



**24<sup>th</sup>**

**Annual Report 2018-2019**



## CAT TECHNOLOGIES LIMITED

CIN: L72200TG1995PLC035317

### **BOARD OF DIRECTORS**

**DHIRAJ KUMAR JAISWAL**

**NISHA JAISWAL**

**DINESH KUMAR JAISWAL**

**OMAR MOHAMMAD**

**SHAILENDER SINGH THAKUR**

**SAIBABA GOPATHI**

**ANURAG JAISWAL**

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

### **AUDITORS**

#### **RAMU AND RAVI.**

Chartered Accountants  
814, Raghava Ratna Towers, Chirag Ali Lane,  
Abids, Hyderabad – 500 001

### **BANKERS**

Development Credit Bank Limited  
Bank of India  
Yes Bank

### **REGISTERED OFFICE**

The Hyderabad District Co-Operative  
Central Bank Limited  
1<sup>st</sup> Floor, Champa Mansion  
Nampally Station Road  
Hyderabad – 500 001  
Phone: 040-23202769 / 23203943  
Fax: 040-23204092  
E-mail: info@cattechnologies.com

### **REGISTRAR AND SHARE TRANSFER AGENTS**

#### **AARTHI CONSULTANTS PRIVATE LIMITED**

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

### **LISTED AT**

The BSE Limited



## NOTICE

Notice is hereby given that the **Twenty Fourth Annual General Meeting** of the Members of the Company will be held on **MONDAY, 30<sup>th</sup> SEPTEMBER, 2019 at 11 A.M.** at H No. 5-4-736, 4<sup>th</sup> Floor, Nampally Station Road, Abids, 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 31<sup>st</sup> March, 2019 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 31<sup>st</sup> March, 2019.

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

#### **3. Appointment of Statutory Auditor of the Company**

To appoint M/s. Ramu and Ravi., Chartered Accountants (FRN:006610S) as Statutory Auditors of the Company, in place of retiring auditors, to hold the office from the conclusion of this AGM until the conclusion of 29<sup>th</sup> Annual General Meeting to be held in the year 2024 and to fix their remuneration for the financial year 2019-20.

### **SPECIAL BUSINESS:**

#### **4. TO RE- APPOINT MR. OMAR MOHAMMAD AS AN INDEPENDENT DIRECTOR ON THE BOARD:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 & Rules made there under read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the SEBI (LODR) Regulations 2015 as amended time to time, **Mr. OMAR MOHAMMAD (DIN: 05302851)**, who was appointed as Independent Director of the Company at the 19th Annual General Meeting of the Company and who holds office upto 28th September 2019 and who is eligible for re-appointment as an Independent Director, be and is hereby re-appointed as an Independent Director on the Board of Directors of the Company to hold office for a second term of Three years commencing with effect from 30<sup>th</sup> September, 2019 to 29<sup>th</sup> September, 2022.”

BY ORDER OF THE BOARD  
FOR CAT TECHNOLOGIES LIMITED

Place: HYDERABAD  
Date: 14.08.2019

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 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 **26<sup>th</sup> September, 2019 to 30<sup>th</sup> September, 2019** (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 24<sup>th</sup> 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 20<sup>th</sup> September, 2019** 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"> <li>• 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.</li> </ul>
	<ul style="list-style-type: none"> <li>• 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.</li> </ul>
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"> <li>• <b>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).</b></li> </ul>

- 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](http://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](mailto: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](mailto: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 27<sup>th</sup> September, 2019 to 5 P.M. on 29<sup>th</sup> September, 2019.**

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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 30th September, 2019.

### **EXPLANATORY STATEMENT**

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

#### **Item No. 4:**

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the re-appointment of Mr. Omar Mohammad (DIN: 05302851) as Independent Director, for a second term of three years commencing with the effect from 30th September, 2019 to 29th September, 2022, Mr. Omar Mohammad was appointed as Independent Director at the nineteenth Annual General Meeting ("AGM") of the Company and holds office up to September 28, 2019.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Omar Mohammad would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the re-appointment of Mr. Omar Mohammad as Independent Director is now being placed before the Members for their approval by way of Special Resolution.

The Board recommends the Special Resolution at Item No. 4 of this Notice for approval of the Members.

Except Omar Mohammad and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 4 of the Notice.





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

<b>Name of Director</b>	<b>Mr. Omar Mohammad</b>
DIN No.	05302851
Age	72 Years
Date of First Appointment	14.05.2012
Nature of Expertise in specific functional area	Has vast experience in Insurance actuarial and claim adjudication in General Insurance Sector
Disclosure of relationships between directors inter-se	Nil
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	Nil
Qualification	Bachelor of Arts

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

<b>Name of Director</b>	<b>Ms. Nisha Jaiswal</b>
DIN No.	01978821
Age	47 Yrs
Date of First Appointment	30.09.2015
Nature of Expertise in specific functional area	Accounts and Admin
Disclosure of relationships between directors inter-se	Wife of Mr. Dhiraj Jaiswal, Managing Director of the Company.
Names of the listed companies in which the person holds the directorship and the membership of committees of the Board	Nil
No. of Shares held in the company	350000
Qualification	Bachelor of Commerce



## DIRECTORS' REPORT

To,  
The Members,

Your Directors have pleasure in presenting the Twenty Fourth Annual Report together with the Audited Accounts of the Company for the financial year ended 31st March, 2019.

### 1. REVIEW OF PERFORMANCE:

(Amount in Lakhs)

Particulars	2018-19	2017-18
Income (Including Other Income)	8,21,121	3,40,11,031
Expenses (Including exceptional items)	23,14,934	3,50,02,368
Profit/(Loss) before Interest, Depreciation & Tax (PBIDTA)	(14,93,813)	(9,91,340)
Finance Charges	3,63,134	6,74,017
Depreciation & amortization	5,03,839	5,10,986
<b>Net Profit/(Loss) Before Tax</b>	<b>(14,93,813)</b>	<b>(9,91,340)</b>
Provision for tax including Deferred Tax	5,06,736	6,76,734
<b>Net Profit/(Loss) after tax</b>	<b>(20,00,550)</b>	<b>(16,88,074)</b>
Add / (Less): Share of Profit / (Loss) on Associate Companies	-	-
Add / (Less): Minority Interest - Share of Profit / (Loss)	-	-
<b>Net Profit/(Loss)</b>	<b>(20,00,550)</b>	<b>(16,88,074)</b>
<b>EPS</b>		
Basic	(0.25)	(0.21)
Diluted	(0.25)	(0.21)

### 2. GLOBAL OPERATIONS:

Your Company has recorded a consolidated income (as per Ind AS) for the Financial Year under review given as per the financial statement enclosed with this report.

### 3. INDIAN OPERATIONS:

During the financial year 2018-19 your Company recorded turnover Rs. 60,254/- and incurred a Net Loss after tax of Rs. 20,00,550/- as compared to Turnover of Rs.3,40,10,114/- and Net Loss after tax of Rs. 16,88,074/- 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. TRANSFER TO RESERVE:**

It is not proposed to transfer any amount to reserve during the financial year ended March 31, 2019

**5. DIVIDEND:**

Due to losses, your directors do not recommend any dividends for the financial year 2018-19.

**6. 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.

**7. SUBSIDIARY/ASSOCIATE COMPANIES:**

The Company has 2 subsidiaries as on 31st March 2019. 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.

**8. PARTICULARS OF EMPLOYEES:**

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

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.



## 9. DIRECTORS' RESPONSIBILITY STATEMENT:

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

- a) In the preparation of Annual Accounts for the year ended 31<sup>st</sup> March, 2019, 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 31<sup>st</sup> March, 2019 and of the profit and loss of the Company for that period;
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act, for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities;
- d) The Directors have prepared the annual accounts on a going concern basis.
- e) The directors had laid down internal financial controls by the Company and that such internal financial controls are adequate and operating effectively; and
- f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

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

### a. Board Meetings:

The Board of Directors of the Company met 07 (Seven) times during the year 2019-20. 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 there was no changes in the constitution of Board of Directors.

### c. Re-Appointment:

Ms. Nisha Jaiswal, Director of the company retire by rotation at the ensuing Annual General Meeting and being eligible, offer herself for re-appointment.

### d. Independent Directors:

The Mr. Omar Mohammad, Independent Director who was appointed at the 19th Annual General Meeting held on 29th September 2014 for a period of Five (5) years, will continue to be on the Board till the conclusion of Annual General Meeting to be held in the calendar year 2019. Being eligible for re-appointment, board has recommended for reappointment for another term of 3 years.



The following Independent Directors as there on the board”

Mr. Omar Mohammed

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.**

During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions and also not entered into any contracts / arrangements / transactions with related parties were in the ordinary course of business and on an arm's length basis. Hence disclosure pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014 is not applicable to the company.

**11. MATERIAL CHANGES AND COMMITMENTS FROM THE DATE OF CLOSURE OF FINANCIAL YEAR:**

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statement relates and the date of this report.

**12. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS AND TRIBUNALS:**

During the financial year SEBI vide its No. WTM/GM/EFD/01/2019-20 dated 03 April, 2019 has prohibited company and promoters of the Company from accessing the capital market and dealing in securities or instruments for a period of 5 year from the date of Order. Company has filed appeal before SEBI Appellate authority against this Order.

**13. CORPORATE SOCIAL RESPONSIBILITY (CSR):**

Since the CSR norms are not applicable to the Company, the disclosures as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 are not required to be made.



**14. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND:**

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF). Also, the provisions of the Investor Education Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 are not applicable to the Company.

**15. COST RECORDS:**

The provision of Cost audit as per section 148 doesn't applicable on the Company.

**16. AUDITORS:**

M/s. Vinay T & Co., Chartered Accountants, Hyderabad, Statutory Auditors of the Company resigned due to some pre-occupations. Accordingly, on the basis of the recommendation of the Audit Committee, the Board of Directors proposed to appoint M/s. Ramu and Ravi, Chartered Accountants as statutory auditors of the Company till ensuing AGM. Further member at their Extra-Ordinary General Meeting held on 30.03.2019 appointed M/s. Ramu and Ravi, Chartered Accountant, Hyderabad (FRN. 006610S), as Statutory Auditor of the Company for the financial year 2018-19 and who shall hold office till the conclusion of the ensuing Annual General Meeting.

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules framed there under, it is proposed to appoint M/s. Ramu and Ravi, Chartered Accountants (FRN: 006610S) as Statutory Auditors of the Company from the conclusion of this AGM till the conclusion of the 29th AGM to be held in the year 2024. M/s. Ramu and Ravi, Chartered Accountants have furnished the Certificate of their eligibility for appointment in compliance with Section 141 of the Companies Act, 2013.

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 2019-20.

M/s Ramu and Ravi., Chartered Accountants, (the retiring Auditors), have carried the Statutory Audit and the Notes on financial statement referred to in the Auditors' Report issued by them are self-explanatory and hence do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark. The Auditors' Report is enclosed with the financial statements in this annual report. have carried the Statutory Audit. With regard to observation of Auditors in their Auditors Report regarding Statutory Dues pending for payment of more than 6 months, your Directors would like to bring to your kind notice that delay in mainly due to short terms cash flow problems of the company and management is working towards streamling cashflow to avoid delays in payment of dues. The Auditors' Report is enclosed with the financial statements in this annual report.



#### 17. DETAILS OF FRAUD REPORT BY AUDITOR:

The Auditors of the Company have not reported any fraud as specified under the second proviso of Section 143(12) of the Companies Act, 2013.

#### 18. 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 2018-19. The Secretarial Audit Report for Financial year 2018-19 is herewith appended as **Annexure - 2** 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.

#### 19. 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.

#### 20. 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 - 3** to the Boards' Report.

#### 21. 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 Investments outstanding as as 31.03.2019 are as follows

Sl. No	Name of the Investee	Nature of Investment	Currency	Amount in INR
1.	Cat Technology FZE, UAE	100% Subsidiary	Dhiram	64,00,30,593
2.	Cat Technology Inc, US	100% Subsidiary	USD	4,00,00,000
3.	Cat Technology Fze – Unsecured Loan	Unsecured Loan	Dhiram	17,88,414

#### 22. 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	60,254/-
Foreign exchange outgo	Nil

**23. 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 - 4**.

**24. 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 2019 forms part of this Annual Report as **Annexure - 5**

**25. 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.

**26. 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.

**27. 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: 14.08.2019

Place: Hyderabad

Sd/-

**Dhiraj Kumar Jaiswal**

Managing Director

DIN: 01119055

Sd/-

**Nisha Jaiswal**

Director

DIN: 01978821



## Form No. MR - 3

**SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31.03.2019**

**[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 31.03.2019 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, 2019 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) *Following Delay/Deficiencies are being reported in compliance with SEBI(LODR) Regulation, 2015*
  - i. Deficiency in Complianace with Regulation 33 for all quaters.
  - ii. Delay in compliance with Regulation 31 for submission of Shareholding pattern for quater ended 30.09.2018
  - iii. Non Compliance with the Regulation 6(1) with regard to Appointment of Company Secretary.
- b) *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.

Based on declaration given by the company, we report that 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: 14.08.2019



**Form No. MGT-9**  
**EXTRACT OF ANNUAL RETURN**  
**As on the Financial Year ended on 31.03.2019**

[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	<b>CAT TECHNOLOGIES LTD</b>
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	
<b>A. Promoters'</b>									
<b>(1) Indian</b>									
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
<b>Sub Total (A)(1)</b>	<b>4566209</b>	<b>0.00</b>	<b>4566209</b>	<b>5.75</b>	<b>4566209</b>	<b>0.00</b>	<b>4566209</b>	<b>5.75</b>	<b>0.00</b>
<b>(2) Foreign</b>									
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
<b>Sub-total (A) (2):-</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>Total Shareholding of Promoter (A) = (A)(1) + (A)(2)</b>	<b>4566209</b>	<b>0.00</b>	<b>4566209</b>	<b>5.75</b>	<b>4566209</b>	<b>0.00</b>	<b>4566209</b>	<b>5.75</b>	<b>0.00</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
b) Banks / FI	15200	0.00	15200	0.02	15200	0.00	15200	0.02	0.00
c) Central Govt	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
d) State Govt(s)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
e) Venture Capital Funds	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
f) Insurance Companies	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
g) FIs	1299133	0.00	1299133	1.64	1299133	0.00	1299133	1.64	0.00
h) Foreign Venture Capital Funds	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
i) Others (specify)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>Sub-total (B)(1):-</b>	<b>1314333</b>	<b>0.00</b>	<b>1314333</b>	<b>1.66</b>	<b>1314333</b>	<b>0.00</b>	<b>1314333</b>	<b>1.66</b>	<b>0.00</b>
<b>2. Non-Institutions</b>									
<b>a) Bodies Corp.</b>									
i) Indian	3181010	26665	3207675	4.04	4466768	26665	4493433	5.66	+ 1.62
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	4702840	296137	4998977	6.29	4674317	295187	4969504	6.26	-0.03
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	6004834	0	6004834	7.56	6050685	0	6050685	7.62	+0.06
<b>c) Others</b>									
Others	1548922	0	1548922	1.95	246786	0	246786	0.31	-1.64
<b>Sub-total (B)(2):-</b>	<b>15371401</b>	<b>389007</b>	<b>15760408</b>	<b>19.84</b>	<b>15454906</b>	<b>322802</b>	<b>15760408</b>	<b>19.84</b>	<b>0.00</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>16686139</b>	<b>388602</b>	<b>17074741</b>	<b>21.49</b>	<b>16686139</b>	<b>388602</b>	<b>17057441</b>	<b>21.49</b>	<b>0.00</b>
C. Shares held by Custodian for GDRs & ADRs	57795528	0.00	57795528	72.76	57795528	0.00	57795528	72.76	0.00
<b>Grand Total (A+B+C)</b>	<b>79047376</b>	<b>388602</b>	<b>79436478</b>	<b>100.00</b>	<b>79047876</b>	<b>388602</b>	<b>79436478</b>	<b>100.00</b>	<b>0.00</b>

## 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
	<b>Total</b>	<b>4566209</b>	<b>5.75</b>	<b>0.00</b>	<b>4566209</b>	<b>5.75</b>	<b>0.00</b>	<b>0.00</b>



### 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	2165078	2.73	01.04.2017	2165078	2.73
		At the end of the year	2165078	2.73	31.03.2018	2165078	2.73
2.	National Stock Exchange of India Limited	At the beginning of the year	1268620	1.59	01.04.2017	1268620	1.59
		At the end of the year	1268620	1.59	31.03.2018	1268620	1.59
3.	India Focus Cardinal Fund	At the beginning of the year	885350	1.11	01.04.2017	885350	1.11
		At the end of the year	885350	1.11	31.03.2018	885350	1.11
4.	Kii Limited	At the beginning of the year	413783	0.52	01.04.2017	413783	0.52
		At the end of the year	413783	0.52	31.03.2018	413783	0.52
5.	Oudh Finance & Investment Private Limited	At the beginning of the year	411235	0.52	01.04.2017	411235	0.52
		At the end of the year	411235	0.52	31.03.2018	411235	0.52
6.	Ranbir Kaur	At the beginning of the year	243175	0.31	01.04.2017	243175	0.31
		At the end of the year	249975	0.31	31.03.2018	249975	0.31
7.	Cherry Cosmetics Pvt. Ltd.	At the beginning of the year	242527	0.30	01.04.2017	242527	0.30
		At the end of the year	242527	0.30	31.03.2018	242527	0.30
8.	Rajbir Singh	At the beginning of the year	195100	0.25	01.04.2017	195100	0.25
		At the end of the year	195100	0.25	31.03.2018	195100	0.25
9.	Dhurandar Singh	At the beginning of the year	155012	0.19	01.04.2017	155012	0.19
		At the end of the year	155012	0.19	31.03.2018	155012	0.19
10.	Shriram Credit Company Limited	At the beginning of the year	154704	0.19	01.04.2017	154704	0.19
		At the end of the year	154704	0.19	31.03.2018	154704	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
<b>Indebtedness at the beginning of the financial year</b>				
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	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>28,94,998</b>	<b>2,22,07,577</b>	<b>-</b>	<b>2,51,02,575</b>
<b>Change in Indebtedness during the financial year</b>				
Addition / (Reduction)	(2,18,155)	16,02,577	-	13,84,422
<b>Net Change</b>	<b>(2,18,155)</b>	<b>16,02,577</b>	<b>-</b>	<b>13,84,422</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	26,76,843	2,38,10,154	-	2,64,86,997
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>26,76,843</b>	<b>2,38,10,154</b>	<b>-</b>	<b>2,64,86,997</b>





## 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.	<b>Gross salary</b> (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-
	(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	--	--
	<b>Total (A)</b>	-	-
	<b>Ceiling as per the Act</b>	<b>NA</b>	<b>NA</b>

**B. Remuneration to other directors:**

S. No	Particulars of Remuneration	Saibaba Gopathi	Shailender Singh Thakur	Omar Mohammad	Nisha Jaiswal	Dinesh Kumar
<b>1</b>	<b>Independent Directors</b>					
	• Fee for attending board committee meetings	-	-	-	-	-
	• Commission	-	-	-	-	-
	• Others, please specify	-	-	-	-	-
	<b>Total (1)</b>	-	-	-	-	-
<b>2</b>	<b>Other Non-Executive Directors</b>					
	Fee for attending board committee meetings	-	-	-		
	Commission	-	-	-		
	Others, please specify	-	-	-		
	<b>Total (2)</b>	-	-	-	-	-
	<b>Total (B)=(1+2)</b>	-	-	-	-	-
	<b>Total Managerial Remuneration</b>	-	-	-	-	-
	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	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-
	(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	-	-
	<b>Total</b>	-	-

**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.



## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### INDUSTRY STRUCTURE AND DEVELOPMENTS:

Overview of the Industry In FY 2019, Global IT service providers offer a range of end to end software development, digital services, IT business solutions, research and development services, technology infrastructure services, business process services, consulting and related support functions. According to the Strategic Review 2019 published by NASSCOM (the “NASSCOM Report”), “Digital” continues to drive growth (more than 30% of growth in FY 2019) and now contributes \$33 billion to the overall IT industry in India. Technologies such as industrial automation, robotics, cloud, Internet of things (“IoT”), augmented reality (“AR”)/virtual reality (“VR”) and blockchain continue to fuel growth. In 2018, there was a 45% increase in as-a-service deals, according to the NASSCOM Report. Cloud platforms are driving growth in managed services for security and data platforms. Digital and automation has moved from point deployments to enterprise-wide adoption

In the last few years, enterprises around the world are embracing the reality that digital transforms every aspect of business. Experiences, consumers, entire industries, business models and ways of working are all rapidly and fundamentally changing. Recognition of these trends, combined with the realization that enterprises may not be able keep up with this pace of change, has a profound impact on our clients. This requires new business models, new ways of working and integrated capability across strategy, design and technology..

The key components of the hardware industry are servers, desktops, notebooks and tablet computers, storage devices, peripherals, printers and networking equipment. According to the NASSCOM Report, IT export revenues from India grew by 8.3% to an estimated \$136 billion in fiscal year 2019. Emergence of cloud computing technologies is negatively affecting demand for IT products such as servers.

### INDIAN INDUSTRY SCENARIO:

India’s IT & ITeS industry grew to US\$ 181 billion in 2018-19. Exports from the industry increased to US\$ 137 billion in FY19 while domestic revenues (including hardware) advanced to US\$ 44 billion. Spending on Information Technology in India is expected to grow over 9 per cent to reach US\$ 87.1 billion in 2018. Revenue from digital segment is expected to comprise 38 per cent of the forecasted US\$ 350 billion industry revenue by 2025.

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.



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 government has identified Information Technology as one of 12 champion service sectors for which an action plan is being developed. Also, the government has set up a Rs 5,000 crore (US\$ 745.82 million) fund for realising the potential of these champion service sectors.
- As a part of Union Budget 2018-19, NITI Aayog is going to set up a national level programme that will enable efforts in AI<sup>^</sup> and will help in leveraging AI<sup>^</sup> technology for development works in the country.
- In the Interim Budget 2019-20, the Government of India announced plans to launch a national programme on AI\* and setting up of a National AI\* portal.
- National Policy on Software Products-2019 was passed by the Union Cabinet to develop India as a software product nation.

### **Technology Industry Outlook - 2020**

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 2020?**

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:**

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.

#### **INTERNAL CONTROL SYSTEMS AND ADEQUACY:**

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

The Company has an internal audit function, which is empowered to examine the adequacy and compliance with policies, plans and statutory requirements. The management duly considers and takes appropriate action on the recommendations made by the statutory auditors, internal auditors and independent Audit Committee of the Board of Directors. The observations of the Auditors are reviewed at periodical intervals by the top management and the Audit Committee.

#### **DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

##### **Global Operations:**

Your Company has recorded a consolidated income (as per Ind AS) for the Financial Year under review given as per the financial statement enclosed with this report.

**Indian Operations:**

During the financial year 2018-19 your Company recorded turnover Rs.60,254/- and incurred a Net Loss after tax of Rs.20,00,550/- compared to Turnover of Rs. 3,40,10,114/- and Net Loss after tax of Rs. 16,68,071/- 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, 2019.**

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 31<sup>st</sup> March, 2019 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 2018-19, 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):

30.05.2018	10.08.2018	31.08.2018	18.10.2018	12.11.2018	14.02.2019	28.02.2019
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- 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	Omar Mohammad	Independent Director	Yes	7	6	1	3
5	Shailender Singh Thakur	Independent Director	No	7	6	1	3
6.	Saibaba Gopathi	Independent Director	No	7	4	1	3

- 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.

### 3. AUDIT COMMITTEE:

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

- Composition:**

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

- |    |                             |   |                           |
|----|-----------------------------|---|---------------------------|
| 1. | Mr. Omar Mohammad           | - | Chairman                  |
| 2. | Mr. Shailendra Singh Thakur | - | Member (w.e.f 13.03.2018) |
| 3. | Mrs. Nisha Jaiswal          | - | Member                    |

- Meetings and Attendance during the year:**

The committee met 5 times during the financial year 2018-19 on 30.05.2018, 10.08.2018, 12.11.2018, 14.02.2019 and 28.02.2019 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	5
2	Shailender Singh Thakur	Member	5	5
3	Nisha Jaiswal	Member	5	5

• **Terms of Reference:**

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

**4. NOMINATION AND REMUNERATION COMMITTEE:**

• **Brief description of terms of reference:**

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

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

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. Shailendra Singh Thakur | - | Member (w.e.f 13.03.2018) |
| 3. | Mr. Saibaba Gopathi         | - | Member(w.e.f 13.03.2018)  |



- Meetings and Attendance during the year:**

The committee met on **one** time during the financial year on 30.05.2018 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	Saibaba Gopathi	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 31.03.2019 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	-	-	-

## 5. STAKEHOLDERS RELATIONSHIP COMMITTEE:

- Composition**

Composition of Stakeholders Relationship Committee is as follows:

S. No.	Name of the Members	Designation
1.	Omar Mohammad	Chairman
2.	Nisha Jaiswal	Member

The role of Stakeholders' Relationship Committee is as follows:

- 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.;
- 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 2018-19		
	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
2017-18	1st Floor, Champa Mansion, Nampally Station Road, Hyderabad – 500 001	14.11.2018	10.30	Nil
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

- 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 2018-19, 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](http://www.cattechnologies.com).

##### i) **Quarterly 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](http://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 24TH Annual General Meeting of the Company will be held on **MONDAY, 30<sup>th</sup> SEPTEMBER, 2019 at 11.00 A.M** at H No. 5-4-736, 4<sup>th</sup> Floor, Nampally Station Road, Abids, 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 Thursday, 26<sup>th</sup> September, 2019 to Monday 30<sup>th</sup> September, 2019 (inclusive of both days)

- **E-voting Date:**

From 27<sup>th</sup> September, 2019 9 A.M. to 29<sup>th</sup> September, 2019 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 2018	0.89	0.85
May 2018	0.85	0.85
June 2018	0.85	0.84
July 2018	0.88	0.83
Aug 2018	0.83	0.72
Sep 2018	0.72	0.70
Oct 2018	0.70	0.70
Nov 2018	0.76	0.76
Dec 2018	0.75	0.72
Jan 2019	0.73	0.54
Feb 2019	0.52	0.34
Mar 2019	0.54	0.54

- **Auditor Remuneration:**

Name	Designation	Remuneration paid / to be paid for Financial Year 2018-19 (in Rs.)
Ramu & Ravi	Statutory Auditor	2,75,000/-

- **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

- **Reconciliation of Share Capital Audit:**

A Company Secretary in Practice carries out quarterly audit to reconcile the total admitted equity share capital with NSDL and CDSL and the total issued and listed equity share capital.

#### **SHAREHOLDING PATTERN AS ON 31ST MARCH, 2019**

<b>S. No</b>	<b>Category</b>	<b>No. of Shares</b>	<b>% of holding</b>
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	47,76,722	6.01
7	Indian Public	1,09,83,686	13.83
8	NRI's/OCB's (Including Depository Receipts)	5,77,95,528	72.75
	<b>TOTAL</b>	<b>7,94,36,478</b>	<b>100.00</b>



- 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	4469	68.2	910186	1.15
2	5,001 - 10,000	836	12.76	743033	0.94
3	10,001 - 20,000	491	7.49	800814	1.01
4	20,001 - 30,000	175	2.67	454233	0.57
5	30,001 - 40,000	80	1.22	292902	0.37
6	40,001 - 50,000	108	1.65	521027	0.66
7	50,001 - 1,00,000	179	2.73	1375355	1.73
8	Above - 1,00,000	215	3.28	74338928	93.58
	<b>TOTAL</b>	<b>6574</b>	<b>100</b>	<b>79436478</b>	<b>100</b>

- 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, 2019.

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

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

- Address for correspondence:**

**M/s. Aarthi Consultants Private Limited**

1-2-285, Domalguda

Hyderabad – 500 029

Phone: 040-27638111

Fax: 040-27632184

E-mail: info@aarthiconsultants.com



**CEO & CFO CERTIFICATION UNDER 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, 2019 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: 14.08.2019

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 31<sup>st</sup> March 2019 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 1<sup>st</sup> April 2018 to 31<sup>st</sup> March 2019.

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 31<sup>st</sup> March, 2019, no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Company. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Hyderabad  
Date: 14.08.2019

Sd/-  
**For Ramu & Ravi**  
Firm Reg No. 006610S  
Chartered Accountants



## DECLARATION ON COMPLIANCE OF CODE OF CONDUCT

To,  
The Members,  
**CAT Technologies Limited**  
Hyderabad

**Sub: Declaration under Regulation 26(3) 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, 2019.

Place: Hyderabad  
Date: 14.08.2019

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



## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members  
**Cat Technologies Limited**

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of CAT Technologies Limited (CIN: L72200TG1995PLC035317) having its registered office at at 1st Floor, Champa Mansion, Nampally Station Road Hyderabad – 500 001. (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of my information and according to the verifications [including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)] as considered necessary and explanations furnished to me by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**V K Bajaj & Associates,**  
Company Secretaries

Sd/-

**Vasanth Kumar Bajaj**  
Company Secretary  
FCS: 6868 C P No.: 5827

Place: Hyderabad  
Date: 14.08.2019



## INDEPENDENT AUDITOR'S REPORT

To the Members of  
**CAT Technologies Limited**

### Report on the Audit of the Standalone Financial Statements

#### Opinion

We have audited the accompanying Standalone Financial Statements of M/s. CAT Technologies Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and Notes to the Standalone Financial Statements, including a summary of significant accounting policies and other explanatory information ("hereinafter referred to as "the Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanation given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act'2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, its total comprehensive income (comprising of profit and other comprehensive income), its changes in equity and its cash flows for the year then ended:

- a) In the case of the Balance Sheet, of the statement of affairs of the Company as at March 31, 2019.
- b) In the case of the Statement of Profit & Loss, of the Loss for the year ended on that date.
- c) In the case of the Cash Flow Statement, of the Cash Flows for the year ended on that date.
- d) In case of the Statement of Changes in Equity, of the changes in Equity for the year ended on that date.

#### Basis for Opinion

We conducted our audit of the Standalone Financial Statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the entity in accordance with the Code of Ethics issued by Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions the Act and Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Financial Statements.

#### Information other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report but does not include the Standalone Financial Statements and our auditor's report thereon.



Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Responsibility of Management for Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134 (5) the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibility for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:





- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government India in terms of Sub- Section (11) of Section 143 of the Act, based on our audit we give in the "**Annexure – A**", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.



2. As required by Section 143 (3) of the Act, we report that:
- a. We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the 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 it appears from our examination of those books.
  - c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
  - d. In our opinion, the aforesaid Standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e. On the basis of written representations received from the directors, as on March 31, 2019, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 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**”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.
  - g. With respect to the other matters to be included in Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to explanations given to us:
    - i) The Company does not have any pending litigation which would impact its financial position.
    - ii) The Company did not have any long term-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For RAMU & RAVI.,**  
Chartered Accountants  
ICAI F R No. 006610S  
Sd/-

**K V R Murthy**  
Partner

Membership Number: 200021

Place: Hyderabad  
Date: May 30, 2019



## Annexure-A to the Independent Auditor's Report

The "Annexure-A" referred to in clause 1 of "**Report on Other Legal and Regulatory Requirements**" Paragraph of the Independent Auditor's Report of even date to the members of **M/s. CAT Technologies Limited** on the Standalone Financial Statements for the year ended March 31, 2019.

- (i) In respect of fixed assets:
  - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.
  - (b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
  - (c) We have inspected the original title deeds of immovable properties of the company held as fixed assets which are in the custody of the company. Based on our audit procedures and the information and the explanation received by us, we report that all the title deeds of immovable properties of the company held as fixed assets are held in the name of the company. However, we express no opinion on the validity of the title of the company to these properties.
- (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) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, LLPs or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of clause (iii) of the Order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, the provisions of Section 185 and 186 are not applicable to the Company.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits from the public. Therefore, the provisions of clause (v) of the Order are not applicable to the Company.
- (vi) The Central Government has not prescribed for maintenance of cost records under Section 148(1) of the Act.
- vii (a) According to the records of the Company and as informed to us, Undisputed Statutory Dues relating to Professional Tax, Provident Fund, Employees State Insurance, TDS have not been regularly deposited with the appropriate authorities and there have been delays in most of the cases. The Outstanding Statutory Dues which are outstanding for a period of more than six months from the date they became payable is as indicated below.

S.No	Particulars	Amount due for more than 6 Months as on 31.03.2019	Amount Paid before the date of Audit Report
1	Professional Tax Payable	Rs.1,36,730/-	Nil
2	EPF Payable	Rs.49,814/-	Nil
3	ESI Payable	Rs.20,40,584/-	Nil
4	TDS Interest Liability	Rs.28,78,079/-	Nil



viii (b) The following is the disputed income tax details that have not been paid to the concerned authority:

S.No	Name of the statute	Forum where dispute is pending	Unpaid Amount
1	Income Tax Act	Income tax Appellate Tribunal	Rs. 29,80,81,824/-

- (viii) In our opinion and according to the information and explanations given to us, the Company does not have any loans or borrowings from banks, financial institutions or government and there are no dues to debenture holders.
- (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) According to the information and explanations given to us, based on examination of records of the company, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the records of the Company and on the basis of the information and explanations given to us, the Company has not paid any managerial remuneration during the year.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Therefore, the provisions of Clause (xii) of the Order are not applicable to the Company.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance 188 of Act, and the details have been disclosed in the Standalone Financial Statements as required by the applicable accounting standards. The provisions of Section 177 are not applicable to the Company.
- (xiv) According to the information and explanations given to us, during the year the Company has not made preferential allotment or private placement of shares and fully or partly convertible debentures. Therefore, the provisions of Clause (xiv) of the Order are not applicable.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with him. Therefore, the provisions Clause (xv) of the Order are not applicable to the Company.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

**For RAMU & RAVI.,**  
Chartered Accountants  
ICAI F R No. 006610S  
Sd/-

**K V R Murthy**

Partner

Membership Number: 200021

Place: Hyderabad  
Date: May 30, 2019



## **Annexure-B to the Independent Auditor's Report**

The "Annexure-B" referred to in clause 2(f) of "**Report on Other Legal and Regulatory Requirements**" Paragraph of the Independent Auditor's Report of even date to the members of **M/s. CAT Technologies Limited** on the Standalone Financial Statements for the year ended March 31, 2019.

### **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 **M/s. CAT Technologies Limited**, ("the Company") as at March 31, 2019 in conjunction with our audit of the Standalone 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.

#### **Auditor's 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 Act, to the extent applicable to an audit of Internal Financial Controls. 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 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 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:

- (a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (b) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (c) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the 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 March 31, 2019, 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 RAMU & RAVI.,**  
Chartered Accountants  
ICAI F R No. 006610S  
Sd/-

**K V R Murthy**  
Partner

Place: Hyderabad  
Date: May 30, 2019

Membership Number: 200021



## BALANCE SHEET AS AT 31-03-2019

PARTICULARS	Note Ref.	as at 31-03-2019 (Rs.)	as at 31-03-2018 (Rs.)
<b>ASSETS</b>			
<b>1. Non-Current Assets</b>			
Property, plant and equipment	3	32,550,385	33,054,224
Non Monetary Asset	4	17,489,911	17,489,911
Financial assets			
- Investments	5	680,030,593	680,030,593
- Long-term Loans and Advances	6	2,192,077	9,224,767
<b>2. Current Assets</b>			
Financial Assets			
- Trade and other receivables	7	34,612,669	34,594,700
- Cash and cash equivalents	8	1,069,641	2,655,673
- Short term Loans and Advances	6	1,823,414	1,951,163
Other current assets	9	154,418	119,110
<b>TOTAL ASSETS</b>		<b>769,923,108</b>	<b>779,120,141</b>
<b>EQUITY AND LIABILITIES</b>			
<b>1. EQUITY</b>			
a) Equity Share Capital	10	794,364,780	794,364,780
b) Other Equity	11	(83,740,993)	(81,740,443)
<b>2. LIABILITIES</b>			
<b>a. Non Current Liabilities</b>			
Long Term Borrowings	12	25,520,014	24,095,750
Deferred Tax Liabilities (Net)	13	2,827,930	2,321,194
<b>b. Current liabilities</b>			
Financial Liabilities			
- Short term borrowings	14	499,584	547,825
- Trade and other payables	15	23,979,186	24,097,974
Other Current Liabilities	16	5,622,607	11,889,649
Short Term Provisions	17	850,000	3,543,412
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>769,923,108</b>	<b>779,120,141</b>

Notes 1 & 2 relate to General Information and Summary of Significant Accounting Policies respectively.

as per our report of even date attached

**For Ramu & Ravi**

FRN:006610S

Chartered Accountants

Sd/-

**K.V.R. Murthy**

Proprietor

Membership No : 200021

Place: Hyderabad

Date: 30-05-2019

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)



## PROFIT & LOSS STATEMENT FOR THE YEAR ENDED 31-03-2019

PARTICULARS	Sch. No.	as at 31-03-2019 (Rs.)	as at 31-03-2018 (Rs.)
<b>I. INCOME</b>			
Revenue from operations	18	60,254	34,010,114
Other income	19	760,867	917
<b>TOTAL REVENUE</b>		<b>821,121</b>	<b>34,011,031</b>
<b>II. EXPENSES</b>			
a. Employee Benefits Expense	20	211,000	26,393,341
b. Finance Costs	21	363,134	674,017
c. Depreciation	22	503,839	510,987
d. Other Expenses	23	1,236,961	7,424,023
<b>TOTAL EXPENSES</b>		<b>2,314,934</b>	<b>35,002,368</b>
<b>III. Profit before exceptional items and tax (I-II)</b>		<b>(1,493,813)</b>	<b>(991,337)</b>
<b>IV. Exceptional items</b>		-	-
<b>V. Profit before tax (III-IV)</b>		<b>(1,493,813)</b>	<b>(991,337)</b>
<b>VI. Tax expense:</b>			
(1) Current tax		-	-
(2) Deferred tax		506,736	676,734
<b>VII. Net Profit for the Period</b>		<b>(2,000,550)</b>	<b>(1,668,071)</b>
<b>VIII. Other Comprehensive Income</b>			
- 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		-	-
<b>IX. Total comprehensive income for the period</b>		<b>(2,000,550)</b>	<b>(1,668,071)</b>
<b>X. Earnings per equity share: (Basic and Diluted)</b>		<b>(0.25)</b>	<b>(0.21)</b>
Notes 1 & 2 relate to General Information and Summary of Significant Accounting Policies respectively. The Notes 17 to 22 are an integral part of these financial statements.			

as per our report of even date attached

**For Ramu & Ravi**  
FRN:006610S  
Chartered Accountants  
Sd/-  
**K.V.R. Murthy**  
Proprietor  
Membership No : 200021

Place: Hyderabad  
Date: 30-05-2019

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	
	31-03-2019 (Rs.)	31-03-2018 (Rs.)
<b>A. Cash Flow from Operating Activities</b>	<b>(1,493,813)</b>	<b>(991,337)</b>
Net Profit/(Loss) before Tax after & Extraordinary items		
<b>Adjustments for:</b>		
Depreciation and Amortization	503,839	510,987
Finance Cost	363,134	674,017
Profit/Loss on Sale of Fixed Assets	-	-
"other Adjustments for which cash effects are investing "or finance Cash Flow"	-	50,636
Operating Profit/(Loss) before Working Capital changes	(626,840)	244,303
<b>Adjustments for Changes in Assets and Liabilities</b>		
Inventories	-	-
Trade Receivables	(17,969)	(4,874,428)
Loans and other Financial Assets and Other Assets	7,125,131	5,397
Trade Payables	(118,788)	10,606,432
other Financial Liabilities, Other Liabilities and Provisions	(8,960,454)	(1,322,701)
Cash generated from operations	(2,598,920)	4,659,003
Income Tax Paid	-	-
Other Cash Inflow/Outflow	-	-
<b>Net Cash Flow from operating Activities</b>	<b>(2,598,920)</b>	<b>4,659,003</b>
<b>B. Cash Flow from Investing Activities:</b>		
Purchase/Additions of Fixed Assets	-	(343,373)
Sale of Fixed Assets	-	-
Interest Received	-	(58,375)
<b>Net Cash Flow Investing Activities</b>	<b>-</b>	<b>(401,748)</b>
<b>C. Cash Flow from Financing Activities</b>		
Proceeds from Issue of Shares	-	-
Proceeds from Borrowing	-	-
Repayment of Borrowings	1,376,022	(2,306,131)
Interest Paid	(363,134)	(674,017)
<b>Net Cash Flow from Financing Activities</b>	<b>1,012,888</b>	<b>(2,980,148)</b>
<b>Net increase in Cash &amp; Cash Equivalents</b>	<b>(1,586,032)</b>	<b>1,277,107</b>
Opening Balance of Cash and Cash Equivalents	2,655,673	1,378,564
<b>Closing Balance of Cash and Cash Equivalents</b>	<b>1,069,641</b>	<b>2,655,673</b>

as per our report of even date attached

For and on behalf of the Board  
**CAT TECHNOLOGIES LIMITED**

**For Ramu & Ravi**  
FRN:006610S  
Chartered Accountants  
Sd/-  
**K.V.R. Murthy**  
Proprietor  
Membership No : 200021

Sd/-  
**DHIRAJ KUMAR JAISWAL**  
(MANAGING DIRECTOR)

Sd/-  
**NISHA JAISWAL**  
(DIRECTOR)

Sd/-  
**ANURAG JAISWAL**  
(CHIEF FINANCIAL OFFICER)

Place: Hyderabad  
Date: 30-05-2019

**Notes to the Standalone Financial Statements for the year ended on March 31, 2019****1. GENERAL INFORMATION****i. Company Over View**

CAT Technologies Limited is a Public Limited company incorporated and Domiciled in India, having its registered office at Nampally Station Road, Telangana, India. CAT Technologies Limited has its primary listing on Bombay Stock Exchange (BSE), in India.

CAT Technologies Limited is engaged in the business of Medical, Transcription, Training, Software Development and Consulting Services.

**ii. Compliance with Indian Accounting Standards**

The financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) as notified under Section 133 of the Companies Act, 2013 (the Act) read with Companies (Indian Accounting Standard) Rules 2015. The company has uniformly applied all the applicable Accounting policies during the periods presented.

**iii. Overall Considerations**

The financial statements have been prepared using significant accounting policies that are in effect as at March 31, 2019 as discussed in Significant Accounting Policies and other disclosures.

**iii. Reporting Currency**

The Financial statements are presented in Indian Rupees which is also the functional and presentation currency of the company and all amounts are rounded off to nearest rupee

**2. Significant Accounting Policies and other disclosures****(i) System of Accounting**

These Financial Statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. These Financial Statements have been prepared to comply in all material aspects with the accounting standards notified under the Companies Act, 2013 ("the Act"). The company has prepared the financial statements in accordance with the Schedule III notified under the Companies Act, 2013.

All Assets and Liabilities have been classified as current or non-current, as the case may be, as per the Company's normal operative cycle and other criteria set out in the Schedule III of the Companies Act, 2013. Since the Company is in the business of providing Medical, Transcription, Training, Software Development and Consulting Services. The Company has determined its operative cycle as 12 months for the purpose of current and noncurrent classification of Assets and Liabilities.



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

**(ii) Property, plant and equipment:**

Tangible Assets are stated at acquisition cost, net of accumulated depreciation along with accumulated impairment losses. Cost comprises of the purchase price and other attributable indirect expenses including cost of borrowings till the date of capitalization. In the case of assets involving material investment and substantial lead time for their set up, those assets are valued at cost including inward freight, expenses, taxes and duties etc, as applicable.

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

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

Depreciation is provided in accordance with Schedule II prescribed under Sub Section 2 of Section 133 of Companies Act, 2013 on the basis of useful life of the respective assets. Depreciation on additions/ Deletions during the year is being provided for, on a prorated basis with reference to the month in which such asset is added or deleted, as the case may be.

**(iii) Intangible Assets**

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

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

**(iv) Trade Receivables**

Trade receivables are stated at the recoverable values. Assessment is made on a periodical basis to assess the credit risk in respect of the credit extended to the customers and adjustments are carried out where necessary and found expedient. Provision, if any, made for the doubtful debts is charged to revenue.

**(v) Borrowing Costs**

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

**(vi) Impairment of Assets**

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

**(vii) Investments**

Investments that are readily realizable and are intended to be held for not more than one year from the date of such investments are classified as current investments. All other investments are classified as long term investments.

Current investments are carried at cost or fair value, whichever is lower. Long-term investments are carried at cost. However, suitable provision for diminution in value is made to recognize the decline, other than temporary, in the value of the relevant investments, individually.

**(viii) Sundry Debtors and Advances**

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

**(ix) Cash and Cash Equivalents**

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

**(x) Foreign Currency Translation**

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

**(xi) 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.

**(xii) Employee Benefits**

Gratuity and 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.

**(xiii) Tax Expense**

- a) **Current Tax:** Tax expense for the period, comprising of current tax and deferred tax, are included in the determination of the net profit or loss for the year. Provision for Current tax is made for the amount expected to be paid in respect of the taxable income for the year in accordance with the current tax laws.
- b) **Deferred Tax:** Deferred tax is recognized on timing differences; being the difference between taxable income and accounting income that originate in one period and is capable of reversal in subsequent periods, subject to consideration of prudence.

**(xiv) Provisions and Contingent Liabilities**

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



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

**(xv) Earnings Per Share**

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



### 3 Property Plant and Equipment

Cost	Office Equipment	Buildings	Computers	Vehicles	Furniture	Generator	Air conditioner	Total fixed assets
As at April 1, 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
Additions	-	-	-	-	-	-	-	-
Deletions	-	-	-	-	-	-	-	-
As at March 31, 2019	6,061,955	35,321,274	28,122,784	6,618,945	10,779,691	241,392	139,500	87,285,541
Accumulated Depreciation								
As at April 1, 2017	5,552,258	5,563,826	27,759,204	6,618,945	10,083,445	241,392	-	55,819,070
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
Charge for the year	9,354	448,823	-	-	9,324		6,028	473,529
Deletions								
As at March 31, 2019	5,571,283	6,468,909	27,759,204	6,618,945	10,102,724	241,392	11,650	56,774,107
Net Block								
As at April 1, 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
As at March 31, 2019	490,672	28,852,365	363,580	-	676,967	-	127,850	30,511,434

(To be continued...)



### Property Plant and Equipment

	Computer Software	Total fixed assets
<b>Cost</b>		
<b>As at April 1, 2017</b>	<b>41,934,985</b>	<b>41,934,985</b>
Additions	196,823	196,823
Deletions	-	-
<b>As at March 31, 2018</b>	<b>42,131,808</b>	<b>42,131,808</b>
Additions	-	-
Deletions	-	-
<b>As at March 31, 2019</b>	<b>42,131,808</b>	<b>42,131,808</b>
<b>Accumulated Depreciation</b>		
<b>As at April 1, 2017</b>	<b>40,033,068</b>	<b>40,033,068</b>
Charge for the year	29,479	29,479
Deletions		
<b>As at March 31, 2018</b>	<b>40,062,547</b>	<b>40,062,547</b>
Charge for the year	30,310	30,310
Deletions		
<b>As at March 31, 2019</b>	<b>40,092,857</b>	<b>40,092,857</b>
Net Block		
<b>As at April 1, 2017</b>	<b>1,901,917</b>	<b>1,901,917</b>
<b>As at March 31, 2018</b>	<b>2,069,261</b>	<b>2,069,261</b>
<b>As at March 31, 2019</b>	<b>2,038,951</b>	<b>2,038,951</b>





#### 4. Non Monetary Asset

	As at Mar 31, 2019	As at Mar 31, 2018
Goodwill	17,489,911	17,489,911
	<b>17,489,911</b>	<b>17,489,911</b>

#### 5. Non Current Investments

	As at Mar 31, 2019	As at Mar 31, 2018
306 Equity Shares of UAE Dirhams 1,50,000 each	640,030,593	640,030,593
100 Common Shares of US Dollar 10 each (March 31, 2018: 100 Common Shares of of US Dollar 10) held in CAT Technology INC	40,000,000	40,000,000
	<b>680,030,593</b>	<b>680,030,593</b>

#### 6 Long term and short term Loans and Advances

	Non-current		Current	
	As at Mar. 31, 2019	As at Mar. 31, 2018	As at Mar. 31, 2019	As at Mar. 31, 2018
<b>Security deposits</b>				
Unsecured, considered good	2,192,077	9,224,767	-	-
<b>(A)</b>	<b>2,192,077</b>	<b>9,224,767</b>	<b>-</b>	<b>-</b>
Other loans and advances				
Advances for Employees	-	-	-	100,000
Advances to Purchases	-	-	-	1,141
Other Advances	-	-	1,788,414	1,815,022
Office Deposits	-	-	35,000	35,000
<b>(B)</b>	<b>-</b>	<b>-</b>	<b>1,823,414</b>	<b>1,951,163</b>
<b>Total (A+B)</b>	<b>2,192,077</b>	<b>9,224,767</b>	<b>1,823,414</b>	<b>1,951,163</b>

#### 7. Trade and Other Receivables

	As at Mar 31, 2019	As at Mar 31, 2018
Trade Receivables (Outstanding for a period of more than six months)	34,612,669	-
Others, Unsecured, considered good	-	34,594,700
	<b>34,612,669</b>	<b>34,594,700</b>



## 8. Cash and Cash equivalents

	As at Mar 31, 2019	As at Mar 31, 2018
Balance with banks		
- On current accounts	595,818	961,551
Cash on hand	473,823	1,694,122
	<b>1,069,641</b>	<b>2,655,673</b>

## 9. Other Current Assets

	As at Mar 31, 2019	As at Mar 31, 2018
Balances from Revenue Authorities	139,577	76,807
Prepaid Insurance	14,841	42,303
	<b>154,418</b>	<b>119,110</b>

## 10. Share Capital

	As at Mar 31, 2019	As at Mar 31, 2018
<b>Authorised Shares</b> 12,00,00,000 (March 31, 2018: 12,00,00,000) equity shares of Rs. 10 each	1,200,000,000	1,200,000,000
<b>Issued and subscribed shares</b> 7,94,36,478 (March 31, 2018: 7,94,36,478) equity shares of Rs. 10 each	794,364,780	794,364,780
	<b>794,364,780</b>	<b>794,364,780</b>
<b>Paid up Capital:</b> 7,94,36,478 (March 31, 2018: 7,94,36,478) equity shares of Rs. 10 each fully paidup:	794,364,780	794,364,780
	<b>794,364,780</b>	<b>794,364,780</b>

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

	As at March 31, 2019		As at March 31, 2018	
	Number	Amount in Rs.	Number	Amount in Rs.
At the beginning of the year	79,436,478	794,364,780	79,436,478	794,364,780
Shares issued/bought back during the year	-	-	-	-
<b>Outstanding at the end of the year</b>	<b>79,436,478</b>	<b>794,364,780</b>	<b>79,436,478</b>	<b>794,364,780</b>



## 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

## 11. Other Equity

	As at Mar 31, 2019	As at Mar 31, 2018
Share Premium	1,400,000	1,400,000
Surplus in the statement of profit and loss Balance as per last financial statements	(83,140,443)	(81,464,634)
Depreciation on transition to Schedule II of the Companies Act, 2013		
Profit / (loss) for the period/year	(2,000,550)	(1,668,071)
Add/Less: Depreciation Adjustment	-	-
Add/Less: Transfer of Balances	-	(7,739)
<b>Net surplus/(deficit) in the statement of profit and loss</b>	<b>(85,140,993)</b>	<b>(83,140,443)</b>
	<b>(83,740,993)</b>	<b>(81,740,443)</b>

## 12. Long Term Borrowings

	As at Mar 31, 2019	As at Mar 31, 2018
<b>Secured</b>		
*Secured Mortgage Loan-BOI	2,177,259	2,347,173
Less: Current Maturities	(467,400)	(459,000)
	<b>1,709,859</b>	<b>1,888,173</b>
<b>Unsecured</b>		
**From Directors and Relatives	22,076,677	21,236,577
Espirit Technologies Pvt.Ltd A/c	1,733,477	971,000
	23,810,154	22,207,577
	<b>25,520,014</b>	<b>24,095,750</b>

\*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. An amount of Rs. 55,29,000 is Unsecured Loan taken from CAT Educational Society is also included.

**13. Deferred Tax Laibility**

	As at Mar 31, 2019	As at Mar 31, 2018
Opening Balance	2,321,194	1,644,460
Add: Deferred Tax liability/(Deferred Tax Asset) during the year	506,736	676,734
	<b>2,827,930</b>	<b>2,321,194</b>

**14. Short Term Borrowings**

	As at Mar 31, 2019	As at Mar 31, 2018
<b>Secured</b>		
Secured Overdraft from DCB Bank -[Refer Note below]	499,584	547,825
	<b>499,584</b>	<b>547,825</b>

**Note:** Overdraft Loans from banks are secured by collaterals of perosonal properties of Director.

**15. Trade Payables**

	As at Mar 31, 2019	As at Mar 31, 2018
Dues to others (Refer Note Below)	23,979,186	24,097,974
	<b>23,979,186</b>	<b>24,097,974</b>

**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, 2019



## 16. Other Current Liabilities

	As at Mar 31, 2019	As at Mar 31, 2018
Current Maturities of Long Term Borrowings (See Note Below)	467,400	459,000
Dues to Employees	-	6,482,818
Statutory liabilities	2,277,128	1,474,207
other liabilities	2,878,079	3,473,624
	<b>5,622,607</b>	<b>11,889,649</b>

**Note:** Installments falling due in respect of all the the Secured Loans which are repayable within 12 months have been considered "Current Maturities of Long Term Borrowings".

## 17. Short Term Provisions

	As at Mar 31, 2019	As at Mar 31, 2018
Provision for expenses	850,000	225,000
Provision for Income Tax	-	2,878,079
Liability for Employees	-	440,333
	<b>850,000</b>	<b>3,543,412</b>

## Notes to Profit and Loss

## 18. Revenue from operations

	For the year ended Mar 31, 2019	For the year ended Mar 31, 2018
<b>Sales &amp; Services</b>		
<b>EXPORT</b>		
Consultancy Fees Receipts	60,254	15,640,792
Medical Transcription Receipts	-	576,015
Software Development Receipts	-	17,737,597
<b>DOMESTIC</b>		
Local Software Development Receipts	-	55,710
	<b>60,254</b>	<b>34,010,114</b>

**19. Other income**

	For the year ended Mar 31, 2019	For the year ended Mar 31, 2018
Miscellaneous Income	760,867	917
	<b>760,867</b>	<b>917</b>

**20. Employee benefits expense**

	For the year ended Mar 31, 2019	For the year ended Mar 31, 2018
Salaries, bonus and allowances	211,000	25,793,341
Directors Remuneration	-	600,000
	<b>211,000</b>	<b>26,393,341</b>

**21. Finance costs**

	For the year ended Mar 31, 2019	For the year ended Mar 31, 2018
Bank Charges	17,584	248,018
Interest - Others	345,551	425,998
	<b>363,134</b>	<b>674,017</b>

**22. Depreciation expense**

	For the year ended Mar 31, 2019	For the year ended Mar 31, 2018
Depreciation of tangible assets	473,529	481,508
Intangible assets	30,310	29,479
	<b>503,839</b>	<b>510,987</b>



### 23. Other expenses

	For the year ended Mar 31, 2019	For the year ended Mar 31, 2018
Audit Fees	275,000	250,000
Consultancy Charges	-	30,900
Fees & Filing Charges	662,638	285,253
Insurance	78,315	125,211
Interest on TDS	-	235,503
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
Advertisement Expenses	13,408	91,974
Electricity Charges	-	1,432,514
Internet & Email Charges	-	354,639
Office Expenses	50,800	74,838
Professional Charges	156,800	79,586
Rent	-	360,000
Loss on F.E. Realisation	-	275,557
Telephone Expenses	-	370,991
Tours & Travelling Expenses	-	350,000
Water Charges	-	20,840
	<b>1,236,961</b>	<b>7,424,023</b>

### 24. Related Party Disclosures

As per Accounting Standard on “Related Party Disclosures” (AS-18) issued by the Institute of Chartered Accountants of India, the related parties of the Company are as follows:

#### LIST OF RELATED PARTIES

Holding Company	CAT Technologies Limited
Subsidiary Companies	1. CAT Technology Inc., US 2. CAT Technology FZE., UAE
Key Management Personnel & Relatives	1. Mr. Dhiraj Kumar Jaiswal 2. Mrs. Nisha Jaiswal 3. Mr. Dinesh Kumar Jaiswal 4. Mr. Anurag Jaiswal 5. Mr. Shailender Singh 6. Mr. Sai Baba Bopathi



## 25. Transactions with related Parties

Related Party	Nature of Transaction	As on 31st March, 2019	As on 31st March, 2018
<b>Revenue Transactions:</b> CAT Technology Inc, US	Sale	60,254	1,62,16,807

## 26. Details of Amounts due to or due from and maximum Amounts due from subsidiaries for the Year ended 31st March 2019

Particulars	As at Mar 31, 2019	As at Mar 31, 2018
<b>SUNDRY DEBTORS</b>		
CAT Technologies FZE	73,62,547	73,62,547
<b>SUNDRY CREDITORS</b>		
CAT Technology Inc	1,09,76,850	1,09,76,850
<b>LOANS &amp; ADVANCES (Asset)</b>		
CAT Technology Fze	17,88,414	17,88,414

## 27. Transactions with Key Management Personnel

The aggregate managerial remuneration under Section 197 of the Companies Act 2013, to the Directors (including Managing Director) is:

Particulars	As at Mar 31, 2019	As at Mar 31, 2018
Managing Director – Mr. Dhiraj Kumar Jaiswal	NIL	6,00,000

Note: The Managing Director is not drawing any remuneration.

## 28. Exceptional and Extra Ordinary Items

There are no exceptional and extraordinary items as at the Balance Sheet date.

## 29. Other Disclosures

Particulars	As at Mar 31, 2019	As at Mar 31, 2018
Earnings in Foreign Currency	60,254	1,62,16,807
Expenditure in Foreign Currency	Nil	Nil





**a. Earnings Per Share**

Particulars	As at Mar 31, 2019	As at Mar 31, 2018
Profit after Taxation	(20,00,550)	(16,68,071)
Weighted average number of shares outstanding (inNos)	7,94,36,478	7,94,36,478
Basic and Diluted	(0.25)	(0.21)

**b. Taxation**

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

In accordance with Accounting Standard 22 on Accounting for Taxes on Income, the Company has computed Deferred Tax Liability amounting to Rs. 5,06,736/- (Previous Year - Deferred Tax Liability Rs. 6,76,734/-) on account of timing difference in relation to depreciation as per books vis.a.vis Tax Laws.

**c. Dues to Micro and Small Enterprises**

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

**d. Leases**

Operating Lease: The Company has operating lease for office premises. These lease arrangements operate for a period from one year to three years. The said leases are renewable for further period on mutually agreeable terms and also includes escalation Clause.

**a. Earnings Per Share**

Particulars	As at Mar 31, 2019	As at Mar 31, 2018
With respect to Operating leases, lease payments recognized in the Statement of Profit and Loss for the year	NIL	3,60,000



Finance Lease: The Company has no finance leases.

**e. Previous Year Figures**

Previous year figures have been regrouped wherever necessary.

As per our Report of even date attached

as per our report of even date attached

For and on behalf of the Board  
**CAT TECHNOLOGIES LIMITED**

**For Ramu & Ravi**  
FRN:006610S  
Chartered Accountants

Sd/-  
**K.V.R. Murthy**  
Proprietor  
Membership No : 200021

Place: Hyderabad  
Date: 30-05-2019

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**24<sup>th</sup> ANNUAL GENERAL MEETING**Monday, 30th September, 2019 at 11.00 A.M.**

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

I / We hereby record my / our presence at the 24TH Annual General Meeting of the company at H No. 5-4-736, 4th Floor, Nampally Station Road, Abids, 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**

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**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 24<sup>th</sup> Annual General Meeting of the Company, to be held on **Monday, 30<sup>th</sup> September, 2019 at 11.00 A.M at H No. 5-4-736, 4<sup>th</sup> Floor, Nampally Station Road, Abids, 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 Mrs. Nisha Jaiswal as Director.	
3	Appointment of M/s. Ramu and Ravi, Chartered Accountants as Statutory Auditor of the Company	
4.	To re- appoint Mr. Omar Mohammad as an Independent Director on the board.	

Signed this ..... day of ....., 2019.

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.