	1,200,000	1,500,000
Total	146,384,008	121,860,062
24. Selling, general & Administrative Expenses		
Amc Charges	-	11,236
Audit Fees	250,000	250,000
AGM & EGM Expense	16,850	15,750
Business Promotion Expenses	-	1,073,644
Consultancy Charges	651,770	737,048
Conveyance Charges	1,301,926	14,679,436
Donations	41,522	6,028



PARTICULARS	AS ON	
	31.03.2015 (Rs)	31.03.2014 (Rs)
ESIC Interest	-	100,500
Fees & Filing Charges	328,399	239,142
Insurance	144,748	8,323,568
Loss on Chit Fund	651,380	-
Repairs & Maintenance	34,147	131,124
Vehicle Maintenance	-	1,000,545
Interest on TDS	332,442	230,723
Interest on Service Tax	-	1,527,606
Miscellaneous Expenses	26,724	25,899,074
Advertisement Expenses	191,826	267,204
Books & Periodicals	2,449	4,050
Electricity Charges	4,225,806	2,571,812
Internet & Email Charges	747,002	812,044
Office Maintenance	8,118,077	341,234
Postage & Courier Expenses	355	9,078
Printing & Stationery	10,200	321,107
Professional Charges	1,558,770	5,082,418
Rent, Rates & Taxes	4,755,454	6,278,613
Telephone Expenses	1,105,508	1,868,764
Tours & Travelling Expenses	1,572,700	3,046,024
Water Charges	64,420	119,670
Immigration Fees	1,111,004	346,008
Trade Debtors Written off	100,005,390	238,983,903
Dues & Subscriptions	2,233,607	1,398,197
Service Tax	-	200,000
Generator Maintenance Exp	64,000	155,900
Other Expenses	1,425,321	279,519
Credit Card Expenses	(1,203,731)	358,908
Taxes	4,208,021	(1,619,425)
Total	133,976,085	315,050,452



PARTICULARS	AS ON	
	31.03.2015 (Rs)	31.03.2014 (Rs)
25. Finance Charges		
Bank Charges	1,465,742	563,163
Interest Charges	1,057,808	1,005,101
Total	2,523,549	1,568,264
26. Depreciation Expenses		
Depreciation on		
- Tangible Assets	10,345,119	9,771,250
- Intangible Assets	28,519	6,217,012
Total	10,373,638	15,988,263
27. Miscellaneous Expenditure Written Off		
Preliminary Expenses	-	-
Less : Preliminary Expenses Written Off	-	-
Balance	-	-
GDR Issue Expenditure	-	99,583
GDR Issue Expenditure 2009-10	-	-
Total	-	99,583
Less : GDR Issue Expenditure Written Off	-	99,583
	-	-
Balance	-	-
	-	-
Advertisement Expenditure (Brand Building)	831,158	4,217,117
Less: Advertisement Expenses (Brand Building) Written Off	831,158	3,385,959
Balance	-	831,158
	-	-
Nizam Club Corporate Membership	-	-
Less : Nizam Club Corporate Memb. Written Off	-	-
	-	-
Balance	-	-
Total	831,158	3,485,542

Note : Preliminary expenditure and Public issue expenses are written off over a period of ten years.

**28. Consolidated Contingent Liabilities**

There are no consolidated contingent liabilities.

29. Capital and other commitments

There are no capital and other commitments as on the date of Balance Sheet.

30. Exceptional and Extraordinary items

There are no exceptional and extraordinary items.

	31.03.2015	31.03.2014
31. Earnings in Foreign Currenc	657.65 Lacs	746.96 Lacs

Particulars	Year Ended	
	31.03.2015	31.03.2014
Value of imports calculated on F.O.B basis	Nil	Nil
Value of exports calculated on F.O.B basis (Software Development, Consulting Services & Medical transcription)	464.25	403.74
Information required under para 4(c) of Part II of schedule VI of the Companies Act 1956 to the extent applicable	NA	NA
a) The Licensed Capacity	NA	NA
b) The Installed Capacity	NA	NA
c) The Actual Capacity	NA	NA

32. Other Disclosures**a. Goodwill**

During the previous year's goodwill was considered under Miscellaneous expenditure not written off, where as in the current year as per the revised schedule VI goodwill is grouped under intangible assets. As per the decision of the Management, Goodwill is not being written off.

b. Segment Reporting

The Company's exclusive business is Medical Transcription, Training Software Development and Consulting Services as such this is the only reportable segment as per Accounting Standard - 17 on Segment Reporting issued by the Institute of Chartered



Accountants of India. As the Company consider whole of India as a single geographical segment, the disclosures related to secondary segments are not relevant for the Company..

c. Related Party Disclosures

List of related parties with whom transactions have taken place during the year:

- a) Associates: CAT Degree College
CAT Technology Inc
CAT Technology FZE
- b) Key Managerial Personnel Mr.Dhiraj Kumar Jaiswal - Managing Director
- c) Related Party Relationships have been identified by the Management and relied upon by the Auditors.

Name of the Related Party	Relationship	Nature of Transaction	Total Amount during the Year	Outstanding amount as on 31.03.2013
Dhiraj Kumar Jaiswal	Managing Director	Remuneration	12.00 lacs	19,28,066.00

d. Taxation

Current tax is reckoned based on the current year's income and tax payable in accordance with the prevailing tax laws.

In accordance with Accounting Standard 22 on Accounting for Taxes on Income, the Company has computed Deferred Tax Asset amounting to Rs.8,28,876/- on account of timing difference in relation to depreciation as per books vis-à-vis Tax Laws.

e. Dues to Micro and Small Enterprises

The information required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the company. There are no over dues to parties on account of principal amount and / or interest and accordingly no additional disclosures have been made.

f. Previous Year Figures

The financial statements for the year ended March 31, 2015 have been prepared as per the then applicable, Schedule VI to the Companies Act, 1956. Consequent to the notification for Revised Schedule VI under the Companies Act, 1956, the financial statements for the



year ended March 31, 2015 are prepared as per Revised Schedule VI. Accordingly, the previous year figures have also been reclassified/re-grouped to confirm the current year's classification. The adoption of Revised Schedule VI for previous year figures does not impact recognition and measurement principles followed for preparation of financial statements except for accounting disclosure.

For and on behalf of
For Suresh Gupta .Y & Co.,
Chartered Accountant
Firm Regn No: 009012S

Sd/-
Y.Suresh Gupta
Proprietor
Membership No.209738

Place: Hyderabad
Date: 30th May, 2015

For and on behalf of the Board

Sd/-
Dhiraj Kumar Jaiswal
Managing Director

Sd/-
Syed Mohiuddin Ahmed
Director

Sd/-
Anurag Jaiswal
Chief Financial Officer



CAT TECHNOLOGIES LIMITED

CIN: L72200TG1995PLC035317

1st Floor, Champa Mansion, Nampally Station Road, Hyderabad – 500 001

Email id: investor@cattechnologies.com

Website: www.cattechnologies.com

Tel: +91-40-66661284 Fax: +91-40-66661286

ATTENDANCE SLIP

20TH ANNUAL GENERAL MEETING

Wednesday, 30th September, 2015 at 11.00 A.M.

REGISTERED Folio No. / Demat Account No. (Client ID)	
DP ID No.	
Name of Shareholder	
Number of Shares held	

I / We hereby record my / our presence at the 20th Annual General Meeting of the company at Registered office of the Company 1st Floor, Champa Mansion, Nampally Station Road, Hyderabad – 500 001.

Shareholder's / Proxy's Signature

Share holder or Proxy holder attending this meeting requested to bring this attendance slip to the meeting and hand over at the entrance duly filed and signed

**CAT TECHNOLOGIES LIMITED**

CIN: L72200TG1995PLC035317

1st Floor, Champa Mansion, Nampally Station Road, Hyderabad – 500 001

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	
Registered address	
E-mail ID	
Folio No. / DP ID and Client ID	

I/We, being the Member(s) _____ of shares of the above named Company, hereby appoint

Name:	E-mail ID:
address:	Signature:

Or failing him/her

Name:	E-mail ID:
Address:	Signature:

as my/our proxy to attend and vote, in case of a poll, for me/us and on my/our behalf at the 20th Annual General Meeting of the Company, to be held on Wednesday, 30th September, 2015 at 11.00 A.M at Registered office of the Company 1st Floor, Champa Mansion, Nampally Station Road, Hyderabad – 500 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Reso. No.	Description	Vote Yes/No
1	Adoption of Financial Statements.	
2	Ratification of Appointment of Auditors.	
3	Appointment of Ms. Nisha Jaiswal as Director of the Company	
4	Alteration of Articles of Association	
5	Approval of Payment of Remuneration to Managing Director	

Signed this _____ day of September, 2015.

Signature of shareholder

Signature of Proxy holder(s)

Affix
Rs. 1/-
Revenue
Stamp

This form of Proxy, to be effective, should be deposited at the Registered Office of the Company not less than 48 HOURS before the commencement of the aforesaid meeting and request you to Indicate resolutions on which proxy is authorised to vote.

PRINTED MATTER
BOOK - POST

If undelivered please return to :



5-8-56, 1st Floor, Champa Mansion, Nampally, Stn.
Road, Hyderabad - 500 001



CAT TECHNOLOGIES LTD.

SOFTWARE DEVELOPMENT. IT EDUCATION & TRAINING. IT ENABLED SERVICES & CONSULTING






www.cattechnologies.com

CIN : L72200TG1995PLC035317

e-mail ; info@cattechnologies.com

FORM A

(In compliance with SEBI circular CIR/CFD/DIL/7/2012 dated 13.08.2012)

1.	Name of the Company	CAT TECHNOLOGIES LIMITED
2.	Annual financial statements for the year ended	31.03.2015
3.	Type of Audit observation	Un-Qualified
4.	Frequency of observation	Nil
5.	To be signed by-	
	Mr. Dhiraj Kumar Jaiswal, Managing Director	 
	Mr. Anurag Jaiswal, CFO	 
	Mr. Y. Suresh Gupta - Auditor of the company	
	Mr. Omar Mohammad - Audit Committee Chairman	