



23rd

Annual Report 2017-2018

**CAT TECHNOLOGIES LIMITED**

CIN: L72200TG1995PLC035317

BOARD OF DIRECTORS**DHIRAJ KUMAR JAISWAL****NISHA JAISWAL****DINESH KUMAR JAISWAL****DEEPAK SINGH****SYED MOHIUDDIN AHMED****OMAR MOHAMMAD****SHAILENDER SINGH THAKUR****SAIBABA GOPATHI****ANURAG JAISWAL****AUDITORS****BANKERS****REGISTERED OFFICE****REGISTRAR AND
SHARE TRANSFER AGENTS****LISTED AT**

- MANAGING DIRECTOR
- NON-EXECUTIVE DIRECTOR
- NON-EXECUTIVE DIRECTOR
- INDEPENDENT DIRECTOR
(up to 31.03.2018)
- INDEPENDENT DIRECTOR
(up to 31.03.2018)
- INDEPENDENT DIRECTOR
- INDEPENDENT DIRECTOR
(w.e.f 13.03.2018)
- INDEPENDENT DIRECTOR
(w.e.f 13.03.2018)
- CHIEF FINANCIAL OFFICER

VINAY T & CO.

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

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

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

AARTHI CONSULTANTS PRIVATE LIMITED

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

The BSE Limited



NOTICE

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

ORDINARY BUSINESS:

1. Adoption of Financial Statements:

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

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

SPECIAL BUSINESS:

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

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

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

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



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

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

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

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

6. TO APPROVE REMUNERATION OF MANAGING DIRECTOR:

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

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

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

Place: HYDERABAD
Date: 18.10.2018

Sd/-
DHIRAJ KUMAR JAISWAL
MANAGING DIRECTOR
DIN: 01119055

**NOTES:**

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

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

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

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



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

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



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

For Members holding shares in Demat Form and Physical Form

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

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



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

s. Note for Non – Individual Shareholders and Custodians

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

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

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



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

EXPLANATORY STATEMENT

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

Item No. 4 to 5:

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

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

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

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

Item No. 6:

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



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

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

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

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

I. General Information

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

II. Information about the appointee

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



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



Additional information on Directors recommended for appointment / re-appointment as required under Regulation 30 of the SEBI LODR 2015.

Name of Director	SHAILENDER SINGH THAKUR
DIN NO.	08072226
Date of Birth	17.05.1976
Date of First Appointment	13.03.2018
Experience in Specific Functional Area	Administration
No. of Shares held in the company	NIL
Qualification	Graduate
Name of Director	SAIBABA GOPATHI
DIN NO.	08072263
Date of Birth	12.04.1965
Date of First Appointment	13.03.2018
Experience in Specific Functional Area	Finance and Accounts
No. of Shares held in the company	NIL
Qualification	Graduate

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

Name of Director	Mr. Dinesh Kumar Jaiswal
DIN No.	02032091
Age	48 Yrs
Date of First Appointment	28.01.2000
Nature of Expertise in specific functional area	More than 2 Decades of experience in heading US operations of the Company
Disclosure of relationships between directors inter-se	Brother of Mr. Dhiraj Kumar Jaiswal, MD
Names of the listed companies in which the person holds the directorship and the membership of committees of the Board	Nil
No. of Shares held in the company	500000
Qualification	Graduation



DIRECTORS' REPORT

To,
The Members,

Your Directors have pleasure in presenting the **Twenty third Annual Report** together with the Audited Accounts of the Company for the financial year ended 31st March, 2018.

The Statement of Accounts have been prepared in accordance with Indian Accounting Standards (IND AS) which have been made applicable to the Company w.e.f. 1st April, 2017 as per the Rules laid down in this regard. Accordingly, accounts of the Company have been restated w.e.f. 1st April, 2016 (being comparative year for the current financial year) as per the IND AS requirements.

1. REVIEW OF PERFORMANCE:

(Amount in Lakhs)

Particulars	2017-18	2016-17
Income (Including Other Income)	3,40,11,031	4,85,49,746
Expenses (Including exceptional items)	3,50,02,367	6,27,88,763
Profit/(Loss) before Interest, Depreciation & Tax (PBIDTA)	(9,91,336)	(1,42,39,017)
Finance Charges	6,74,017	9,61,691
Depreciation & amortization	5,10,987	84,78,222
Net Profit/(Loss) Before Tax	(9,91,336)	(1,42,39,017)
Provision for tax including Deferred Tax	6,76,734	(15,73,322)
Net Profit/(Loss) after tax	(16,68,070)	(1,26,65,695)
Add / (Less): Share of Profit / (Loss) on Associate Companies	-	-
Add / (Less): Minority Interest - Share of Profit / (Loss)	-	-
Net Profit/(Loss)	(16,68,070)	(1,26,65,695)
EPS		
Basic	(0.21)	(1.59)
Diluted	(0.21)	(1.59)

2. GLOBAL OPERATIONS:

Your Company has recorded a consolidated income (as per Ind AS) of Rs. 52,17,85,998/- for the Financial Year under review and Loss of Rs. 22,61,75,973/-

3. INDIAN OPERATIONS:

During the financial year 2017-18 your Company recorded turnover Rs. 3,40,11,031/- and incurred a Net Loss after tax of Rs. 16,88,074/- as compared to Turnover of Rs. 4,75,19,989/- and Net Loss after tax of Rs. 1,26,65,696/- 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 2017-18.

5. DEPOSITS:

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

6. SUBSIDIARY/ASSOCIATE COMPANIES:

The Company has 2 subsidiaries as on 31st March 2018. They are

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

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

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

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

7. PARTICULARS OF EMPLOYEES:

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

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

**8. 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, 2018, 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, 2018 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.

9. BOARD MEETINGS, BOARD OF DIRECTORS, KEY MANAGERIAL PERSONNEL & COMMITTEES OF DIRECTORS:**a. Board Meetings:**

The Board of Directors of the Company met 07 (Seven) times during the year 2017-18. The details of which are given in the Corporate Governance Report. The gap intervening between two meetings of the board did not exceed 120 days as prescribed in the Companies Act, 2013.

b. Changes in Directors & Key Managerial Personnel:

During the year Mr. Dhiraj Kumar Jaiswal was appointed as Managing Director of the Company w.e.f 29.01.2018. Further, Mr. Saibaba Gopathi and Mr. Shailender Singh Thakur were co-opted as Additional (Independent) Director on the Board w.e.f 13.03.2018 under Section 161 of Companies Act, 2013 and Section 149 read with Schedule IV of the Companies Act, 2018 and who shall hold the office up to the date of ensuing AGM. Further company is in receipt of notice U/s 160 of the Act proposing their candidature for appointment as Independent directors of the company and the Board of Directors of your Company, are of the opinion that Mr. Saibaba Gopathi and Mr. Shailender Singh Thakur is eligible for being appointed as Directors, Hence recommend their appointment.

Further Deepak Singh and Syed Mohiuddin Ahmed vacated from the office of directorship of the Company w.e.f 31.03.2018 due to disqualification caused U/s 167 (1) (b). The Board puts on records appreciation for the services rendered by them as Independent directors of the Company.



Further there was no other changes in the constitution of Board of Directors.

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.

d. Independent Directors:

Mr. Deepak Singh and Mr. Syed Mohiuddin Ahmed, were appointed as Independent Director at 19th Annual General Meeting held on 29th September 2014 for a period of Five (5) years, till the conclusion of Annual General Meeting to be held in the calendar year 2019. However Mr. Deepak Singh and Mr. Syed Mohiuddin Ahmed has vacated office due to disqualification u/s 164 of the Companies Act 2013 w.e.f 31.03.2018

The following Independent Directors were appointed by the Board for a period of Five (5) years from 13th March, 2018 to 12th March, 2023.”

Mr. Shailender Singh Thakur

Mr. Saibaba Gopathi

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 & Compensation 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, if any, 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.

g. Board Evaluation:

As required under the provisions of Section 134(3)(p), 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 & Compensation Committee shall carry out evaluation of Director's performance.

The criteria of evaluation is to 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. Under this policy, your Company encourages its employees to report any reporting of fraudulent financial or other information to the stakeholders, and any conduct that results in violation of the Company's code of business conduct, to the management (on an anonymous basis, if employees so desire).

Likewise, under this policy, your Company has prohibited discrimination, retaliation or harassment of any kind against any employees who, based on the employee's reasonable belief that such conduct or practice have occurred or are occurring, reports that information or participates in the investigation.

The Audit Committee periodically reviews the functioning of this mechanism. No personnel of the Company was denied access to the Audit Committee. Further, the details of the same is explained in the Corporate Governance Report.

i. Related Party Transactions.

As a part of its philosophy of adhering to ethical standards, transparency and accountability, your Company has adopted the practice of undertaking related party transactions only in the ordinary and normal course of business and at arm's length. In line with the provisions of the Companies Act, 2013 and the Listing Regulations, the Board has approved a policy on related party transactions. An abridged policy on related party transactions has been placed on the Company's website.

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**.

**10. AUDITORS:**

At the 22nd Annual General Meeting held on 27th November, 2017, M/s. Vinay T & 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 2022. The Company has obtained consent from the Auditors expressing their willingness to continue as statutory Auditors for financial year 2018-19 and that they are eligible for such continuation of their appointment.

Further pursuant to section 142 of the Companies Act, 2013 payment of remuneration to Auditors requires approval of members in general meeting, hence resolution commended for the approval of Shareholders to authorize the board to negotiate and fix their remuneration for FY 2018-19.

11. AUDITORS REPORT:

The Auditors' Report for fiscal 2018 does not contain any qualification, reservation or adverse remark. The Auditors' Report is enclosed with the financial statements in this annual report

12. SECRETARIAL AUDITORS:

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, Practicing Company Secretaries to conduct Secretarial Audit of the Company for the Financial Year 2017-18. The Secretarial Audit Report for Financial year 2017-18 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:

In accordance with Section 134(3)(a) of the Companies Act, 2013, and extract of Annual Return in Form MGT 9 is annexed herewith as **Annexure - 4** to the Boards' Report.

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

During the year company has not given any Loans, provided any Guarantees and not made any further investments. Disclosure of Loans and Investements outstanding as as 31.03.2018 are as follows



Sl. No	Name of the Investee	Nature of Investment	Currency	Amount in INR
1.	Cat Technology FZE, UAE	100% Subsidiary	Dharam	64,00,30,593
2.	Cat Technology Inc, US	100% Subsidiary	USD	4,00,00,000
3.	Cat Technology Fze – Unsecured Loan	Unsecured Loan	Dharam	23,83,733

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

Company is engaged in the business of information technology and IT enabled services and operations of the company are not energy intensive, hence the particulars relating to conservation of energy, Technology Absorption, as prescribed under Section 134(3)(m) of the Act, read with Rule 8 of the Companies (Accounts) Rules, 2014 are Nil.

Foreign Exchange earnings and outgo (in Lakhs)

Particulars	March 31, 2018
Foreign exchange earnings	Nil
Foreign exchange outgo	Nil

17. MANAGEMENT DISCUSSION & ANALYSIS REPORT :

As per Regulation 34(2) and para B of Schedule V of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Management Discussion and Analysis report is attached and forms part of this report, as **Annexure 5**.

18. CORPORATE GOVERNANCE REPORT:

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. We also endeavour to enhance long term shareholder value and respect minority rights in all our business decisions.

Our Corporate Governance Report for the fiscal 2018 forms part of this Annual Report as **Annexure-6**.

19. 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.

**20. 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.

21. DISCLOSURE AS REQUIRED UNDER SECTION 22 OF 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.

22. 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 the Order of the Board
For CAT TECHNOLOGIES LIMITED

Date: 18.10.2018

Place: Hyderabad

Sd/-
Dhiraj Kumar Jaiswal
Managing Director
DIN: 01119055

Sd/-
Nisha Jaiswal
Director
DIN: 01978821



ANNEXURE - 1

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)

Particulars	Subsidiary 1	Subsidiary 2
Names of the Subsidiaries	Cat Technology INC	Cat Technology FZE
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	31 st March, 2018	31 st March, 2018
Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries:	1 USD = 64.8230	1 AED = 64.726
Share capital	65.47	810.07
Reserves & surplus	118.48	(650.24)
Total assets	152.81	162.31
Total Liabilities	789.04	24.71
Investments	-	-
Turnover	503.73	-
Profit before taxation	252.12	(232.39)
Provision for taxation	13.71	-
Profit after taxation	238.41	(232.39)
Proposed Dividend	-	-
% 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 2018, 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 Persad Jaiswal
Nature of relationship	Promoters
Nature of contracts/ arrangements/ transaction	Lease Deed
Duration of the contracts/ arrangements/ transaction	3 Years
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
Date of approval by the Board	Appropriate Approval already taken for this transaction
Amount paid as advances, if any	Deposit of Rs. 90 Lakhs



Form No. MR - 3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31.03.2018

[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, minutes 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 31.03.2018 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, 2018 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. 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 amended to Securities And Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 w.e.f. 16th May 2015;



- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 amended to Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 herein referred as Listing Regulations.
- (d) SEBI (Share Based Employee Benefits) Regulations, 2014. **Not Applicable**
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable**
- (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 (Prohibition of Insider Trading) Regulations, 2015
- (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not Applicable** and
- (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **Not Applicable**

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.*
- v. 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.

The Company has generally complied with the provisions of above act and policy.

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

- i) Secretarial Standards 1 and 2 issued by The Institute of Company Secretaries of India.

MANAGEMENT RESPONSIBILITY:

1. Maintenance of 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 is the responsibility of Management. Our responsibility as the Secretarial Auditor is to express an opinion on these secretarial records, systems, standards and procedures based on our audit.



2. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion;
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company;
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulation and happening of events etc;
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis;
6. 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.

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.

V K Bajaj & Associates,
Company Secretaries

Sd/-

Vasanth Kumar Bajaj
Company Secretary

FCS: 6868 C P No.: 5827

Place: Hyderabad
Date: 18.10.2018



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE AND DEVELOPMENTS:

Overview of the Industry In FY 2018, In FY 2018, the global market for software and services is estimated to have grown to \$1.3 Trillion¹. Within that, outsourced IT-BPM services grew by 2.6% over the prior year. IT Services is estimated to have grown by 2.4% year on year, driven by digital demand, while Business Process Management (BPM) grew by 4% over the prior year on account of greater implementation of automation.

India is the world's largest sourcing destination for the information technology (IT) industry, accounting for approximately 67 per cent of the US\$ 124-130 billion market. The industry employs about 10 million workforces. More importantly, the industry has led the economic transformation of the country and altered the perception of India in the global economy. India's cost competitiveness in providing IT services, which is approximately 3-4 times cheaper than the US, continues to be the mainstay of its Unique Selling Proposition (USP) in the global sourcing market. However, India is also gaining prominence in terms of intellectual capital with several global IT firms setting up their innovation centres in India.

The IT industry has also created significant demand in the Indian education sector, especially for engineering and computer science. The Indian IT and ITeS industry is divided into four major segments – IT services, Business Process Management (BPM), software products and engineering services, and hardware.

Road Ahead

India is the topmost offshoring destination for IT companies across the world. Having proven its capabilities in delivering both on-shore and off-shore services to global clients, emerging technologies now offer an entire new gamut of opportunities for top IT firms in India. Social, Mobility, Analytics and Cloud (SMAC) are collectively expected to offer a US\$ 1 trillion opportunity. Cloud represents the largest opportunity under SMAC, increasing at a CAGR of approximately 30 per cent to around US\$ 650-700 billion by 2020. The social media is the second most lucrative segment for IT firms, offering a US\$ 250 billion market opportunity by 2020. The Indian e-commerce segment is US\$ 12 billion in size and is witnessing strong growth and thereby offers another attractive avenue for IT companies to develop products and services to cater to the high growth consumer segment.

INDIAN INDUSTRY SCENARIO:

India, the fourth largest base for new businesses in the world and The global digital transformation market size is expected to rise at a CAGR of 18.56 per cent from US\$ 1.2 trillion in 2017 to US\$ 2 trillion in 2020.

More importantly, the industry has led the economic transformation of the country and altered the perception of India in the global economy. India's cost competitiveness in providing IT services, cost savings of 60–70 per cent over source countries, continues to be the mainstay of its Unique



Selling Proposition (USP) in the global sourcing market. However, India is also gaining prominence in terms of intellectual capital with several global IT firms setting up their innovation centres in India.

India's IT & ITeS industry grew to US\$ 167 billion in 2017-18. Exports from the industry increased to US\$ 126 billion in FY18 while domestic revenues (including hardware) advanced to US\$ 41 billion. Spending on Information Technology in India is expected to grow over 9 per cent to reach US\$ 87.1 billion in 2018. India's Personal Computer (PC) shipment advanced 11.4 per cent year-on-year to 9.56 million units in 2017 on the back of rise in the quantum of large projects

Faced with increased competition and pressure on prices for routine services, the companies are now looking to move up the value chain and boost growth by tapping high-margin businesses including artificial intelligence and automation.

OPPORTUNITIES, THREATS, RISKS AND CONCERNS:

Some of the major initiatives taken by the government to promote IT and ITeS sector in India are as follows:

- The Indian government is expected to increase its spending on information technology (IT) products and services by 9.5 per cent to US\$ 7.8 billion in 2018
- The Government of India has launched the Digital India program to provide several government services to the people using IT and to integrate the government departments and the people of India. The adoption of key technologies across sectors spurred by the 'Digital India Initiative' could help boost India's Gross Domestic Product (GDP) by US\$ 550 billion to US\$ 1 trillion by 2025, as per research firm McKinsey.
- India and the US have agreed to jointly explore opportunities for collaboration on implementing India's ambitious Rs 1.13 trillion (US\$ 16.58 billion) 'Digital India Initiative'. The two sides also agreed to hold the US-India Information and Communication Technology (ICT) Working Group in India later this year.
- The Government of Telangana has begun construction of a technology incubator in Hyderabad—dubbed T-Hub—to reposition the city as a technology destination. The state government is initially investing Rs 35 crore (US\$ 5.14 million) to set up a 60,000 sq ft space, labelled the largest start-up incubator in the county, at the campus of International Institute of Information Technology-Hyderabad (IIIT-H). Once completed, the project is proposed to be the world's biggest start-up incubator housing 1,000 start-ups

Technology Industry Outlook - 2019

Technology is not only fueling major business transformation across industries, it's also changing how technology enterprises sell their products and services, operate, and plan for future growth, says Paul Sallomi, Global Technology, Media & Telecommunications Industry leader and US and Global Technology Sector leader.



Where do you see opportunities for growth in 2019?

Technology is the backbone of the digital economy. The rate of change and the level of disruption driven by modern technology are exponential. Advancements in computer processing power, data storage, and chip design; the ubiquity of bandwidth; enterprise mobility; and many other developments that have unfolded in recent years are enabling myriad opportunities that were once impossible, both technologically and economically.

Now, we have reached a tipping point where cognitive computing, big data analytics, cloud computing, and the rapidly growing Internet of Things (IoT) are transforming businesses around the globe-including those outside the technology sector. We're also seeing promising advancements in materials, software, fabrication techniques and machine design that are likely to lead to an expansion in enterprise applications for additive manufacturing (3D printing).

Meanwhile, in the technology industry itself, enterprises are making plans for the next economy rising from today's disruptive and unprecedented change.

We are seeing technology businesses beginning to think more strategically about adapting their business models and operations, and creating new revenue opportunities. Companies across the entire IT services landscape are changing how they deliver their offerings, shifting toward more flexible consumption business models that allow customers the flexibility to consume and pay for products and services based on need and usage.

Technology companies considering this path which can create real value for businesses and customer need to think strategically about how flexible consumption can drive future growth. Before evolving their business models, technology companies also must be prepared to manage near-term transition costs, which could be significant, and ensure that there is alignment and integration of key decisions.

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.



ered 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.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

Global Operations

Your Company has recorded a consolidated income (as per Ind AS) of Rs. 52,17,85,081/- for the Financial Year under review and Loss of Rs. 22,61,75,973/-.

Indian Operations

During the financial year 2017-18 your Company recorded turnover Rs. 3,40,10,114/- and incurred a Net Loss after tax of Rs. 16,68,074/- compared to Turnover of Rs. 4,75,91,989/- Lakhs and Net Loss after tax of Rs. 1,26,65,696/- during the previous financial year.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED

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.



REPORT ON CORPORATE GOVERNANCE

The following are the details furnished in the form as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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, 2018.**

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 strength of the Board as on 31st March, 2018 consists of Six Directors,

- **Three** of them are Independent Directors,
- **Two** are Promoter Non-Executive Directors of which one being a Woman Director.
- **One** of them is a 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 2017-18, Seven (7) Board Meetings were held on the following dates:**

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):

29.05.2017	11.08.2017	01.09.2017	30.10.2017	14.11.2017	09.02.2018	13.03.2018
------------	------------	------------	------------	------------	------------	------------



- Board of Directors' attendance for the Board & Committee Meetings held during the year 2017-18:**

S No	Name of the Directors	Category	Attendance at AGM	Attendance		Other Boards	
				Board Meeting Held	Board Meeting Attended	Director ship	Committees
1	Dhiraj Kumar Jaiswal	Promoter & Executive	Yes	7	7	1	-
2	Nisha Jaiswal	Promoter & Non-Executive	Yes	7	7	1	2
3	Dinesh Kumar Jaiswal	Promoter & Non-Executive	No	7	2	1	-
4	Syed Mohinuddin Ahmed	Independent Director	Yes	5	5	1	3
5	Omar Mohammad	Independent Director	Yes	5	3	1	3
6	Deepak Singh	Independent Director	Yes	5	3	2	2
7	Shailender Singh Thakur	Independent Director	No	--	--	1	2
8.	Saibaba Gopathi	Independent Director	No	--	--	1	1

- Disclosure of relationships between directors inter-se:**

Promoter Directors are family members. Mr. Dinesh Jaiswal is brother of Mr. Dhiraj Kumar Jaiswal and Mrs. Nisha Jaiswal is wife of Mr. Dhiraj Kumar Jaiswal.

- Number of shares and convertible instruments held by non-executive directors: Nil**
- Web link where details of familiarisation programmes imparted to independent directors is disclosed: NIL**

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.

- Composition:**

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

- | | | | |
|----|-----------------------------|---|---------------------------|
| 1. | Mr. Omar Mohammad | - | Chairman |
| 2. | Mr. Syed Mohiuddin Ahmed | - | Member (upto 31.03.2018) |
| 3. | Mr. Deepak Singh | - | Member (upto 31.03.2018) |
| 4. | Mr. Shailendra Singh Thakur | - | Member (w.e.f 13.03.2018) |
| 5. | Mr. Saibaba Gopathi | - | Member(w.e.f 13.03.2018) |



- Meetings and Attendance during the year:**

The committee met Five times during the financial year 2017-18 on 29.05.2017, 11.08.2017, 14.11.2017, 09.02.2018, and 14.02.2018 and attendance of each Member of Committee is as follows.

S. No	Name of the Members	Designation	No. of Meetings held	No. of Meetings attended
1	Omar Mohammad	Chairman	5	3
2	Syed Mohiuddin Ahmed	Member	5	3
3	Deepak Singh	Member	5	5
4	Nisha Jaiswal	Member	1	1

- 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.

- Review of information:**

- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions, as defined by the Committee, submitted by the management;
- Management letters/letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- the appointment, removal and terms of remuneration of the Chief Internal Auditor

6. 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.

The Chairman of the nomination and remuneration committee could be present at the Annual General Meeting, to answer the shareholders' queries. However, it would be up to the Chairman to decide who should answer the queries.

- Composition:**

The Nomination & Remuneration Committee constitutes of following Independent Directors:

1. Mr. Omar Mohammad - Chairman
2. Mr. Syed Mohiuddin Ahmed - Member (upto 31.03.2018)
3. Mr. Deepak Singh - Member (upto 31.03.2018)
4. Mr. Shailendra Singh Thakur- Member (w.e.f 13.03.2018)
5. Mr. Saibaba Gopathi - Member(w.e.f13.03.2018)

- Meetings and Attendance during the year:**

The committee met on one time during the financial year on 13.03.2018 attendance of each Member of Committee is as follows.

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

- 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 & 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.

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 31.03.2018 to Managing Director is as under:

Name	Designation	Remuneration paid / to be paid for Financial Year 2017-18 (in Rs.)		
		Salary & Perks	Commission	Total
Dhiraj Kumar Jaiswal	Managing Director	6,00,000	-	6,00,000



7. STAKEHOLDERS RELATIONSHIP COMMITTEE:

• Composition

Composition of Stakeholders Relationship Committee is as follows:

S. No.	Name of the Members	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;

1. 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 2017-18		
	Received	Resolved	Pending
Complaints Received	Nil	Nil	Nil

2. 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
2016-17	1st Floor, Champa Mansion, Nampally Station Road, Hyderabad – 500 001	27.11.2017	10.00	Nil
2015-16	1st Floor, Champa Mansion, Nampally Station Road, Hyderabad – 500 001	30.09.2016	11.00	Nil
2014-15	1st Floor, Champa Mansion, Nampally Station Road, Hyderabad – 500 001	30.09.2015	11.00	1



- Special Resolution was passed for Adoption of New Articles of Association of the Company in the Annual General Meeting for Financial Year 2014-15.
- 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.

3. DISCLOSURES:

(a) CEO and CFO Certification:

The Managing Director and Chief Financial Officer have given a certificate to the Board as contemplated in Schedule V of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

(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 in the ordinary course of business were disclosed in the Notes to Accounts in the Annual Report and also in Directors Report.

(c) Compliance with the Governance Framework

The Company has complied with the mandatory requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 including CEO/CFO certification. As required under Schedule V of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, 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 corporate governance was adhered/adopted has also been provided elsewhere in this report.

i) Nomination and Remuneration Committee:

The Company has constituted a Nomination and Remuneration & Compensation Committee consisting of Non-executive Directors and Chairman. A detailed note on Nomination and Remuneration & Compensation Committee is provided elsewhere in the report. The Chairman of the Committee is an Independent Director.

ii) 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 2017-18, no employee has been denied access to the Audit Committee.



iii) 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.

iv) 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.

The Company is in compliance with all mandatory requirements of corporate governance. In addition, the Company has also adopted the non-mandatory requirements of constitution of the Remuneration Committee and establishing of Whistle Blower mechanism.

(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, structures imposed on the Company by stock Exchange or SEBI or any statutory authority.

4. 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 Schedule V of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, 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.

5. GENERAL SHAREHOLDER INFORMATION:

• Annual General Meeting:

The 23rd Annual General Meeting of the Company will be held on Wednesday, 14th November, 2018 at 10.30 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, 2018
Second Quarter Results	First week of November, 2018
Third Quarter Results	First week of February, 2019
Audited Results	Last week of May, 2019

• Book Closure Date:

From Sunday, 11th November, 2018 to Wednesday, 14th November 2018 (inclusive of both days)

• E-voting Date:

From 11th November, 2018 9 A.M. to 13th November, 2018 5 P.M.

• Listing on Stock Exchanges:

The shares of the Company are listed on BSE Limited:

Scrip Code: BSE Limited : 531682

Your Company is regular in payment of 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:

Months	BSE Limited	
	High	Low
April 2017	0.81	0.72
May 2017	0.78	0.60
June 2017	0.68	0.58
July 2017	0.62	0.53
Aug 2017	0.70	0.57
Sep 2017	0.70	0.62
Oct 2017	0.62	0.53
Nov 2017	0.59	0.47
Dec 2017	1.06	0.61
Jan 2018	1.37	1.00
Feb 2018	1.36	1.30
Mar 2018	1.24	0.85

- **ISIN No. for NSDL & CDSL: INE170B01037**

- **Registrar and Transfer Agents:**

M/s. Aarthi Consultants Private Limited

1-2-285, Domalguda, Hyderabad – 500 029

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, 2018

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	47,43,597	5.97
7	Indian Public	1,10,16,811	13.88
8	NRI's/OCB's (Including Depository Receipts)	5,77,95,528	72.76
	TOTAL	7,94,36,478	100.00

• DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2018

S. No	Category From - To	No. of Holders	% of Holders	No. of Shares	% of Shares
1	Upto - 5,000	4476	68.09	914788	1.15
2	5,001 - 10,000	836	12.72	742810	0.94
3	10,001 - 20,000	495	7.53	810963	1.02
4	20,001 - 30,000	184	2.8	476024	0.6
5	30,001 - 40,000	80	1.22	292979	0.37
6	40,001 - 50,000	111	1.69	536593	0.68
7	50,001 - 1,00,000	179	2.72	1363557	1.72
8	Above - 1,00,000	213	3.24	74298764	93.53
	TOTAL	6574	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, 2018.

• 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 underling 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 REGULATION 27 OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

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, 2018 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.

Place: Hyderabad
Date: 18.10.2018

Sd/-
Dhiraj Kumar Jaiswal
Managing Director

Sd/-
Anurag Jaiswal
Chief Financial Officer



**AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS
OF CORPORATE GOVERNANCE**

**Under Regulation 27 of SEBI (Listing Obligation And Disclosure Requirements)
Regulations, 2015**

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 2018 as per the relevant provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ('Listing Regulation') as referred to in Regulation 15(2) of the Listing regulation for the period of 1st April 2017 to 31st March 2018.

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, 2018, 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: 18.10.2018

Sd/-
For Vinay T & Co.
Firm Reg No. 224801
Chartered Accountants



To,
The Members,
CAT Technologies Limited
Hyderabad

**Sub: Declaration by the CEO under Regulation 27 of the SEBI
(Listing Obligation and Disclosure Requirements) Regulations, 2015**

CAT TECHNOLOGIES LIMITED has adopted a Code of Business Conduct and Ethics (“the Code”) which applied to all employees and Directors of the Company. Under code, it is responsibility of all employees and Directors to familiarize themselves with the Code and Comply with its standards.

I, Dhiraj Kumar Jaiswal, Managing Director of CAT Technologies Limited to the best of my knowledge and belief, declare that all the members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct of the Company for the year ended March 31, 2018.

Place: Hyderabad
Date: 18.10.2018

Sd/-
Dhiraj Kumar Jaiswal
Managing Director
DIN: No. 01119055



Form No. MGT-9
EXTRACT OF ANNUAL RETURN
As on the Financial Year ended on 31.03.2018

[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.	RegistrationDate	06.09.1995
3.	NameoftheCompany	CAT TECHNOLOGIES LTD
4.	Category/Sub-CategoryoftheCompany	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 investor@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 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	100%	Section 2(87)
2	CAT Technology FZE	--	Subsidiary	100%	Section 2(87)



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

A. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters'									
(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) NRIs-Individuals	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
b) Other – Individuals	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
c) Bodies Corp.	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
d) Banks / FI	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
e) Any Other....	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Sub-total (A) (2):-	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Shareholding of Promoter (A) = (A)(1) + (A)(2)	4566209	0.00	4566209	5.75	4566209	0.00	4566209	5.75	0.00
B. Public Shareholding									
1. Institutions									
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	1.63	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.									
i) Indian	3256113	26665	3282778	4.13	3181010	26665	3207675	4.04	0.00
ii) Overseas	0.00	0.00	0.00	0.00	0	0.00	0.00	0.00	0.00
b) Individuals									



i) Individual shareholders holding nominal share capital upto Rs.1 lakh	4602508	297037	4899545	6.17	4702840	296137	4998977	6.29	+0.13
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	6278472	64900	6343372	7.98	6004834	0	6004834	7.56	-0.13
c) Others									
Others	1234713	-	1234713	1.56	1548922	0	1548922	1.95	-0.34
Sub-total (B)(2):-	15371401	389007	15760408	19.84	15437606	322802	15760408	19.84	0.00
Total Public Shareholding (B)=(B)(1)+(B)(2)	16686139	388602	17074741	21.49	16686139	388602	17074741	21.49	0.00
C. Shares held by Custodian for GDRs & ADRs	57795528	0.00	57795528	72.76	57795528	0.00	57795528	72.76	0.00
Grand Total (A+B+C)	79047376	388602	79436478	100.00	79047876	388602	79436478	100.00	0.00

B. Shareholding of Promoter

S. No	Names of the Shareholders	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	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

S. No.	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 At the end of the year	2165078 2165078	2.73 2.73	01.04.2017 31.03.2018	2165078 2165078	2.73 2.73
2.	AmrapaliAadya Trading & Investment Pvt. Ltd.	At the beginning of the year At the end of the year	1268620 1268620	1.6 1.6	01.04.2017 31.03.2018	1268620 1268620	1.6 1.6
3.	India Focus Cardinal Fund	At the beginning of the year At the end of the year	885350 885350	1.11 1.11	01.04.2017 31.03.2018	885350 885350	1.11 1.11
4.	Kii Limited	At the beginning of the year At the end of the year	413783 413783	0.52 0.52	01.04.2017 31.03.2018	413783 413783	0.52 0.52
5.	Oudh Finance & Investment Private Limited	At the beginning of the year At the end of the year	217456 411235	0.27 0.52	01.04.2017 31.03.2018	217456 411235	0.27 0.52
7.	Ranbir Kaur	At the beginning of the year At the end of the year	239890 243175	0.30 0.31	01.04.2017 31.03.2018	239890 243175	0.30 0.31
7.	Cherry Cosmetics Pvt. Ltd.	At the beginning of the year At the end of the year	242527 242527	0.30 0.30	01.04.2017 31.03.2018	242527 242527	0.30 0.30
8.	Rajbir Singh	At the beginning of the year At the end of the year	195100 195100	0.25 0.25	01.04.2017 31.03.2018	195100 195100	0.25 0.25
9.	Dhurandar Singh	At the beginning of the year At the end of the year	155000 155012	0.19 0.19	01.04.2017 31.03.2018	155000 155012	0.19 0.19
10.	Shriram Credit Company Limited	At the beginning of the year At the end of the year	154704 154704	0.19 0.19	01.04.2017 31.03.2018	154704 154704	0.19 0.19


E. Shareholding of Directors and Key Managerial Personnel:

S. No.	For Each of the Directors and KMP	Shareholding		Date	Increase / Decrease in Share Holding	Reason	Cumulative Shareholding during the year	
		No. of shares at the beginning / end of the year	% of total shares of the company				No. of shares at the beginning / end of the year	% of total shares of the company
1.	Dhiraj Kumar Jaiswal	511209	0.64	01.04.2017	0	-	511209	0.64
		511209	0.64	31.03.2018			511209	0.64
2.	Dinesh Kumar Jaiswal	500000	0.63	01.04.2017	0	-	500000	0.63
		500000	0.63	31.03.2018			500000	0.63
3.	Nisha Jaiswal	350000	0.44	01.04.2017	0	-	350000	0.44
		350000	0.44	31.03.2018			350000	0.44
4.	Shailender Singh Thakur	0	0	01.04.2017	0	-	0	0
		0	0	31.03.2018			0	0
5.	Saibaba Gopathi	0	0	01.04.2017	0	-	0	0
		0	0	31.03.2018			0	0
6.	Omar Mohammad	0	0	01.04.2017	0	-	0	0
		0	0	31.03.2018			0	0
7.	Anurag Jaiswal (CFO)	0	0	01.04.2017	0	-	0	0
		0	0	31.03.2018			0	0

V. INDEBTEDNESS: Indebtedness of the Company including interest outstanding/accrued but not due for payment (in Rs.)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	41,21,085	2,28,28,621	-	2,69,49,706
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	41,21,085	2,28,28,621	-	2,69,49,706
Change in Indebtedness during the financial year				
Addition / (Reduction)	(12,26,087)	(6,21,044)	-	(18,47,131)
Net Change	(6,04,309)	(35,90,261)	-	(41,94,570)
Indebtedness at the end of the financial year				
i) Principal Amount	28,94,998	2,22,07,577	-	2,51,02,575
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	28,94,998	2,22,07,577	-	2,51,02,575



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	6,00,000	6,00,000
	(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)	6,00,000	6,00,000
	Ceiling as per the Act	42,00,000	42,00,000


B. Remuneration to other directors:

S. No	Particulars of Remuneration	Saibaba Gopathi	Shailender Singh Thakur	Omar Mohammad	Nisha Jaiswal	Dinesh Kumar
1	Independent Directors					
	• Fee for attending board committee meetings	-	-	-	-	-
	• Commission	-	-	-	-	-
	• Others, please specify	-	-	-	-	-
	Total (1)	-	-	-	-	-
2	Other Non-Executive Directors					
	Fee for attending board committee meetings	-	-	-		
	Commission	-	-	-		
	Others, please specify	-	-	-		
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-
	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.



INDEPENDENT AUDITOR'S REPORT

To the Members of
CAT Technologies Limited

Report on the Financial Statements

We have audited the accompanying Ind AS Financial Statements of CAT TECHNOLOGIES LIMITED ("the company"), which comprise the Balance Sheet as at 31 March 2018, the Statement of Profit and Loss (Including Other Comprehensive Income), Statement of Cash Flows and the Statement of changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The company's Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the act') with respect to the preparation of these Standalone Ind AS financial statements that give a true and fair view of the state of affairs, profit/loss (including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act.

This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 effectively design, implementation and maintenance of adequate internal financial controls, that were operating for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Ind AS 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 Ind AS 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 there under.

We conducted our audit in accordance with the Standards on Auditing 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 Ind AS Financial Statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Ind AS Financial Statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS 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 Ind AS Financial Statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the Ind AS 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 Ind AS Financial Statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the standalone Ind AS 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 including the Ind AS of the state of affairs of the Company as at 31st March, 2018, its Profit (including other comprehensive income), its cash flows and its changes in equity for the year ended on that date.

Others

The comparative financial information of the Company for the year ended 31st March 2017 and the transition date opening balance sheet as at 1 April 2016 included in these standalone Ind AS financial statements, are based on the previously issued statutory financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2014 audited by the predecessor auditor whose reports for the years ended 31 March 2017 and 31st March 2016 dated 29th May 2017 and 30th May 2016 respectively expressed an unmodified opinion on those standalone financial statements, as adjusted for the differences in the accounting principles adopted by the Company on transition to the Ind AS, which have been audited by us. Our opinion is not modified in respect of these matters.

Report on other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the act, we given in the 'Annexure A' statement on the matters specified in the paragraph 3 and 4 of the order, to the extent applicable.

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 purposes of our audit.
- b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.



- c) the Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement and statement of changes in equity dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid Ind AS Financial Statements comply with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act.
- e) On the basis of written representations received from the directors as on 31 March, 2018, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2018, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in 'Annexure B', and
- g) With respect to the other matters included in the Auditor's Report in accordance with the Rule 11 of the Companies (Audit and Auditors) Rules, 2014, to our best of our information and according to the explanations given to us :
 - i. The Company has does not have any pending litigations which would impact its financial position;
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses
 - iii. During the year the Company has not required to transfer any Investor Education and Protection Fund.

For **Vinay T & Co.**
Chartered Accountants
FRN: 012874S

Sd/-
Vinay Totla
Proprietor
Membership No. 224801

Date: 30.05.2018
Place: Hyderabad.



Annexure 'A' To The Independent Auditor's Report

(This is the Annexure referred to in our Report of even date)

- i. a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b. All fixed assets have been physically verified by the Management during the year, in our opinion, is reasonable having regard to the size of the Company and the nature of its Assets. No material discrepancies were noticed on such verification.
- c. According to the information and explanations given to us all the title deeds of immovable properties are held in the name of the company.
- ii. In our opinion as the company is engaged in rendering information technology services has not required to maintain any inventories, hence provision relating to inventories are not applicable.
- iii. The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
- iv. The company has not given any loans to directors or given any guarantees or security for loans availed by others. The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013, to the extent applicable, in respect of making investments, as applicable.
- v. The Company has not accepted any deposits from the public.
- vi. The Central Government has not prescribed for maintenance of cost records under Section 148(1) of the Act.
- vii. (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, value added tax, Goods and Services Tax, cess and other material statutory dues applicable to it.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, sales-tax, service tax, value added tax, Goods and Services Tax, cess and other material statutory dues were outstanding at the year end, for a period of more than six months from the date they became payable.
- (c) According to the records of the Company, there were no dues outstanding of income-tax, sales-tax, service tax, value added tax, Goods and Services Tax and cess on account of any dispute.
- viii. The Company has no dues to any bank, financial institution or government. It does not have any outstanding debentures.
- ix. In our opinion, based on the information and explanations given by the management, the Company has not raised any money by way of initial public offer / further public offer / debt



instruments and term loans and hence, reporting under clause (ix) is not applicable to the Company and hence not commented upon.

- x. Based upon the audit procedures performed and according to the information and explanations given to us by the Management, no material fraud on or by the Company has been noticed or reported by the Management during the year.
- xi. According to the records of the Company and on the basis of the information and explanations given to us, managerial remuneration has been paid or provided in accordance in compliance with the provisions of section 197 read with schedule V of the Companies Act, 2013.
- xii. In our opinion, the Company is not a Nidhi company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company and hence not commented upon.
- xiii. In our opinion and according to the information and explanations given to us the Company is in compliance with Section 188 and 177 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- xiv. In our opinion, and according to the information and explanations given to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- xv. In our opinion, and according to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him.
- xvi. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **Vinay T & Co.**
Chartered Accountants
FRN: 012874S

Sd/-
Vinay Totla
Proprietor
Membership No. 224801

Date: 30.05.2018
Place: Hyderabad.



Annexure - B to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of CAT TECHNOLOGIES LIMITED ("the Company") as of 31 March 2018 in conjunction with our audit of the Ind- AS Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS Financial Statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS Financial Statements for external purposes in accordance with generally accepted accounting



principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Ind AS Financial Statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Vinay T & Co.**
Chartered Accountants
FRN: 012874S

Sd/-
Vinay Totla
Proprietor
Membership No. 224801

Date: 30.05.2018
Place: Hyderabad.



BALANCE SHEET AS AT 31-03-2018

PARTICULARS	Note Ref.	as at 31-03-2018 (Rs.)	as at 31-03-2017 (Rs.)	as at 31-03-2016 (Rs.)
I. EQUITY AND LIABILITIES				
1. Non-Current Assets				
Property, plant and equipment	16	50,544,135	50,711,749	57,917,172
Investment property		-	-	-
Financial assets		-	-	-
- Investments	4	680,030,593	680,030,593	680,030,593
- Trade Receivables		-	-	-
- Long-term loans and advances	1	9,224,767	9,224,767	9,224,767
- Others		-	-	-
Deferred tax assets (Net)		-	-	-
Other non-current assets		-	-	-
2. Current Assets				
a) Inventories	3	-	-	-
b) Financial Assets				
- Current investments		-	-	-
- Trade and other receivables	5	34,594,700	29,720,272	40,808,441
- Cash and cash equivalents	6	2,655,673	1,378,564	365,371
- Bank Balances other than above		-	-	-
- Short term loans and advances	1	1,951,163	1,935,022	2,767,246
Assets for current tax (net)		-	-	-
Other current assets	2	119,110	140,648	64,301
TOTAL ASSETS		779,120,141	773,141,615	791,177,891
EQUITY AND LIABILITIES				
1. EQUITY				
a) Equity Share Capital	7	794,364,780	794,364,780	794,364,780
b) Other Equity	8	(81,740,451)	(80,064,634)	(67,398,938)
2. LIABILITIES				
a. Non Current Liabilities				
Long Term Borrowings	11	18,566,750	19,406,398	24,058,800
Long term provisions	10	-	-	-
Deferred tax liabilities (Net)	9	2,321,194	1,644,460	3,217,782
Other non-current liabilities		-	-	-
b. Current liabilities				
Financial Liabilities				
- Short term borrowings	12	6,535,825	7,543,308	7,967,351
- Trade and other payables	13	24,097,974	13,491,542	13,344,608
- Other financial liabilities		-	-	-
Other current liabilities	14	11,430,649	15,851,925	5,110,158
Short-term provisions	15	3,543,412	903,837	10,513,350
Liabilities for current tax (net)		-	-	-
Short-term provisions		-	-	-
TOTAL EQUITY AND LIABILITIES		779,120,141	773,141,615	791,177,891

as per our report of even date attached

For and on behalf of the Board
CAT TECHNOLOGIES LIMITEDFor Vinay T & Co.
FRN:012874S
Chartered Accountants
Sd/-Vinay Totla
Proprietor
Membership No :224801Place: Hyderabad
Date: 30-05-2018Sd/-
DHIRAJ KUMAR JAISWAL
(MANAGING DIRECTOR)Sd/-
NISHA JAISWAL
(DIRECTOR)Sd/-
ANURAG JAISWAL
(CHIEF FINANCIAL OFFICER)



PROFIT & LOSS STATEMENT FOR THE YEAR ENDED 31-03-2018

PARTICULARS	Sch. No.	as at 31-03-2018 (Rs.)	as at 31-03-2017 (Rs.)
I. INCOME			
Revenue from operations	17	34,010,114	47,519,989
Other income	18	917	1,029,757
TOTAL REVENUE		34,011,031	48,549,746
II. EXPENSES			
a. Cost of Materials Consumed		-	-
b. Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	19	-	-
c. Manufacturing Expenses		-	-
d. Employee Benefits Expense	21	26,393,341	43,686,107
e. Finance Costs	22	674,017	961,691
f. Depreciation	16	510,987	8,478,222
g. Other Expenses	24	7,424,023	9,662,743
TOTAL EXPENSES		35,002,367	62,788,763
III. Profit before exceptional items and tax (I-II)		(991,336)	(14,239,017)
IV. Exceptional items		-	-
V. Profit before tax (III-IV)		(991,336)	(14,239,017)
VI. Tax expense:			
(1) Current tax		-	-
(2) Deferred tax		676,734	(1,573,322)
VII. Net Profit for the Period		(1,668,070)	(12,665,695)
VIII. Other Comprehensive Income			
- Items that will not be reclassified to profit or loss		-	-
- Income tax relating to items that will not be reclassified to profit or loss		-	-
- Items that will be reclassified to profit or loss		-	-
- Income tax relating to items that will be reclassified to profit or loss		-	-
IX. Total comprehensive income for the period		(1,668,070)	(12,665,695)
X. Earnings per equity share: (Basic and Diluted)		(0.21)	(1.59)

as per our report of even date attached

For Vinay T & Co.

FRN:012874S

Chartered Accountants

Sd/-

Vinay Totla

Proprietor

Membership No :224801

Place: Hyderabad

Date: 30-05-2018

For and on behalf of the Board
CAT TECHNOLOGIES LIMITED

Sd/-

DHIRAJ KUMAR JAISWAL

(MANAGING DIRECTOR)

Sd/-

NISHA JAISWAL

(DIRECTOR)

Sd/-

ANURAG JAISWAL

(CHIEF FINANCIAL OFFICER)



CASH FLOW STATEMENT

PARTICULARS	For the year ended	
	31-03-2018 (Rs.)	31-03-2017 (Rs.)
A. Cash Flow from Operating Activities		
Net Profit/(Loss) before Tax after & Extraordinary items	(991,336)	(14,239,017)
Adjustments for:		
Depreciation and Amortization	510,987	8,478,222
Finance Cost	674,017	961,691
Profit/Loss on Sale of Fixed Assets	-	-
"other Adjustments for which cash effects are investing "or finance Cash Flow"	50,636	(12,490)
Operating Profit/(Loss) before Working Capital changes	244,303	(4,811,594)
Adjustments for Changes in Assets and Liabilities		
Inventories	-	-
Trade Receivables	(4,874,428)	11,088,169
Loans and other Financial Assets and Other Assets	5,398	755,874
Trade Payables	10,606,432	146,934
other Financial Liabilities, Other Liabilities and Provisions	(1,781,701)	250,381
Cash generated from operations	4,200,004	7,429,764
Income Tax Paid	-	-
Other Cash Inflow/Outflow	-	-
Net Cash Flow from operating Activities	4,200,004	7,429,764
B. Cash Flow from Investing Activities:		
Purchase/Additions of Fixed Assets	(343,373)	(1,272,801)
Sale of Fixed Assets	-	-
Interest Received	(58,375)	12,490
Net Cash Flow Investing Activities	(401,748)	(1,260,311)
C. Cash Flow from Financing Activities		
Proceeds from Issue of Shares	-	-
Proceeds from Borrowing	-	-
Repayment of Borrowings	(1,847,131)	(4,194,569)
Interest Paid	(674,017)	(961,691)
Net Cash Flow from Financing Activities	(2,521,148)	(5,156,260)
Net increase in Cash & Cash Equivalents	1,277,109	1,013,193
Opening Balance of Cash and Cash Equivalents	1,378,564	365,371
Closing Balance of Cash and Cash Equivalents	2,655,673	1,378,564

as per our report of even date attached

For and on behalf of the Board
CAT TECHNOLOGIES LIMITED

For Vinay T & Co.
FRN:012874S
Chartered Accountants
Sd/-
Vinay Totla
Proprietor
Membership No :224801

Sd/-
DHIRAJ KUMAR JAISWAL
(MANAGING DIRECTOR)

Sd/-
NISHA JAISWAL
(DIRECTOR)

Sd/-
ANURAG JAISWAL
(CHIEF FINANCIAL OFFICER)

Place: Hyderabad
Date: 30-05-2018



Statement of Changes in Equity for the year ended March 31, 2018

a) Equity Share Capital

For the year ended 31st March, 2017			
Balance as at 01st April, 2016	794,364,780	-	794,364,780
Changes in equity share capital during the year	-	-	-
Balance as at 31st March, 2017	794,364,780		794,364,780
For the year ended 31st March, 2018			
Balance as at 01st April, 2017	794,364,780		794,364,780
Changes in equity share capital during the year	-	-	-
Balance as at 31st March, 2018	794,364,780	-	794,364,780

b) Other Equity

Particulars	Reserves & Surplus		
	Capital Reserve	Retained Earnings	Total
Balance as at April 1, 2016	1,400,000	(44,464,970)	(43,064,970)
Total Comprehensive Income for the Year			-
i) Additions during the year	-	-	-
ii) Utilisation during the year	-	-	-
iii) Profit / (Loss) for the year	-	(27,115,087)	(27,115,087)
iv) Other Comprehensive Income	-	2,781,119	2,781,119
Balance as at March 31, 2017	1,400,000	(68,798,938)	(67,398,938)
Total Comprehensive Income for the Year	-	-	-
i) Additions during the year	-	-	-
ii) Utilisation during the year	-	-	-
iii) Profit / (Loss) for the year	-	(12,665,695)	(12,665,695)
iv) Other Comprehensive Income	-	-	-
Balance as at March 31, 2018	1,400,000	(81,464,633)	(80,064,633)

as per our report of even date attached

For Vinay T & Co.

FRN:012874S

Chartered Accountants

Sd/-

Vinay Totla

Proprietor

Membership No :224801

Place: Hyderabad

Date: 30-05-2018

For and on behalf of the Board
CAT TECHNOLOGIES LIMITED

Sd/-

DHIRAJ KUMAR JAISWAL
(MANAGING DIRECTOR)

Sd/-

NISHA JAISWAL
(DIRECTOR)

Sd/-

ANURAG JAISWAL
(CHIEF FINANCIAL OFFICER)



Notes to financial statements for the year ended March 31, 2018

1 Basis of accounting and preparation of Financial Statements

a) Company Overview

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

b) Basis of accounting and preparation of Financial Statements

The Financial Statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended, notified under Section 133 of the Companies Act, 2013 (“Act”) and other relevant provisions of the Act.

The Financial Statements upto year ended 31st March, 2017 were prepared in accordance with accounting standards notified under the Company (Accounting Standards) Rules 2014 read with Rule 7(1) of the Companies (Accounts) Rules, 2014 and the provisions of the Companies Act, 2013 (hereinafter referred to as the ‘previous GAAP’).

These Financial Statements are the first financial statements of the company under Ind AS - the transition date being 1st April, 2016. The information as to how the company has adopted Ind AS and the impact thereof on Company’s financial position, financial performance and cash flows is presented in notes to financial statements.

“The financial statements have been prepared under the historical cost basis.” “Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. The Company’s management evaluates all recently issued or revised accounting standards on an on-going basis.”

The financial statements are presented in Indian Rupees (‘INR’) and all values are rounded to the nearest rupee. Where changes are made in presentation, the comparative figures of the previous year are regrouped and re-arranged accordingly.

c) ACCOUNTING ESTIMATES AND ASSUMPTIONS:

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting year end. Although these estimates are based upon management’s best knowledge of current events and actions, actual results could differ from these estimates.



The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

d) Operating Cycle and Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification in accordance with Part-I of Division- II of Schedule III of the Companies Act, 2013.

An asset is treated as current when (a) It is expected to be realised or intended to be sold or consumed in normal operating cycle; (b) It is held primarily for the purpose of trading; or (c) It is expected to be realised within twelve months after the reporting period, or (d) The asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current.

A liability is current when (a) It is expected to be settled in normal operating cycle; or (b) It is held primarily for the purpose of trading; or (c) It is due to be settled within twelve months after the reporting period, or (d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. Terms of a liability that could, at the option of the counterparty, results in its settlement by the issue of equity instruments do not affect its classification. The Company classifies all other liabilities as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its normal operating cycle.

2 Significant Accounting Policies

a) Property, Plant and Equipment & Depreciation

Property, Plant and Equipment are stated at original cost (net of tax/duty credit availed) less accumulated depreciation and impairment losses except freehold land which is carried at cost. Cost includes cost of acquisition, construction and installation, taxes, duties, freight, other incidental expenses related to the acquisition, trial run expenses (net of revenue) and pre-operative expenses including attributable borrowing costs incurred during pre-operational period.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment as at 1st April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.



Property, Plant and Equipments including continuous process plants are depreciated and/ or amortised on the basis of their useful lives as notified in Schedule II to the Companies Act, 2013 except in case of assets costing less than Rs.5,000 which are depreciated over their useful life as assessed by the management. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

b) Revenue recognition

Revenue is recognized to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment.

c) 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

d) Foreign Currencies

Functional currency: The functional currency of the Company is the Indian rupee.

Transactions and translations: Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign-currency-denominated monetary assets and liabilities are translated into the relevant functional currency at exchange rates in effect at the Balance Sheet date. The gains or losses resulting from such translations are included in net profit in the Statement of Profit and Loss. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate prevalent at the date when the fair value was determined. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of the transaction.

Transaction gains or losses realized upon settlement of foreign currency transactions are included in determining net profit for the period in which the transaction is settled. Revenue, expense and cash flow items denominated in foreign currencies are translated into the relevant functional currencies using the exchange rate in effect on the date of the transaction.

e) Impairment of Assets

Non Financial Assets :The carrying value of assets / cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists.

If the carrying amount of the assets exceed the estimated recoverable amount, an impairment is recognised for such excess amount. The impairment loss is recognised as an expense in the Statement of Profit and Loss, unless the asset is carried at revalued amount, in which



case any impairment loss of the revalued asset is treated as a revaluation decrease to the extent a revaluation reserve for that asset.

When there is indication that an impairment loss recognised for an asset (other than a revalued asset) in earlier accounting periods which no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss. In case of revalued assets, such reversal is not recognised.

Financial assets: The Company assesses on a forward-looking basis the expected credit losses associated with its financial assets. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

e) Provisions and Contingent Liabilities

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made 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.

If the effect of the time value of money is material, provisions are discounted to reflect its present value using a current pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the obligation. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

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 the obligation or a reliable estimate of the amount cannot be made.

Contingent assets are not recognised in the Financial Statements.

f) Non-derivative financial instruments

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

**(a) Financial assets**

The Company classifies its financial assets as those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and those to be measured at amortised cost.

Trade receivables represent receivables for goods sold by the Company upto to the end of the financial year. The amounts are generally unsecured and are usually received as per the terms of payment agreed with the customers. The amounts are presented as current assets where receivable is due within 12 months from the reporting date. They are recognised initially and subsequently measured at amortised cost.

A financial asset is derecognised only when the Company has transferred the rights to receive cash flows from the financial asset, or when it has transferred substantially all the risks and rewards of the asset, or when it has transferred the control of the asset.

Investments that are readily realisable and intended to be held for not more than a year are classified as Current investments. All other investments are classified as Non-Current/Long-term Investments. Current investments are carried at lower of cost or market value on individual investment basis. Non-Current Investments are considered at cost, unless there is an “other than temporary” decline in value, in which case adequate provision is made for the diminution in the value of Investments.

Investment in Subsidiaries has been carried at cost.

(b) Financial liabilities

borrowings are initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost on accrual basis. Borrowings are removed from balance sheet when the obligation specified in the contract is discharged, cancelled or expired.

Trade Payables represent liabilities for goods and services provided to the Company upto to the end of the financial year. The amounts are unsecured and are usually paid as per the terms of payment agreed with the vendors. The amounts are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially and subsequently measured at amortised cost.

Financial assets and Financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

g) Earnings Per Share

Basic EPS is computed by dividing the profit or loss attributable to the equity shareholders of the Company by the weighted average number of Ordinary shares outstanding during



the year. Diluted EPS is computed by adjusting the profit or loss attributable to the ordinary equity shareholders and the weighted average number of ordinary equity shares, for the effects of all dilutive potential Ordinary shares.

h) Accounting for Taxes on Income

Tax expenses comprise of current tax and deferred tax including applicable surcharge and cess. Current Income tax is computed using the tax effect accounting method, where taxes are accrued in the same period in which the related revenue and expenses arise. A provision is made for income tax annually, based on the tax liability computed, after considering tax allowances and exemptions. Provisions are recorded when it is estimated that a liability due to disallowances or other matters is probable.

Income-tax expenses comprises current tax and deferred tax charge or release. The deferred tax charge or credit is recognised using current tax rates. Where there is unabsorbed depreciation or carry forward losses, deferred tax assets are recognised only if there is virtual certainty of realisation of such assets based on expected future profits. Other deferred tax assets are recognised only to the extent there is reasonable certainty of realisation in future. Such assets are reviewed as at each Balance Sheet date to reassess realisation.



1 Long term and short term Loans and Advances

	Non-current			Current		
	As at Mar. 31, 2018	As at Mar. 31, 2017	As at Apr. 1, 2016	As at Mar 31, 2018	As at Mar 31, 2017	As at Apr. 1, 2016
Security deposits						
Unsecured, considered good (A)	9,224,767	9,224,767	9,224,767			
	9,224,767	9,224,767	9,224,767	-	-	-
Other loans and advances						
Advances for Employees	-	-	-	100,000	100,000	100,000
Advances to Purchases	-	-	-	1,141	-	-
Other Advances	-	-	-	1,815,022	1,800,022	1,909,828
Office Deposits				35,000	35,000	757,418
(B)	-	-	-	1,951,163	1,935,022	2,767,246
(A+B)	9,224,767	9,224,767	9,224,767	1,951,163	1,935,022	2,767,246

2. Other Current Assets

	As at Mar 31, 2018	As at Mar Mar 31, 2017	As at Apr.1, 2016
TDS Receivable	76,807	74,662	64,301
Miscellaneous Expenditure not written off	-	-	-
Prepaid Insurance	42,303	65,986	
	119,110	140,648	64,301

3 Inventories (valued at lower of cost and net realisable value)

	As at Mar 31, 2018	As at Mar Mar 31, 2017	As at Apr.1, 2016
	-	-	-

4 Non Current Investments

	As at Mar 31, 2018	As at Mar Mar 31, 2017	As at Apr.1, 2016
306 Equity Share of UAE Dirhams 1,50,000 each	640,030,593	640,030,593	640,030,593
100 Common Shares of US Dollar 10 each (March 31,2011: 100 Common Shares of of US Dollar 10) held in CAT Technology INC	40,000,000	40,000,000	40,000,000
	680,030,593	680,030,593	680,030,593



5 Trade receivables

	As at Mar 31, 2018	As at Mar Mar 31, 2017	As at Apr.1, 2016
Trade Receivables (Outstanding for a period of more than six months)	-	-	-
Others, Unsecured, considered good	34,594,700	29,720,272	40,808,441
	34,594,700	29,720,272	40,808,441

6. Cash and cash equivalents

	As at Mar 31, 2018	As at Mar Mar 31, 2017	As at Apr.1, 2016
Cash and Cash equivalents			
Balance with banks			
- On current accounts	961,551	269,903	66,992
Margin money deposit		-	-
Cash on hand	1,694,121	1,108,661	298,379
	2,655,673	1,378,564	365,371

7. Share Capital

	As at Mar 31, 2018	As at Mar Mar 31, 2017	As at Apr.1, 2016
Authorised Shares 120000000(March 31, 2017: 120000000) equity shares of Rs. 10 each	1,200,000,000	1,200,000,000	1,200,000,000
Issued and subscribed shares 79436478 (March 31, 2017: 79436478) equity shares of Rs. 10 each	794,364,780	794,364,780	794,364,780
	794,364,780	794,364,780	794,364,780
Paid up Capital: 79436478 (March 31, 2017: 79436478) equity shares of Rs. 10 each fully paidup:	794,364,780	794,364,780	794,364,780
	794364780	794364780	794364780



a) Reconciliation of the equity shares outstanding at the beginning and at the end of the year

	As at Mar 31, 2018		As at Mar 31, 2017		As at Apr.1, 2016	
			Number	Amt. in Rs.	Number	Amt. in Rs.
At the beginning of the year	79436478	794,364,780	79436478	794,364,780	79,436,478	794,364,780
Shares issued/bought back during the year	-	-	-	-	-	-
Outstanding at the end of the year	79,436,478	794,364,780	79,436,478	794,364,780	79,436,478	794,364,780

b) Terms/right attached to equity shares

The Company has issued only one class of equity shares having par value of Rs 10/- per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c) Details of shareholders holding more than 5% shares in the Company

There are no shareholders holding more than 5% shares in the Company

8 Other Equity

	As at Mar 31, 2018	As at Mar Mar 31, 2017	As at Apr.1, 2016
Share Premium	1,400,000	1,400,000	1,400,000
Surplus in the statement of profit and loss			
Balance as per last financial statements	(81,464,634)	(68,798,938)	(44,464,970)
Profit / (loss) for the period/year	(1,668,078)	(12,665,696)	(27,115,087)
Add/Less: Depreciation Adjustment			2781119
Add/Less: Transfer of Balances	(7,739)	-	-
Net surplus/(deficit) in the statement			
of profit and loss	(83,140,451)	(81,464,634)	(68,798,938)
	(81,740,451)	(80,064,634)	(67,398,938)



9. Deffered Tax Laibility

	As at Mar 31, 2018	As at Mar Mar 31, 2017	As at Apr.1, 2016
Opening Balance	1,644,460.00	3,217,782.00	3,603,725.00
Add: Deferred Tax liability/(Deferred Tax Asset) during the year	676,734.00	(1,573,322)	(385,943)
	2,321,194	1,644,460	3,217,782

10 Long Term provisons

	As at Mar 31, 2018	As at Mar Mar 31, 2017	As at Apr.1, 2016
	-	-	-

11 Long term borrowings

	As at Mar 31, 2018	As at Mar Mar 31, 2017	As at Apr.1, 2016
Secured			
*Secured Mortgage Loan-BOI	1,888,173	2,106,777.00	2,248,642
*Hypothecated Loans	-	-	288,151
	1,888,173	2,106,777	2,536,793
Unsecured			
**From Others	15,707,577	17,209,621.00	21,522,007
From Directors and Relatives	971,000	90,000.00	-
	16,678,577	17,299,621	21,522,007
Total	18,566,750	19,406,398	24,058,800

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

Nature of Security

Mortgage Loan from Bank of India by
mortgage of Land Documents

Terms of Repayment

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.

**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.



12 Short term borrowings

	As at Mar 31, 2018	As at Mar Mar 31, 2017	As at Apr.1, 2016
Secured			
Secured Overdraft from DCB Bank -[Refer Note (a) below]	547,825	1,097,584.00	785,117
Current Maturities of Long Term Debt (refer Note ('c))	459,000	459,000	1,403,484
Hypothecated Loans [Refer Note (b) below]	-	457,724	-
	1,006,825	2,014,308	2,188,601
Unsecured			
CAT Educational Society	5,529,000	5,529,000.00	5,529,000
Chit Amount Payable	-	-	249,750
	5,529,000	5,529,000	5,778,750
Total	6,535,825	7,543,308	7,967,351

Note:

- (a) Overdraft Loans from banks are secured by collaterals of personal properties of Director.
- (b) Vehicle loan from BMW Financial Services amounting to Rs.4,57,723.88 is secured by way of Hypothecation of Vehicles emi's pertaining to next 6 months reflected here.
- "(C) Mortgage loan against land obtained from Bank of India amounting to Rs. 26,65,777/- (March 31,2016) pertaining to "next 12 months reflected here. "

13 Trade payables

	As at Mar 31, 2018	As at Mar Mar 31, 2017	As at Apr.1, 2016
Dues to Related parties	-	-	-
Dues to others	24,097,974	13,491,542	13,344,608
	24,097,974	13,491,542	13,344,608

Note:

Details of dues to micro and small enterprises as defined under the MSMED ACT, 2006

Based on information available with the Company, there are no suppliers who are registered as micro, small or medium enterprises under "The Micro, Small and Medium Enterprises Development Act, 2006 as at March 31, 2018

**14. Other current liabilities**

	As at Mar 31, 2018	As at Mar Mar 31, 2017	As at Apr.1, 2016
Advances against sales	-	-	-
Dues to Employees	6,482,818	10,122,411	2,588,142
Statutory liabilities	1,474,207	2,019,246	110,453
other liabilities	3,473,624	3,710,268	2,411,563
	11,430,649	15,851,925	5,110,158

15 Short term provisions

	As at Mar 31, 2018	As at Mar Mar 31, 2017	As at Apr.1, 2016
Provision for expenses	225,000	225,000	1,151,677
Provision for Income Tax	2,878,079	-	2,576,488
Liability for Employees	440,333	678,837	6,785,185.00
	3,543,412	903,837	10,513,350



16 Property Plant and Equipment

	Office Equipment	Buildings	Computers	Vehicles	Furniture	Generator	Air conditioner	Total fixed assets
Cost								
As at April 1, 2016	5,541,157	35,321,274	27,729,534	9,632,534	10,779,691	241,392		89,245,582
Additions	513,748	-	393,250		-	-		906,998
Deletions		-	-	3,013,589	-	-		3,013,589
As at March 31, 2017	6,054,905	35,321,274	28,122,784	6,618,945	10,779,691	241,392	-	87,138,991
Additions	7,050	-	-	-	-	-	139,500	146,550
Deletions	-	-	-	-	-	-	-	
As at March 31, 2018	6,061,955	35,321,274	28,122,784	6,618,945	10,779,691	241,392	139,500	87,285,541
As at April 1, 2016	5,483,638	5,477,285	27,729,535	5,995,034	9,208,626	220,954	-	54,115,072
Adjustment to opening Reserve								
Charge for the year	68,620	86,541	29,669	623,911	874,819	20,438	-	1,703,998
Deletions	-							
As at March 31, 2017	5,552,258	5,563,826	27,759,204	6,618,945	10,083,445	241,392	-	55,819,070
Adjustment to opening Reserve								
Charge for the year	9,671	456,260	-	-	9,955		5,622	481,508
Deletions								
As at March 31, 2018	5,561,929	6,020,086	27,759,204	6,618,945	10,093,400	241,392	5,622	56,300,578
Net Block								
As at April 1, 2016	57,519	29,843,989	-	623,911	1,571,065	20,439		32,116,923
As at March 31, 2017	502,647	29,757,448	363,580	-	696,246	-	-	31,319,921
As at March 31, 2018	500,026	29,301,188	363,580	-	686,291	-	133,878	30,984,963

(To be continued...)



Property Plant and Equipment

	Goodwill	Computer Software	Total fixed assets
Cost			
As at April 1, 2016	17,489,911	41,569,182	59,059,093
Additions		365,803	365,803
Deletions		-	-
As at March 31, 2017	17,489,911	41,934,985	59,424,896
Additions		196,823	196,823
Deletions	-	-	-
As at March 31, 2018	17,489,911	42,131,808	59,621,719
As at April 1, 2016	-	33,258,844	33,258,844
Adjustment to opening Reserve			
Charge for the year	-	6,774,224	6,774,224
Deletions	-		
As at March 31, 2017	-	40,033,068	40,033,068
Adjustment to opening Reserve			
Charge for the year	-	29,479	29,479
Deletions			
As at March 31, 2018	-	40,062,547	40,062,547
Net Block			
As at April 1, 2016	1,748,911	8,310,388	25,800,249
As at March 31, 2017	17,489,911	1,901,917	19,391,828
As at March 31, 2018	17,489,911	2,069,261	19,559,172



NOTES TO FINANCIAL STATEMENTS

(All amounts are in Indian rupees except as otherwise stated)

17. Revenue from operations

	For the Year ended Mar 31, 2018	For the Year ended Mar 31, 2017
Sales & Services		
EXPORT		
Consultancy Fees Receipts	15,640,792	23,749,208
Medical Transcription Receipts	576,015	467,170
Software Development Receipts	17,737,597	23,301,811
DOMESTIC		
Course Fees	-	-
Local Software Development Receipts	55,710	1,800
	34,010,114	47,519,989

18 Other income

	For the Year ended Mar 31, 2018	For the Year ended Mar 31, 2017
Miscellaneous Income	917	1,017,267
Interest Income	-	12,490
Foreign Exchange Fluctuation (Profit)	-	-
	917	1,029,757

19 Change in Inventories of finished goods , work- in- progress and stock in trade

	For the Year ended Mar 31, 2018	For the Year ended Mar 31, 2017
i Opening Stock		
a. Rawn slabs	-	-
b. Polished slabs/Tiles	-	-
	-	-
ii Closing Stock		
a. Rawn slabs	-	-
b. Polished slabs/Tiles	-	-
	-	-
	-	-



20 Manufacturing expenditure

	For the Year ended Mar 31, 2018	For the Year ended Mar 31, 2017
Fuel & Power Consumption	-	-
Stores & Spares Consumed	-	-
Repairs & Maintenance	-	-
	-	-

21 Employee benefits expense

	For the Year ended Mar 31, 2018	For the Year ended Mar 31, 2017
Salaries, bonus and allowances	25,793,341	42,486,107
Directors Remuneration	600,000	1,200,000
	26,393,341	43,686,107

22 Finance costs

	For the Year ended Mar 31, 2018	For the Year ended Mar 31, 2017
Bank Charges	248,018	430,330
Interest - Others	425,998	531,361
	674,017	961,691

23 Depreciation expense

	For the Year ended Mar 31, 2018	For the Year ended Mar 31, 2017
Depreciation of tangible assets		
Intangible assets	510,987	84,78,222
	510,987	84,78,222



24 Other expenses

	For the Year ended Mar 31, 2018	For the Year ended Mar 31, 2017
Audit Fees	250,000	250,000.0
AGM & EGM Expense	-	5,000.0
Books & Periodicals	-	2,640.0
Consultancy Charges	30,900	241,805.0
Domain Registration Charges	-	7,451.0
EPF Interest & Damages	-	178,000.0
Fees & Filing Charges	285,253	351,040.0
ESIC Interest	-	235,126.0
Insurance	125,211	183,600.0
Interest on TDS	235,503	334,081.0
Prior Period Expenses for Interest on Late Filing of TDS	2,878,079	-
Loss on Chit Fund	58,375	-
Discount Allowed	69,808	-
Membership Fee	4,025	-
Repairs & Maintenance	75,930	202,998.0
Advertisement Expenses	91,974	115,759.0
Electricity Charges	1,432,514	2,597,574.0
Internet & Email Charges	354,639	599,882.0
Office Maintenance	74,838	186,063.0
Printing & Stationery	-	6,534.0
Professional Charges	79,586	332,094.0
Rent	360,000	720,000.0
Loss on F.E. Realisation	275,557	1,647,945.0
Service Tax	-	32,500.0
Telephone Expenses	370,991	1,081,631.0
Tours & Travelling Expenses	350,000	300,000.0
Water Charges	20,840	51,020.0
Total	7,424,023	9,662,743

25 Expenditure incurred in foreign currency

	For the Year ended Mar 31, 2018	For the Year ended Mar 31, 2017
a) CIF Value of Imported Capital Goods	NIL	NIL
b) CIF Value of Imported Cosumables and spares	NIL	NIL
c) CIF Value of Imported Raw Material	NIL	NIL
d) On Overseas Travel	NIL	NIL



26 Foreign Exchange earnings

	For the Year ended Mar 31, 2018	For the Year ended Mar 31, 2017
FOB Value of Exports in Rupees	NIL	NIL

Break-up of Deferred Tax Assets and (Liabilities) into major components of the respective balances is as under:

Deferred Tax Assets / Liabilities

	For the Year ended Mar 31, 2018	For the Year ended Mar 31, 2017
Tax Impact of Unabsorbed Losses as per I.T.Act .	-	-
Tax Impact due to difference between tax depreciation and Book Depreciation	2,321,194	1,644,460

28 EARNINGS PER SHARE

	For the Year ended Mar 31, 2018	For the Year ended Mar 31, 2017
BASIC AND DILUTED EARNINGS		
Number of Equity Shares at the beginning of the year	794364780	794364780
Number of Equity Shares at the end of the year	794364780	794364780
Weighted average number of equity shares	794364780	794364780
Profit for the year (after tax, available for equity shareholders)	-1668070	-12,665,695
BASIC AND DILUTED EARNINGS PER SHARE	-0.00	-0.02

29 CONTINGENT LIABILITIES AND COMMITMENTS

- a Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of advances) Nil (Previous year Nil)
- b Other commitments Nil (Previous year Nil).

30 FIRST-TIME ADOPTION OF IND AS:

These are company's first financial statements prepared in accordance with Ind AS.

The accounting policies set out herein have been applied in preparing the financial statements for the year ended 31st March, 2017, the comparative information presented in these financial statements for the year ended 31st March 2016 and in the preparation of an opening Ind AS



balance sheet at 1st April, 2016 (the company's date of transition). In preparing its opening Ind AS balance sheet, the company has adjusted the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2014 (as amended) and other relevant provisions of the Act previous GAAP).

Following notes explains the effect of transition from previous GAAP to Ind AS on the company's financial position, financial performance and cash flows.

Carrying value of Property, Plant and Equipment:

Ind AS 101 permits a first time adopter to elect to continue with the carrying value for all its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities. The company has elected to apply to measure all of its property, plant and equipment, and intangible assets at their previous GAAP carrying value.

(b) Reconciliations

The following reconciliations provide a quantification of the effect of significant differences arising from the transition from Previous GAAP to Ind AS in accordance with Ind AS 101:

Reconciliation of equity:	As at March 31, 2017	As at April 1, 2016
Other equity as per Previous GAAP	(80,064,633)	(67,398,936)
Adjustment as per IND AS	-	-
Other equity as per IND AS	(80,064,633)	(67,398,936)
Share Capital as per Previous GAAP	794,364,780	794,364,780
Adjustment as per IND AS	-	-
Share Capital as per IND AS	794,364,780	794,364,780
Total Equity as per IND AS	714,300,147	726,965,844



Reconciliation of Balance Sheet

PARTICULARS	Notes	As at March 31, 2017			As at April 1, 2016		
		Previous GAAP	Ind AS adjustments	Ind AS	Previous GAAP	Ind AS adjustments	Ind AS
I. ASSETS							
1. Non-Current Assets							
Property, plant and equipment	16	31,319,922	-	31,319,922	32,116,923		32,116,923
Capital work-in-progress		-	-	-	-		-
Investment property							
Goodwill							
Other Intangible assets	16	19,391,828		19,391,828	25,800,249		25,800,249
Intangible assets under development							
Biological assets other than bearer plants							
Financial assets							
- Investments	4	680,030,593		680,030,593	680,030,593		680,030,593
- Trade Receivables							
- Long-term loans and advances	1	9,224,767		9,224,767	9,224,767		9,224,767
- Others		-		-	-		-
Deferred tax assets (Net)							
Other non-current assets		-		-	-		-
Total Non-Current Assets		739,967,109	-	739,967,109	747,172,532	-	747,172,532
2. Current Assets							
a) Inventories	3			-			-
b) Financial Assets							
- Current investments							
- Trade and other receivables	5	29,720,272		29,720,272	40,808,441		40,808,441
- Cash and cash equivalents	6	1,378,564		1,378,564	365,371		365,371
- Bank Balances other than above							
- Short term loans and advances	1	1,935,022		1,935,022	2,767,247		2,767,247
- Other Current Assets	2	140,648		140,648	64,301		64,301
		33,174,506	-	33,174,506	44,005,360	-	44,005,360
		773,141,615	-	773,141,615	791,177,892	-	791,177,892



PARTICULARS	Notes	As at March 31, 2017			As at April 1, 2016		
		Previous GAAP	Ind AS adjustments	Ind AS	Previous GAAP	Ind AS adjustments	Ind AS
I. EQUITY AND LIABILITIES							
1. EQUITY							
a) Equity Share Capital	7	794,364,780		794,364,780	794,364,780		794,364,780
b) Other Equity	8	(80,064,633)		(80,064,633)	(67,398,936)		(67,398,936)
Total Equity		714,300,147	-	714,300,147	726,965,844	-	726,965,844
Share application money pending allotment							
2. LIABILITIES							
Financial liabilities		-		-	-		-
- Long term borrowings	11	19,406,398	-	19,406,398	24,058,800	-	24,058,800
- Other financial liabilities		-		-	-		-
Long term provisions	10			-			-
Deferred tax liabilities (Net)	9	1,644,460	-	1,644,460	3,217,782	-	3,217,782
Other non-current liabilities							
		21,050,858	-	21,050,858	27,276,582	-	27,276,582
Current liabilities							
Financial Liabilities							
- Short term borrowings	12	7,543,308		7,543,308	7,967,351		7,967,351
- Trade and other payables	13	13,491,542		13,491,542	13,344,608		13,344,608
- Other financial liabilities							
Other current liabilities	14	15,851,925		15,851,925	5,110,158		5,110,158
Short-term provisions	15	903,837		903,837	10,513,350		10,513,350
Liabilities for current tax (net)							
		37,790,612	-	37,790,612	36,935,467	-	36,935,467
		773,141,617	-	773,141,617	791,177,893	-	791,177,893



Reconciliation of Statement of Profit and Loss for the year ended March 31, 2017

Notes	Previous GAAP	Ind AS adjustments	Ind AS
INCOME			
Revenue from operations	47,519,989	-	47,519,989
Other income	1,029,757	-	1,029,757
Total Income	48,549,746		48,549,746
EXPENSES			
Cost of Materials Consumed			
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	-	-	-
Manufacturing expenditure	-	-	-
Employee benefits expense	-	-	-
Finance costs	43,686,107		43,686,107
Selling ,General & Adminstrative Expenses	961,691		961,691
Depreciation	8,478,222		8,478,222
Other expenses	9,662,743		9,662,743
Total Expenses	62,788,763		62,788,763
Profit before exceptional items and tax	(14,239,017)		(14,239,017)
Exceptional items	-		-
Profit before tax	(14,239,017)		(14,239,017)
Tax expense:			
(1) Current tax			
(2) Deferred tax	(1,573,322)		(1,573,322)
Net Profit for the Period	(12,665,695)		(12,665,695)
Profit/(loss) from discontinuing operations			
Tax expense of discontinuing operations			
Profit/(loss) from Discontinuing operations (after tax)	(12,665,695)		(12,665,695)
Profit (Loss) for the period			
Other Comprehensive Income			
- Items that will not be reclassified to profit or loss			
- Income tax relating to items that will not be reclassified to profit or loss			
- Items that will be reclassified to profit or loss			
- Income tax relating to items that will be reclassified to profit or loss			
Total comprehensive income for the period	(12,665,695)		(12,665,695)



- 31 Previous year's figures have been regrouped, re-classified and re-cast wherever necessary so as to make them correspondent with the current year's Figures and are rounded off to the nearest rupee.
- 32 "As there is neither more than one business segment nor more than one geographical segment, segment information" is not required to be disclosed.
- 33 The financial statements of the previous year were audited by a firm of chartered accountants other than Vinay T & Co

as per our report of even date attached

For Vinay T & Co.

FRN:012874S

Chartered Accountants

Sd/-

Vinay Totla

Proprietor

Membership No :224801

Place: Hyderabad

Date: 30-05-2018

For and on behalf of the Board
CAT TECHNOLOGIES LIMITED

Sd/-

DHIRAJ KUMAR JAISWAL

(MANAGING DIRECTOR)

Sd/-

NISHA JAISWAL

(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

23rd ANNUAL GENERAL MEETING

Wednesday, 14th November, 2018 at 10.30 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 23rd 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
 Email id: investor@cattechnologies.com Website: www.cattechnologies.com
 Tel: +91-40-66661284 Fax: +91-40-66661286

FORM NO. MGT -11**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 23rd Annual General Meeting of the Company, to be held on **Wednesday, 14th November, 2018 at 10.30 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	Re - Appointment of Mr. Dinesh Kumar Jaiswal as Director.	
3	To consider and fix Auditors' remuneration for financial year 2018-19	
4.	To Appoint Mr. Shailender Singh Thakur as an Independent Director on the Board	
5.	To Appoint Mr. Saibaba Gopathi as an Independent Director on the Board	
6.	To approve remuneration of managing director	

Signed this _____ day of November, 2018.

Signature of shareholder

Signature of Proxy holder(s)

Affix
Rs.1/-
Revenue
Stamp

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting.

**PRINTED MATTER
BOOK-POST**



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