



22nd

Annual Report 2016-2017



CAT TECHNOLOGIES LIMITED

CIN: L72200TG1995PLC035317

BOARD OF DIRECTORS

DHIRAJ KUMAR JAISWAL

- MANAGING DIRECTOR

DINESH KUMAR JAISWAL

- DIRECTOR

DEEPAK SINGH

- DIRECTOR

SYED MOHIUDDIN AHMED

- DIRECTOR

OMAR MOHAMMAD

- DIRECTOR

NISHA JAISWAL

- DIRECTOR

ANURAG JAISWAL

- CHIEF FINANCIAL OFFICER

AUDITORS

SURESH GUPTA Y & CO.

Chartered Accountants

H. No. 15-7-48, New Ramanapet

Warangal – 506 002

BANKERS

Development Credit Bank Limited

HDFC Bank Limited

Bank of India

Yes Bank

REGISTERED OFFICE

1st Floor, Champa Mansion

Nampally Station Road

Hyderabad – 500 001

Phone: 040-23202769 / 23203943

Fax: 040-23204092

E-mail: info@catttechnologies.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 Second Annual General Meeting** of the Members of the Company will be held on **MONDAY, 27TH NOVEMBER, 2017 at 10:00 A.M.** at the Registered Office of the Company at 1st Floor, Champa Mansion, Nampally Station Road, Hyderabad – 500 001 to transact the following items of business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements:

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2017 along with the Reports of the Board of Directors' and Auditors' thereon along with Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017.

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. Vinay T & Co., Chartered Accountants (FRN: 012874S) 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 Twenty Seventh Annual General Meeting to be held in the year 2022 and to fix their remuneration for the financial year 2017-18.

BY ORDER OF THE BOARD
FOR CAT TECHNOLOGIES LIMITED

Place: HYDERABAD
Date: 30.10.2017

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. 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.
3. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
4. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
5. The Register of Members and Share Transfer Books of the Company will be remain closed from **FRIDAY, 24TH NOVEMBER, 2017 to Monday, 27TH November, 2017 (both days inclusive)**
6. Members are requested to quote ledger folio number in all their correspondence to avoid delay in communication. Members are advised to consolidate their ledger folios where they are holding shares in different folios in the same name.
7. 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.



8. *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.*
9. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) for securities market transactions and off market/private transactions involving transfer of shares of listed companies in physical form. Therefore, it shall be mandatory for the transferee(s) to furnish a copy of the PAN card to M/s. Aarthi Consultants Private Limited for registration of such transfers. Members/Investors are therefore requested to make note of the same and submit their PAN card copy to M/s. Aarthi Consultants Private Limited.
10. 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.
11. 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.
12. Members/Proxies should bring the duly filled Attendance slip enclosed herewith to attend the Meeting.
13. **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 22nd 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 Friday, 17th November, 2017** may cast their vote electronically.
 - c. Click on Shareholders.
 - d. The shareholders can login to the e-Voting system using their user-id (i.e. demat account number), PAN and Date of Birth (DOB) or Bank account number mentioned for the said demat account or folio.



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

For Members holding shares in Demat Form and Physical Form

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

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



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

s. Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- t. The Portal will be open for voting from **9 A.M. on Wednesday, 22nd November, 2017 to 5 P.M. on Sunday, 26th November, 2017.**

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

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



- III. The Scrutinizer, after scrutinizing the votes cast at the meeting (Insta Poll) and through remote e-voting, will, not later than forty eight hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company and on the website of CDSL. The results shall simultaneously be communicated to the Stock Exchanges.
- IV. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 27th September, 2017.

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

Name of Director	Mr. Dinesh Kumar Jaiswal
DIN No.	01978821
Age	45 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 Second** Annual Report together with the Audited Accounts of the Company for the financial year ended 31st March, 2017.

1. REVIEW OF PERFORMANCE:

(Amount in Lakhs)

Particulars	31 st March, 2017	31 st March, 2016
Income (Including Other Income)	485.50	428.03
Expenses (Including exceptional items)	533.49	634.45
Profit/(Loss) before Interest, Depreciation & Tax (PBIDTA)	(47.99)	(206.42)
Finance Charges	9.62	11.01
Depreciation & amortization	84.78	57.58
Net Profit/(Loss) Before Tax	(142.39)	(275.01)
Provision for tax including Deferred Tax	(15.73)	(3.86)
Net Profit/(Loss) after tax	(126.65)	(271.15)
Add / (Less): Share of Profit / (Loss) on Associate Companies	-	-
Add / (Less): Minority Interest - Share of Profit / (Loss)	-	-
Net Profit/(Loss)		
EPS		
Basic	(0.16)	(0.34)
Diluted	(0.16)	(0.34)

2. GLOBAL OPERATIONS:

Your Company has recorded a consolidated income (as per Indian GAAP) of Rs. 4718.30 Lakhs for the Financial Year under review and Loss of Rs. 224.38 Lakhs.

3. INDIAN OPERATIONS:

During the financial year 2016-17 your Company recorded turnover Rs. 485.50 Lakhs and incurred a Net Loss after tax of Rs. 126.65 Lakhs as compared to Turnover of Rs. 428.03 Lakhs and Net Loss after tax of Rs. 271.15 Lakhs during the previous financial year.

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



4. **DIVIDEND:**

Due to losses, your directors do not recommend any dividends for the financial year 2016-17.

5. **DEPOSITS:**

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

6. **SUBSIDIARY/ASSOCIATE COMPANIES:**

The Company has 2 subsidiaries as on 31st March 2017. They are

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

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

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

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

7. **PARTICULARS OF EMPLOYEES:**

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

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



8. DIRECTORS' RESPONSIBILITY STATEMENT:

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

- a) In the preparation of Annual Accounts for the year ended 31st March, 2017, the applicable accounting standards have been followed along with the proper explanation relating to material departures, if any, there from;
- b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year ended 31st March, 2017 and of the profit and loss of the Company for that period;
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act, for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities;
- d) The Directors have prepared the annual accounts on a going concern basis.
- e) The directors had laid down internal financial controls by the Company and that such internal financial controls are adequate and operating effectively; and
- f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

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

a. Board Meetings:

The Board of Directors of the Company met Four times during the year 2016-17. 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 following Independent Directors who were 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.

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



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

e. Board Committees:

The Company has the following Committees of the Board:

1. Audit Committee
2. Nomination and Remuneration & Compensation 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, Risk and Compliance Committee periodically reviews the functioning of this mechanism. No personnel of the Company was denied access to the Audit Committee. Further, the details of the same is explained in the Corporate Governance Report.

i. Related Party Transactions.

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

All contracts/arrangements/transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. The details of the related party transactions as required under Section 134(3)(h) r/w Rule 8 of the Companies (Accounts) Rules, 2014, is attached as **Annexure 2**.

10. AUDITORS:

M/s. Suresh Gupta Y & Co., Chartered Accountants, Warangal, Statutory Auditors of the Company retire at the ensuing annual general meeting and in terms of the provisions of Section 139 of the Companies Act, 2013 read with Rule 6 of the Companies (Audit and Auditors) Rules, 2014, they are not eligible for re-appointment for the next Financial Year 2017-18.

Accordingly, on the basis of the recommendation of the Audit Committee, the Board of Directors proposed to appoint M/s. Vinay T & Co, Chartered Accountants as statutory auditors of the Company from the conclusion of the forthcoming AGM till the conclusion of the 27th AGM to be held in the year 2022, subject to ratification of their appointment at every AGM held after this AGM. M/s. Vinay T & Co, Chartered Accountants have furnished the Certificate of their eligibility for appointment in compliance with Section 141 of the Companies Act, 2013.

M/s Suresh Gupta Y & Co., 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 streamlining cashflow to avoid delays in payment of dues. The Auditors' Report is enclosed with the financial statements in this annual report.

11. 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 2016-17. The Secretarial Audit Report for Financial year 2016-17 is herewith appended as **Annexure 3** to the Board's report.

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

12. 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.

13. EXTRACT OF ANNUAL RETURN:

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

14. 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. Loans and Investment outstanding as as 31.03.2017 are as follows

SI. 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	23,83,733

15. 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, 2017
Foreign exchange earnings	589.96
Foreign exchange outgo	Nil

16. MANAGEMENT DISCUSSION & ANALYSIS REPORT :

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

17. 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 2017 forms part of this Annual Report as **Annexure-6**.

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

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

19. 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.

20. 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.



21. 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: 30.10.2017
Place: Hyderabad

Sd/-
Dhiraj Kumar Jaiswal
Managing Director
DIN: 01119055

Sd/-
Nisha Jaiswal
Director
DIN: 01978821



ANNEXURE - 1

Form AOC - I

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

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

Part "A" – Subsidiaries

(Amount in Millions)

Particulars	Subsidiary 1	Subsidiary 2
Names of the Subsidiaries	Cat Technology INC	Cat Technology FZE
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	31 st March, 2017	31 st March, 2017
Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries:	1 USD = 64.72	1 AED = 17.7812
Share capital	6.47	816.15
Reserves & surplus	58.89	(419.37)
Total assets	126.24	399.27
Total Liabilities	139.46	2.49
Investments	-	-
Turnover	447.03	-
Profit before taxation	27.65	(14.69)
Provision for taxation	0.33	-
Profit after taxation	27.32	(14.69)
Proposed Dividend	Nil	Nil
% of shareholding	-	-



FORM NO. AOC - 2

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

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

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

There was no contract / arrangement / transaction entered into during the Financial Year ended 31st March 2017, which were not at arm's length basis

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

Name of Related Party	Dhiraj Jaiswal, Dinesh Jaiswal and Laxmi Persad Jaiswal
Nature of relationship	Promoters
Nature of contracts/ arrangements/ transaction	Lease Deed
Duration of the contracts/ arrangements/ transaction	3 Years
Salient terms of the contracts or arrangements or transaction including the value, if any	Lease of 7000 Sft Commercial Office Premises to the Company for Rs.60,000/- per month
Date of approval by the Board	Appropriate Approval already taken for this transaction
Amount paid as advances, if any	Deposit of Rs. 90 Lakhs



Form No. MR - 3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31.03.2017

[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 31.03.2017 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, 2017 according to the provisions of:

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



- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 amended to Securities And Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 w.e.f from 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 w.e.f 02.nd September, 2015.
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

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

- a) *Company has not yet appointed Company Secretary one of the Key Managerial Person.*
- vi. We further report that, after considering the compliance system prevailing in the Company, and after carrying out test checks of the relevant records and documents maintained by the Company, the following laws that are applicable specifically to the Company:
- (a) Information Technology Act, 2000.

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 issued by The Institute of Company Secretaries of India
- ii) The Regulations of SEBI (LODR) regulation, 2015;



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. There are no changes in the composition of the Board.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent on time 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: 30.10.2017



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

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

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

V K Bajaj & Associates,
Company Secretaries

Sd/-

Vasanth Kumar Bajaj

Company Secretary

FCS: 6868 C P No.: 5827

Place: Hyderabad
Date: 30.10.2017



Form No. MGT-9
EXTRACT OF ANNUAL RETURN
As on the Financial Year ended on 31.03.2017

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

I. REGISTRATION AND OTHER DETAILS:

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

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

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

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

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

S. No.	Name and Address of the Company	CIN/ GLN	Holding / Subsidiary / Associate	% of Shares Held	Applicable Section
1	CAT Technology Inc	--	Subsidiary	100%	Section 2(87)
2	CAT Technology FZE	--	Subsidiary	100%	Section 2(87)



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

A. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters'									
(1) Indian									
a) Individual/ HUF	2216209	0.00	2216209	2.79	2216209	0.00	2216209	2.79	0.00
b) Central Govt	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
c) State Govt(s)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
d) Bodies Corp.	2350000	0.00	2350000	2.96	2350000	0.00	2350000	2.96	0.00
e) Banks / FI	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
f) Any other	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Sub Total (A)(1)	4566209	0.00	4566209	5.75	4566209	0.00	4566209	5.75	0.00
(2) Foreign									
a) NRIs-Individuals	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
b) Other – Individuals	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
c) Bodies Corp.	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
d) Banks / FI	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
e) Any Other....	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Sub-total (A) (2):- Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
b) Banks / FI	15200	0.00	15200	0.02	15200	0.00	15200	0.02	0.00
c) Central Govt	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
d) State Govt(s)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
e) Venture Capital Funds	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
f) Insurance Companies	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
g) FIs	1299133	0.00	1299133	1.64	1299133	0.00	1299133	1.64	0.00
h) Foreign Venture Capital Funds	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
i) Others (specify)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Sub-total (B)(1):-	1314333	0.00	1314333	1.65	1314333	0.00	1314333	1.65	0.00
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	5809174	26600	5835744	5.66	3256113	26665	3282778	4.13	-1.53
ii) Overseas	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
b) Individuals									



i) Individual shareholders holding nominal share capital upto Rs.1 lakh	4639411	297507	4936948	6.23	4602508	297037	4899545	6.17	-0.06
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	4740751	64900	4805651	6.05	6278472	64900	6343372	7.98	1.93
c) Others									
Others	182065	0.00	182065	1.90	1234713	-	1234713	1.56	-0.34
Sub-total (B)(2):-	15371401	389007	15760408	19.84	15371806	388602	15760408	19.84	0.00
Total Public Shareholding									
(B)=(B)(1)+(B)(2)	15223210	1851531	17074741	21.49	16686139	388602	17074741	21.49	0.00
C. Shares held by Custodian for GDRs & ADRs	57795528	0.00	57795528	72.76	57795528	0.00	57795528	72.76	0.00
Grand Total (A+B+C)	79047376	389102	79436478	100.00	79047876	388602	79436478	100.00	0.00

B. Shareholding of Promoter

S. No	Names of the Shareholders	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Dhiraj Kumar Jaiswal	511209	0.64	0.00	511209	0.64	0.00	0.00
2.	Laxmi Parsad Jaiswal	505000	0.64	0.00	505000	0.64	0.00	0.00
3.	Dinesh Kumar Jaiswal	500000	0.63	0.00	500000	0.63	0.00	0.00
4.	Nisha Jaiswal	350000	0.44	0.00	350000	0.44	0.00	0.00
5.	Namrita Jaiswal	350000	0.44	0.00	350000	0.44	0.00	0.00
6.	Espirit Technologies Private Limited	2350000	2.96	0.00	2350000	2.96	0.00	0.00
	Total	4566209	5.75	0.00	4566209	5.75	0.00	0.00



C. Change in Promoters' Shareholding

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

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

S. No	Names of the Shareholders	Particulars	Shareholding at the beginning of the year		Date	Cumulative Shareholding during the year	
			No. of shares	% of total shares		No. of shares	% of total shares
1.	Basmati Securities Pvt Ltd	At the beginning of the year	2165078	2.73	01.04.2016	2165078	2.73
		At the end of the year	2165078	2.73	31.03.2017	2165078	2.73
2.	Amrapali Aadya Trading & Investment Pvt. Ltd.	At the beginning of the year	1268620	1.6	01.04.2016	1268620	1.6
		At the end of the year	1268620	1.6	31.03.2017	1268620	1.6
3.	India Focus Cardinal Fund	At the beginning of the year	885350	1.11	01.04.2016	885350	1.11
		At the end of the year	885350	1.11	31.03.2017	885350	1.11
4.	Kii Limited	At the beginning of the year	413783	0.52	01.04.2016	413783	0.52
		At the end of the year	413783	0.52	31.03.2017	413783	0.52
5.	Cherry Cosmetics Pvt Ltd	At the beginning of the year	242527	0.31	01.04.2016	242527	0.31
		At the end of the year	242527	0.31	31.03.2017	242527	0.31
6.	Ranbir Kaur	At the beginning of the year	1000	0.00	01.04.2016	1000	0.00
		At the end of the year	239890	0.30	31.03.2017	239890	0.30
7.	Joseph Mathew	At the beginning of the year	100000	0.13	01.04.2016	100000	0.13
		At the end of the year	220000	0.28	31.03.2017	220000	0.28
8.	Oudh Finance & Investment Private Limited	At the beginning of the year	217456	0.27	01.04.2016	217456	0.27
		At the end of the year	217456	0.27	31.03.2017	217456	0.27
9.	Rajbir Singh	At the beginning of the year	195100	0.25	01.04.2016	195100	0.25
		At the end of the year	195100	0.25	31.03.2017	195100	0.25
10.	B Lodha Securities Limited	At the beginning of the year	193779	0.24	01.04.2016	193779	0.24
		At the end of the year	193779	0.24	31.03.2017	193779	0.24



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	01.04.2016	0	-	511209	0.64
		511209	0.64	31.03.2017			511209	0.64
2.	Dinesh Kumar Jaiswal	500000	0.63	01.04.2016	0	-	500000	0.63
		500000	0.63	31.03.2017			500000	0.63
3.	NishaJaiswal	350000	0.44	01.04.2016	0	-	350000	0.44
		350000	0.44	31.03.2017			350000	0.44
4.	Syed Mohiuddin Ahmed	0	0	01.04.2016	0	-	0	0
		0	0	31.03.2017			0	0
5.	Deepak Singh	0	0	01.04.2016	0	-	0	0
		0	0	31.03.2017			0	0
6.	Omar Mohammad	0	0	01.04.2016	0	-	0	0
		0	0	31.03.2017			0	0
7.	Anurag Jaiswal (CFO)	0	0	01.04.2016	0	-	0	0
		0	0	31.03.2017			0	0

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	47,25,394	2,73,00,757	-	3,20,26,151
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	47,25,394	2,73,00,757	-	3,20,26,151
Change in Indebtedness during the financial year				
Addition / (Reduction)	(6,04,309)	(35,90,261)	-	(41,94,570)
Net Change	(6,04,309)	(35,90,261)	-	(41,94,570)
Indebtedness at the end of the financial year				
i) Principal Amount	41,21,085	2,37,10,496	-	2,78,31,581
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	41,21,085	2,37,10,496	-	2,78,31,581



VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

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


B. Remuneration to other directors:

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

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

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

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE AND DEVELOPMENTS:

Overview of the Industry In FY 2017, the global market for Outsourced IT-BPM services grew by 3.9% over the prior year, to \$1.2 Trillion. Within that larger market, IT Services grew by 2.5% year on year, driven largely by cloud adoption and package implementation. Business Process Management (BPM) grew by 4% over the prior year

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

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

Road Ahead

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

INDIAN INDUSTRY SCENARIO:

India, the fourth largest base for new businesses in the world and home to over 3,100 tech start-ups, is set to increase its base to 11,500 tech start-ups by 2020, as per a report by NASSCOM.

The Indian IT sector is expected to grow at a rate of 12-14 per cent for Financial Year 2017 in constant currency terms. The sector is also expected to triple its current annual revenue to reach US\$ 350 billion by Financial Year 2025, as per National Association of Software and Services Companies (NASSCOM).



India's internet economy is expected to touch Rs 10 trillion (US\$ 146.72 billion) by 2018, accounting for 5 per cent of the country's GDP, according to a report by the Boston Consulting Group (BCG) and Internet and Mobile Association of India (IAMAI). India's internet user base reached over 350 million by June 2015, the third largest in the world, while the number of social media users grew to 143 million by April 2015 and smartphones grew to 160 million. Future growth in the IT sector will be fueled by growing demand of global corporations for new services such as digital technology, mobile applications and cloud computing, said officials at Nasscom.

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.

The outsourcing sector, which makes as much as three-quarters of its sales from the United States and Europe, employs roughly 3.5 million people, the bulk of them in India, and accounts for 9.5 percent of the country's gross domestic product, the lobby group said.

OPPORTUNITIES, THREATS, RISKS AND CONCERNS:

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

- The Indian government is expected to increase its spending on information technology (IT) products and services by 9.5 per cent to US\$ 7.8 billion in 2017.
- The Government of India has launched the Digital India program to provide several government services to the people using IT and to integrate the government departments and the people of India. The adoption of key technologies across sectors spurred by the 'Digital India Initiative' could help boost India's Gross Domestic Product (GDP) by US\$ 550 billion to US\$ 1 trillion by 2025, as per research firm McKinsey.
- India and the US have agreed to jointly explore opportunities for collaboration on implementing India's ambitious Rs 1.13 trillion (US\$ 16.58 billion) 'Digital India Initiative'. The two sides also agreed to hold the US-India Information and Communication Technology (ICT) Working Group in India later this year.
- The Government of Telangana has begun construction of a technology incubator in Hyderabad—dubbed T-Hub—to reposition the city as a technology destination. The state government is initially investing Rs 35 crore (US\$ 5.14 million) to set up a 60,000 sq ft space, labelled the largest start-up incubator in the county, at the campus of International Institute of Information Technology-Hyderabad (IIIT-H). Once completed, the project is proposed to be the world's biggest start-up incubator housing 1,000 start-ups.

Technology Industry Outlook - 2017

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 2017?

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

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

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

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

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

OUTLOOK OF THE COMPANY:

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

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

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



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 Indian GAAP) of Rs. 4718.30 Lakhs for the Financial Year under review and Loss of Rs. 224.38 Lakhs.

Indian Operations

During the financial year 2016-17 your Company recorded turnover Rs. Rs. 485.50 Lakhs and incurred a Net Loss after tax of Rs. 126.65 Lakhs compared to Turnover of Rs. 428.03 Lakhs and Net Loss after tax of Rs. 271.15 Lakhs 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, 2017.**

The Key to good corporate governance is the optimum combination of the executive and non-executive directors on the board and the extent of their independence. The present strength of the Board consists of Six Directors,

- **Three** of them are Independent 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 2016-17, Four (4) 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):

30.05.2016	12.08.2016	14.11.2016	14.02.2017
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- **Board of Directors' attendance for the Board & Committee Meetings held during the year 2016-17:**

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

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

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

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

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. Deepak Singh - Member
3. Mr. Syed Mohiuddin Ahmed - Member



- **Meetings and Attendance during the year:**

The committee met Four times during the financial year 2016-17 on 30.05.2016, 12.08.2016, 14.11.2016 and 14.02.2017 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	4	4
2	Syed Mohiuddin Ahmed	Member	4	4
3	Deepak Singh	Member	4	3

- **Terms of Reference:**

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

- **Review of information:**

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

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. Syed Mohiuddin Ahmed - Member
3. Mr. Deepak Singh - Member

- **Meetings and Attendance during the year:**

The committee met on one time during the financial year on 30th May 2016 attendance of each Member of Committee is as follows.

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

- **Details of remuneration paid to the Directors:**

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

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

The aggregate value of salary and perquisites for the year ended 31.03.2017 to Managing Director is as under:

Name	Designation	Remuneration paid / to be paid for Financial Year 2016-17 (in Rs.)		
		Salary & Perks	Commission	Total
Dhiraj Kumar Jaiswal	Managing Director	12,00,000	-	12,00,000



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.	Syed Mohiuddin Ahmed	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;
- Evaluating performance and service standards of the Registrar and Share Transfer Agent of the Company;

6. 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 2016-17		
	Received	Resolved	Pending
Complaints Received	Nil	Nil	Nil

7. 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
2015-16	1st Floor, Champa Mansion, Station Road, Hyderabad – 500 001	Nampally 30.09.2016	11.00	Nil
2014-15	1st Floor, Champa Mansion, Nampally Station Road, Hyderabad – 500 001	30.09.2015	11.00	1
2013-14	1st Floor, Champa Mansion, Nampally Station Road, Hyderabad – 500 001	29.09.2014	11.00	1



- Special Resolution was passed for Adoption of New Articles of Association of the Company in the last Annual General Meeting for Financial Year 2014-15.
- Special Resolution was passed for Authorising the Board to Mortgage and/or create Charge in the Annual General Meeting for Financial Year 2013-14.
- No Special Resolutions were passed through postal ballot at the Last Annual General Meeting (AGM) and no special resolutions are proposed through postal ballot at the ensuing Annual General Meeting.

8. 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 & Compensation 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 2016-17, 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, strictures imposed on the Company by stock Exchange or SEBI or any statutory authority.

9. MEANS OF COMMUNICATION:

a. Investor Information:

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

i) Quaterly Results:

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

ii) Annual Report:

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



iii) **Website:**

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

b. **Management Discussion And Analysis Report:**

As required by Schedule V of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis Report gives an overview of the Industry, Company's business, its financials etc., and the same is provided elsewhere in this report, which forms a part of the Directors' Report.

10. **GENERAL SHAREHOLDER INFORMATION:**

• **Annual General Meeting:**

The 22nd Annual General Meeting of the Company will be held on MONDAY, 27TH NOVEMBER, 2017 at 10.00 A.M at Registered Office of the Company at 1st Floor, Champa Mansion, Nampally Station Road, Hyderabad – 500 001.

• **Financial Calendar:**

First Quarter Results	First week of August, 2016
Second Quarter Results	First week of November, 2016
Third Quarter Results	First week of February, 2017
Audited Results	Last week of May, 2017

• **Book Closure Date:**

From Friday, 24th November, 2017 to Monday, 27th November, 2017 (inclusive of both days)

• **E-voting Date:**

From Friday, 22nd November, 2017 9 A.M. to Sunday, 26th November, 2017 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 2016	0.82	0.65
May 2016	0.68	0.59
June 2016	0.63	0.51
July 2016	0.77	0.58
Aug 2016	0.78	0.60
Sep 2016	0.60	0.46
Oct 2016	0.63	0.46
Nov 2016	0.81	0.63
Dec 2016	0.81	0.68
Jan 2017	1.02	0.77
Feb 2017	1.19	0.76
Mar 2017	0.88	0.70

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

- **Registrar and Transfer Agents:**

M/s. Aarthi Consultants Private Limited

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

Phone: 040-27638111, Fax: 040-27632184

E-mail: info@aarthiconsultants.com

- **Share Transfer System:**

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



SHAREHOLDING PATTERN AS ON 31ST MARCH, 2017

S. No	Category	No. of Shares	% of holding
1	Indian Promoters	45,66,209	5.75
3	Mutual Funds & UTI	-	-
4	Banks, Financial Institutions, Insurance Companies (Central / State Govt. Institutions / Non-Govt. Institution)	15,200	0.02
5	Foreign Institutional Investors	12,99,133	1.64
6	Private Corporate Bodies	48,04,528	6.05
7	Indian Public	1,09,55,880	13.79
8	NRI's/OCB's (Including Depository Receipts)	5,77,95,528	72.75
	TOTAL	7,94,36,478	100.00

• DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2017

S. No	Category From - To	No. of Holders	% of Holders	No. of Shares	% of Shares
1	Upto - 5,000	4482	68.26	916129	1.15
2	5,001 - 10,000	843	12.84	748682	0.94
3	10,001 - 20,000	497	7.57	816256	1.03
4	20,001 - 30,000	176	2.68	458260	0.58
5	30,001 - 40,000	74	1.13	269805	0.34
6	40,001 - 50,000	109	1.66	525834	0.66
7	50,001 - 1,00,000	170	2.59	1306355	1.64
8	Above - 1,00,000	215	3.27	74395157	93.65
	TOTAL	6566	100	79436478	100

• Dematerialization of shares and liquidity:

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

99.65% of total equity capital of the Company is held in dematerialization form with NSDL and CDSL as on 31st March, 2017.

• 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. Aarathi Consultants Private Limited
 1-2-285, Domalguda, Hyderabad – 500 029
 Phone: 040-27638111, Fax: 040-27632184
 E-mail: info@aarathiconsultants.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, 2017 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: 30.10.2017

Sd/-
Dhiraj Kumar Jaiswal
Managing Director

Sd/-
Anurag Jaiswal
Chief Financial Officer



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

**Under Regulation 27 Of Sebi (Listing Obligation And Disclosure Requirements)
Regulations, 2015**

AUDITORS' CERTIFICATE

To,
The Members,
CAT Technologies Limited

We have examined the compliance of conditions of Corporate Governance by **M/s. CAT Technologies Limited** for the period ended on 31st March 2017 as per the relevant provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ('Listing Regulation') as referred to in Regulation 15(2) of the Listing regulation for the period of 1st April 2016 to 31st March 2017.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for insuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

We state that in respect of Investor grievances received during the year ended 31st March, 2017, 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: 30.10.2017

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



To,
The Members,
CAT Technologies Limited
Hyderabad

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

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

I, Dhiraj Kumar Jaiswal, Managing Director of CAT Technologies Limited to the best of my knowledge and belief, declare that all the members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct of the Company for the year ended March 31, 2017.

Place: Hyderabad
Date: 30.10.2017

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



INDEPENDENT AUDITOR'S REPORT

To the Members of
CAT Technologies Limited

Report on the Financial Statements

We have audited the accompanying financial statements of CAT Technologies Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose



of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at March 31, 2016, its loss, and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's report) Order, 2016 ("the Order") issued by the Central Government of India in terms of subsection (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) On the basis of written representations received from the directors as on March 31, 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, from being appointed as a director in terms of section 164 (2) of the Act;
 - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:



- i. The Company does not have any pending litigations which would impact its financial position.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. The Company has provided requisite disclosure in of it's financial statements as to holding as well as dealing in Specified Bank Notes (SBN's) during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the Company.

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

Sd/-

Y. Suresh Gupta
Proprietor
M. No. 209738

Date: 29th May, 2017
Place: Hyderabad.



Annexure A to the Auditors' Report

The Annexure referred to in our report to the members of CAT Technologies Ltd (the Company') for the year Ended on 31st March 2017. We report that:

- I. In respect of the fixed assets of the Company:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) Fixed Assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) Expenditure incurred on Construction at Abids Office (leased – Long term) has been reflected along with other buildings. The same has been depreciated over its lease period. Other than the above, other fixed assets were registered in the Company's name.
- II. Considering Nature of Operations of the Company, the provisions of Clause 3(iii) of the Order pertaining to the Physical Verification of Inventory is not Applicable to the Company.
- III. According to the information and explanations given to us and on the basis of our examination of the books of account, During the year Company has not granted any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 189 of the Companies Act. Thus, sub clauses (a) & (b) are not applicable to the company.
- IV. In our opinion and according to the information and explanations given to us, Company has not given any loans falling under provisions of Section 185 and Company has complied with the provisions of section 186 with respect to loans, investments, guarantees and security made.
- V. In our opinion and according to the information and explanations given to us, the Company has not accepted deposits during the year and does not have any unclaimed deposits. Therefore, the provisions of Sec 73 to 76 of the Companies Act 2013 and the rules framed there under are not applicable to the Company.
- VI. According to information and explanation given by the management, maintenance of cost records has not been prescribed by the Central Government under clause (d) of sub-section (1) of section 148 of the Act. Accordingly Paragraph 3(vi) of the Order is not applicable.
- VII.
 - a. The Company has been irregular in depositing undisputed statutory dues, including Employee State Insurance, Income Tax, Service Tax, and other material statutory dues applicable to it with the appropriate authorities.
 - b. The extent of the arrears of outstanding statutory dues as on the last day of the financial year concerned for a period of more than six months from the date they became payable are as follows:



Particulars	Amount (In Rs.)
E.S.I	16, 85,421.00
T.D.S.	19, 32,496.00

- c. According to the information and explanations given to us, there is no amounts payable in respect of income tax, wealth tax, service tax, sales tax, customs duty and excise duty which have not been deposited on account of any disputes.
- VIII. Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution, bank and company has not issued any Debentures.
- IX. The company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) and term loans. Hence Reporting under Clause 3(ix) of the said order are not applicable to the company.
- X. In our opinion and according to the information and explanations given to us, we report that no fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year.
- XI. In our opinion and according to the information and explanations given to us, managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- XII. In our opinion and according to the information and explanations given to us the Company is not a Nidhi Company. Accordingly Paragraph 3(xii) of the Order is not applicable.
- XIII. In our opinion and according to the information and explanations given to us, the Company has disclosed all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.
- XIV. During the year Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause 3(xiv) of the order is 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 and accordingly paragraph 3(xv) of the Order is not applicable.
- XVI. The company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

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

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

Date: 29th May, 2017
Place: Hyderabad.



BALANCE SHEET AS AT 31-03-2017

PARTICULARS	Note Ref.	as at 31-03-2017 (Rs.)	as at 31-03-2016 (Rs.)
I. EQUITY AND LIABILITIES			
1. Shareholders' Funds			
(a) Share Capital	3	794,364,780	794,364,780
(b) Reserves and Surplus	4	(80,064,635)	(67,398,936)
		<u>714,300,145</u>	<u>726,965,844</u>
2. Non-current Liabilities			
(a) Long - Term Borrowings	5	19,406,398	24,058,800
(b) Deferred Tax Liabilities (Net)	6	1,644,460	3,217,782
		<u>21,050,858</u>	<u>27,276,582</u>
3. Current Liabilities			
(a) Short Term Borrowings	7	8,425,183	7,967,351
(b) Trade Payables	8	13,491,542	13,344,608
(c) Short-Term Provisions	9	9,915,768	10,513,350
(c) Other Current Liabilities	10	5,958,119	5,110,158
		<u>37,790,612</u>	<u>36,935,467</u>
TOTAL		<u>773,141,615</u>	<u>791,177,893</u>
II. ASSETS			
1. Non-current Assets			
(a) Fixed Assets	11		
Tangible Assets		31,319,921.66	32,116,923
Intangible Assets		19,391,827.70	25,800,249
(b) Non-current Investments	12	680,030,593.00	680,030,593
(c) Long-term Loans and Advances	13	9,224,767.00	9,224,767
(d) Other Non-Current Assets	14	-	-
		<u>739,967,109</u>	<u>747,172,532</u>
2. Current Assets			
(b) Trade Receivables	15	29,720,272	40,808,441
(c) Cash and Cash Equivalents	16	1,378,564	365,371
(d) Short-term Loans and Advances	17	2,001,008	2,767,247
(e) Other Current Assets	18	74,662	64,301
		<u>33,174,506</u>	<u>44,005,360</u>
TOTAL		<u>773,141,615</u>	<u>791,177,893</u>

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

as per our report of even date attached

For and on behalf of the Board
CAT TECHNOLOGIES LIMITED

For Suresh Gupta & Co.,
FRN:009012S
Chartered Accountants
Sd/-

Y. Suresh Gupta
Proprietor
Membership No :209738

Place: Hyderabad
Date: 29.05.2017

Sd/-
DHIRAJ KUMAR JAISWAL
(MANAGING DIRECTOR)

Sd/-
NISHA JAISWAL
(DIRECTOR)

Sd/-
ANURAG JAISWAL
(CHIEF FINANCIAL OFFICER)



PROFIT & LOSS STATEMENT FOR THE YEAR ENDED 31-03-2017

PARTICULARS	Note Ref.	as at 31-03-2017 (Rs.)	as at 31-03-2016 (Rs.)
I. REVENUE			
Gross Revenue	19	47,519,989	40,205,559
Other Income	20	1,029,757	2,597,258
Total Revenue		48,549,745	42,802,817
II. EXPENSES			
Employee Costs	21	43,686,107	53,044,548
Selling ,General & Administrative Expenses	22	9,662,744	10,400,709
Finance Charges	23	961,691	1,100,923
Depreciation	24	8,478,222	5,757,667
Miscellaneous Expenditure written off	25	-	-
Total Expenses		62,788,765	70,303,847
III. PROFIT BEFORE TAX		(14,239,020)	(27,501,030)
IV. TAX EXPENSES			
Current Tax (including previous year's taxes)		-	-
Deffered Tax (Refer Note 6)		(1,573,322)	(385,943)
V. PROFIT FOR THE PERIOD		(12,665,699)	(27,115,087)
VI. EARNINGS PER EQUITY SHARES			
Basic and Diluted		(0.16)	(0.34)
Notes 1 & 2 relate to General Information and Summary of Significant Accounting Policies respectively.			
The Notes 19 to 25 are an integral part of these financial statements.			

as per our report of even date attached

For Suresh Gupta & Co.,
FRN:009012S
Chartered Accountants
Sd/-

Y. Suresh Gupta
Proprietor
Membership No :209738

Place: Hyderabad
Date: 29.05.2017

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	
	31-03-2017 (Rs.)	31-03-2016 (Rs.)
Net Profit / (Loss)	(14,239,020)	(27,501,030)
Adjustments for:		
Depreciation	8,478,222	5,757,667
Interest Charges	961,691	1,100,923
Interest Income	(12,490)	(17,400)
Loss on Chit Fund	-	747,725
Loss on sale of Fixed Assets	-	443,326
Other Income	(1,017,267)	(28,083)
	-	-
Total	8,410,156	8,004,158
Operating Profit / (Loss) before Working Capital Changes	(5,828,863)	(19,496,872)
Adjustments for:		
Increase (Decrease) / in Current Assets	(11,844,050)	(24,366,323)
(Increase) / Decrease in Current Liabilities	(397,312)	446,233
Cash Generation from / (used in) Operations	6,412,498	4,423,218
Add: Interest Received (received in cash)	12,490	17,400
Other Income/ (Adjustments)	1,017,267	28,083
Net Cash Flow from / (used in) Operating Activities (A)	7,442,255	4,468,701
Cash Flow from Investing Activities		
Purchase of Fixed Assets	(1,272,801)	(623,778)
Sales of Fixed Assets		159,997
Loss on Chits	-	(747,725)
Net Cash (used in) / from Investing Activities (B)	(1,272,801)	(1,211,506)
Cash Flow from Financing Activities		
Interest Paid	(961,691)	(1,100,923)
Increase / (Decrease) in Loans/Borrowings	(4,194,570)	(4,249,962)
Increase in Unsecured Loans		-
Repayment of Short term borrowings		-
Net Cash (used in) / from Financing Activities (C)	(5,156,261)	(5,350,885)
Net (Decrease) / Increase in Cash & Cash	1,013,193	(2,093,690)
Equivalents (A - B+ C)		
Cash & Cash Equivalents at the beginning of the year	365,371	2,459,061
Cash & Cash Equivalents at the end of the year	1,378,564	365,371

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

as per our report of even date attached

For Suresh Gupta & Co.,
FRN:009012S
Chartered Accountants
Sd/-
Y. Suresh Gupta
Proprietor
Membership No :209738

Place: Hyderabad
Date: 29.05.2017

For and on behalf of the Board
CAT TECHNOLOGIES LIMITED

Sd/-
DHIRAJ KUMAR JAISWAL
(MANAGING DIRECTOR)

Sd/-
NISHA JAISWAL
(DIRECTOR)

Sd/-
ANURAG JAISWAL
(CHIEF FINANCIAL OFFICER)



Notes to the Financial Statements

1. General Information

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

2. Summary of Significant Accounting Policies

Basis for preparation of Financial Statements

These Financial Statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. These Financial Statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) [Companies (Accounting Standards) Rules, 2006, as amended from time to time] and the other relevant provisions of the Companies Act, 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 VI of the Companies Act, 2013. Since the Company is in the business of Medical Transcription, Training, Software Development and consulting services, the Company has determined its operative cycle as 12 months for the purpose of current – noncurrent classification of Assets and Liabilities.

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

2.1. Tangible Assets

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

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

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



Depreciation for the year has been provided on Straight-Line Method as per the rates prescribed under Schedule XIV of the Companies Act, 2013 and the same is consistent with the method followed by the Company in the previous years.

2.2. Intangible Assets

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

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

2.3. Borrowing Costs

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

2.4. Impairment of Assets

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

2.5. Investments

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

2.6. Work In Process

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



2.7. Sundry Debtors and Advances

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

2.8. Cash and Cash Equivalents

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

2.9. Foreign Currency Translation

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

2.10. Revenue Recognition

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

2.11. Employee Benefits

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

2.12. Current and Deferred Tax

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

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



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

2.13. Provisions and Contingent Liabilities

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

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

2.14. Leases

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

2.15. Segment Reporting

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

2.16. Earnings Per Share

Basic earnings per share are 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 are the net profit for the period after applicable taxes for the period. The weighted average value of equity shares considered for EPS is Rs.10/- per equity share.



NOTES RELATING TO BALANCE SHEET

PARTICULARS	AS ON	
	31-03-2017 (Rs.)	31-03-2016 (Rs.)
3. Share Capital		
Authorised: 12,00,00,000 (March 31, 2016 : 12,00,00,000) Equity Shares of Rs.10/- each	1,200,000,000	1,200,000,000
Issued: 7,94,36,478 (March 31, 2016 : 7,94,36,478) Equity Shares of Rs.10/- each fully paid up	794,364,780	794,364,780
Subscribed and Paidup: 7,94,36,478 (March 31, 2016 : 7,94,36,478) Equity Shares of Rs.10/- each fully paid up	794,364,780	794,364,780
Total	794,364,780	794,364,780

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

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

Equity Shares:	As at March 31, 2017		As at March 31, 2016	
	No. of Shares	Amount	No. of Shares	Amount
Balance at the beginning of the year	79,436,478	794,364,780	79,436,478	794,364,780
Add: Shares issued during the year	-	-	-	-
Balance at the end of the year	79,436,478	794,364,780	79,436,478	794,364,780

(c) Rights attached to Shares

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



NOTES RELATING TO BALANCE SHEET

- (d) **GDR issue details**
- (i) (i) In the Financial Year 2007-08 43,04,348 No's GDR equivalent to 2,58,26,088 Equity Shares of Rs. 10/- each have been issued
(1 GDR is equivalent to 6 Equity Shares)
- (ii) (ii) In the Financial Year 2009-10 15,95,333 No's GDR equivalent to 4,78,59,990 Equity Shares of Rs. 10/- each have been issued
(1 GDR is equivalent to 30 Equity Shares)

PARTICULARS	AS AT	
	31-03-2017 (Rs.)	31-03-2016 (Rs.)
4. Reserves and Surplus		
a) Equity Share Premium		
Balance as at the beginning of the year	1,400,000	1,400,000
Add: Transfers	-	-
Less: Utilisations	-	-
Balance as at the End of the year - (a)	1,400,000	1,400,000
b) Surplus in Statement of Profit and Loss		
Balance as at the beginning of the year	(68,798,936)	(44,464,970)
Add: Profit for the Year	(12,665,699)	(27,115,087)
Less: Transfers	-	-
Add: Depreciation Adjustment	-	2,781,119
Balance as at the End of the year - (b)	(81,464,635)	(68,798,936)
Total (a+b)	(80,064,635)	(67,398,936)



NOTES RELATING TO BALANCE SHEET

PARTICULARS	AS ON	
	31-03-2017 (Rs.)	31-03-2016 (Rs.)
5. Long-Term Borrowings		
Secured		
Hypothecated Loans [Refer Note (a) below]	-	288,151
Secured Mortgage Loan - BOI [Refer Note (a) below]	2,106,777	2,248,642
Unsecured		
From Others [Refer Note (b) below]	17,209,621	21,522,007
Dinesh Kumar Jaiswal [Refer Note (c) below]	-	-
Espirit Technologies Pvt.Ltd	90,000	-
Total	19,406,398	24,058,800

Note:

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

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

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



NOTES RELATING TO BALANCE SHEET

PARTICULARS	AS ON	
	31-03-2017 (Rs.)	31-03-2016 (Rs.)
6. Deferred Tax Liabilities		
Opening Balance	3,217,782	3,603,725
Add: Deferred Tax liability/(Deferred Tax Asset) during the year	(1,573,322)	(385,943)
Total	1,644,460	3,217,782

Note:

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

7. Short-term Borrowings		
SECURED		
Secured Overdraft From DCB Bank - [Refer Note (a) below]	1,097,584	785,117
Current Maturities of Long Term Debt (refer Note ('c))	459,000	1,403,484
Hypothecated Loans [Refer Note (b) below]	457,724	-
UNSECURED		
Chit Amount Payable	881,875	249,750
Cat Educational Society	5,529,000	5,529,000
Total	8,425,183	7,967,351

Note:

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

8. Trade Payables

Trade Payable [Refer Note 31(h)]	13,491,542	13,344,608
Total	13,491,542	13,344,608



NOTES RELATING TO BALANCE SHEET

PARTICULARS	AS ON	
	31-03-2017 (Rs.)	31-03-2016 (Rs.)
9. Short-term Provisions		
Provision for Expenses		
Audit Fees	225,000	225,000
Electricity charges	226,069	278,677
Remuneration	947,900	947,900
Salaries	5,170,716	5,246,708
Rent	648,000	648,000
Provision for TDS	1,932,496	2,576,488
Provision for EPF	121,245	25,574
Provision for ESI	557,592	467,753
Provision for Professional Tax	86,750	97,250
Total	9,915,768	10,513,350

10. Other Current Liabilities		
Current Liabilities for Expenses		
Audit Fees Payable	640,000	565,000
Rent Payable	1,314,324	715,324
TDS Payable	-	-
EPF Payable	-	-
ESI Payable	1,127,829	660,076
Professional Tax Payable	-	110,453
Salaries Payable	-	-
Remuneration to Managing Director	2,875,966	1,928,066
Electricity Charges	-	1,131,239
Total	5,958,119	5,110,158



Tangible Assets

NAME OF THE ASSET	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	COST AS AT 01/04/2016	Additions During the year	Deletions During the year	TOTAL AS AT 31/3/2017	DEP. As On 1/4/2016	Dep. the Period	Written Back	Total Dep. As On 31/3/2017	WDV As At 31/3/2017	WDV As At 31/3/2016
Office Equipment	5,541,157	513,748		6,054,905	5,483,638	68,619.523		5,552,258	502,647	57,519
Buildings	35,321,274			35,321,274	5,477,285	86,541.10		5,563,826	29,757,448	29,843,989
Computer	27,729,534	393,250		28,122,784	27,729,535	29,668.74		27,759,204	363,581	-
Vehicles	9,632,534		3,013,589	6,618,945	5,995,034	623,911.00		6,618,945	-	623,911
Furniture & Fixtures	10,779,691			10,779,691	9,208,626	874,819.47		10,083,445	696,246	1,571,065
Generator	241,392			241,392	220,954	20,438.00		241,392	-	20,439
TOTAL	89,245,582	906,998	3,013,589	87,138,991	54,115,072	1,703,998	-	55,819,070	31,319,922	32,116,923
Previous Year	89,614,416	356,040	764,327	89,245,582	46,517,487	5,739,792	4,871,382	57,128,661	32,116,923	43,096,930

1. Intangible Assets

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	AS AT 01/04/2016	Additions During the year	Deletions During the year	TOTAL AS AT 31/3/2017	DEP. As On 1/4/2016	Dep. the Period	Adjustment	Total Dep. As On 31/3/2017	As At 31/3/2017	As At 31/3/2016
Computers Software	41,569,182	365,803	-	41,934,985	33,258,844	6,774,224.30	-	40,033,068	1,901,917	286,424
Goodwill	17,489,911	-	-	17,489,911	-	-	-	-	17,489,911	17,489,911
[Refer Note 31C]										
Total	59,059,093	365,803	-	59,424,896	33,258,844	6,774,224	-	40,033,068	19,391,828	17,776,335
Previous Year	58,791,355	267,738	-	59,059,093	41,015,020	17,875	(7,774,051)	33,258,844	25,800,249	17,776,335



NOTES RELATING TO BALANCE SHEET

PARTICULARS	AS ON	
	31-03-2017 (Rs.)	31-03-2016 (Rs.)
12. Non-current Investments		
Unquoted Equity Instruments		
(a) Investment in subsidiaries		
306 Equity Share of UAE Dirhams 1,50,000 each	640,030,593	640,030,593
100 Common Shares of US Dollar 10 each (March 31,2011: 100 Common Shares of US Dollar 10) held in CAT Technology INC	40,000,000	40,000,000
(b) Others		
	680,030,593	680,030,593
13. Long-term Loans and Advances		
Deposits	9,224,767	9,224,767
Total	9,224,767	9,224,767
14. Other Non-Current Assets		
Miscellaneous Expenditure	-	-
Total	-	-
15. Trade Receivables		
Secured, Considered Good [Refer Note 2.7]		
Outstanding for a period not Exceeding Six Months	29,720,272	40,808,441
Others		-
Total	29,720,272	40,808,441
16. Cash And Cash Equivalent		
Bank Balances		
In Current Accounts	269,903	66,992
Cash on Hand	1,108,661	298,379
	-	-
Total	1,378,564	365,371



NOTES RELATING TO BALANCE SHEET

PARTICULARS	AS ON	
	31-03-2017 (Rs.)	31-03-2016 (Rs.)
17. Short-Term Loans and Advances		
Other Loans and Advances	1,866,008	1,909,828
Office Deposits	35,000	757,418
Advances to Suppliers	-	-
Advances to Employees	100,000	100,000
Total	2,001,008	2,767,246
18. Other Current Assets		
TDS Receivable	74,662	64,301
Miscellaneous Expenditure not written off	-	-
Total	74,662	64,301



NOTES RELATING TO STATEMENT OF PROFIT AND LOSS AS ON 31-03-2017

PARTICULARS	AS ON	
	31-03-2017 (Rs.)	31-03-2016 (Rs.)
19. Sales & Services		
EXPORT		
Consultancy Fees Receipts	23,749,208	9,115,056
Medical Transcription Receipts	467,170	968,198
Software Development Receipts	23,301,811	29,885,855
DOMESTIC		
Course Fees		
Local Software Development Receipts	1,800	236,450
Total	47,519,989	40,205,559
20. Other Income		
Miscellaneous Income	1,017,267	28,083
Interest Income	12,490	17,400
Foreign Exchange Fluctuation (Profit)	-	2,551,775
Total	1,029,757	2,597,258
21. Employee Costs		
Salaries, allowances & other benefits	42,486,107	51,844,548
Remuneration	1,200,000	1,200,000
Total	43,686,107	53,044,548
22. Selling, general & Administrative Expenses		
Audit Fees	250,000	250,000
AGM & EGM Expense	5,000	17,000
Books & Periodicals	2,640	-
Consultancy Charges	241,805	658,890
Domain Registration Charges	7,451	-
EPF Interest & Damages	178,000	
Fees & Filing Charges	351,040	330,000
ESIC Interest	235,126	
Insurance	183,600	66,279
Interest on Late Filing Fees & Interest on TDS	334,081	-
Loss on Chit Fund	-	747,725
Loss on Sale of Vehicle	-	443,326
Repairs & Maintenance	202,998	105,584
Advertisement Expenses	115,759	38,196



NOTES RELATING TO STATEMENT OF PROFIT AND LOSS AS ON 31-03-2017

PARTICULARS	AS ON	
	31-03-2017 (Rs.)	31-03-2016 (Rs.)
Electricity Charges	2,597,574	3,039,553
Rates & Taxes	-	1,968,278
Internet & Email Charges	599,882	625,149
Office Maintenance	186,063	63,445
Printing & Stationery	6,534	-
Professional Charges	332,094	194,277
Rent	720,000	720,000
Loss on F.E. Realisation	1,647,945	-
Service Tax	32,500	-
Telephone Expenses	1,081,631	844,088
Tours & Travelling Expenses	300,000	240,000
Water Charges	51,020	48,920
Total	9,662,744	10,400,709
23. Finance Charges		
Bank Charges	430,330	373,053
Interest Charges	531,361	727,870
Total	961,691	1,100,923
24. Depreciation Expenses		
Depreciation on		
- Tangible Assets	1,703,998	14,218,014
- Intangible Assets	6,774,224	
Total	8,478,222	14,218,014
25. Miscellaneous Expenditure Written Off		
Advertisement Expenditure (Brand Building)	-	-
Less: Advertisement Expenses (Brand Building) Written Off	-	-
Total	-	-

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



26. Contingent Liabilities

There are no contingent liabilities.

27. Capital and other commitments

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

28. Exceptional and Extraordinary items

	31.03.2017	31.03.2016
29. Expenditure in Foreign Currency	Nil	Nil
30. Earnings in Foreign Currency	589.96 lacs	620.67 lacs

Particulars	Year Ended	
	31.03.2017	31.03.2016
Value of imports calculated on F.O.B basis	Nil	Nil
Value of exports calculated on F.O.B basis (Software Development, Consulting Services & Medical transcription)	475.20	402.06
Information required under para 4(c) of Part II of schedule VI of the Companies Act 2013 to the extent applicable		
a) The Licensed Capacity	NA	NA
b) The Installed Capacity	NA	NA
c) The Actual Capacity	NA	NA

31. Other Disclosures

a. Earnings per Share

Amount in Rs.

Particulars	Year Ended	
	31.03.2017	31.03.2016
Net Profit after Taxation	(12,665,699)	(27,115,087)
Weighted average number of shares outstanding	79,436,478	79,436,478
Basic and Diluted EP	(0.16)	(0.34)

b. Payment to Auditors

Particulars	Year Ended	
	31.03.2017	31.03.2016
a) Audit Fees (Excluding Service Tax)	2,00,000	2,00,000
b) Tax Audit Fees	50,000	50,000
c) Service Tax	Nil	Nil
Total	2,50,000	2,50,000



c. Goodwill

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

d. Segment Reporting

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

e. Related Party Disclosures

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

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

e. Related Party Disclosures

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

- a) Associates: CAT Degree College
- b) Relatives of Directors Mrs. Nisha Jaiswal
Mrs. Namrita Jaiswal
- c) Key Managerial Personnel Mr. Dhiraj Kumar Jaiswal-Managing Director



- d) Related Party Relationships have been identified by the Management and relied upon by the Auditors.

Name of the Related Party	Relationship	Nature of Transaction	Total Amount during the year	Outstanding amount as on 31.03.2016
Dhiraj Kumar Jaiswal	Managing Director	Remuneration	12.00 lacs	38,23,866.00

f. Taxation

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

In accordance with Accounting Standard 22 on Accounting for Taxes on Income, the Company has computed Deferred Tax Asset amounting to Rs.15,73,322/- on account of timing difference in relation to depreciation as per books vis-à-vis Tax Laws.

g. Leases

Operating Lease: The Company has no Operating leases.

Finance Lease: The Company has no finance leases.

h. Dues to Micro and Small Enterprises

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

i. Previous Year Figures

The financial statements for the year ended March 31, 2017 have been prepared as per the applicable Schedule VI to the Companies Act, 2013.

For and on behalf of

Suresh Gupta Y & Co.,
Chartered Accountants
F R N: 009012S

Sd/-

Y. Suresh Gupta
Proprietor
Membership No.209738

Place: Hyderabad
Date: 29th May, 2017

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



CONSOLIDATED FINANCIAL STATEMENT



REPORT OF THE AUDITORS ON THE CONSOLIDATED FINANCIAL STATEMENTS

The Board of Directors,
CAT Technologies Limited.

Report of the Auditors on the Consolidated Financial Statements

The Board of Directors,
CAT Technologies Limited.

1. We have audited the attached consolidated Balance Sheet of M/S CAT TECHNOLOGIES LIMITED (the “Company”) and its subsidiaries, hereinafter referred to as the “Group” as at 31st March 2017 and Statement of Profit & Loss and also the Cash Flow Statement of the Company for the year ended on that date annexed thereto. These consolidated financial statements are the responsibility of the Company’s Management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are prepared, in all material respects, in accordance with an identified financial reporting framework and are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. We did not audit the financial statements of subsidiaries included in the consolidated financial statements, which constitute total assets of Rs. 604,539,069/- as at 31st March 2017, total revenue of Rs. 471,830,391/- and net loss of Rs. 224,389,922/- for the year ended. 31st March, 2017. These financial statements and other financial information have been compiled by other auditors/accountants whose report has been furnished to us, and our opinion on the consolidated financial statements is based solely on the report of such auditors.
4. We report that the consolidated financial statements have been prepared by the Company’s Management in accordance with the requirements of Accounting Standard (AS) 21 – Consolidated Financial Statements notified under sub – section 3C of Section 211 of the Companies Act, 1956.
5. Based on our audit and on consideration of reports of other auditor on separate financial statements and on the other financial information of the component of the Group as referred to above, and to the best of our information and according to the explanations given to us, in our opinion, the attached consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:



- a. in the case of the Consolidated Balance Sheet, of the state of affairs of the Group as at March 31st, 2017;
- b. in the case of Consolidated Statement of Profit & Loss, of the Loss of the Group for the year ended on that date; and
- c. In the case of Consolidated Cash Flow Statement, of the cash flows of the Group for the year ended on that date.

For Suresh Gupta Y & Co.,

Firm Regn No: 009012S

Chartered Accountant

Sd/-

Y. Suresh Gupta

Proprietor

Membership No.209738

Place: Hyderabad

Date: 29th May, 2017



CONSOLIDATED BALANCE SHEET AS AT 31-03-2017

PARTICULARS	Note Ref.	as at 31-03-2017 (Rs.)	as at 31-03-2016 (Rs.)
I. EQUITY AND LIABILITIES			
1. Shareholders' Funds			
(a) Share Capital	3	794,364,780	794,364,780
(b) Reserves and Surplus	4	(302,694,973)	(76,161,596)
		<u>491,669,807</u>	<u>718,203,184</u>
2. Non-current Liabilities			
(a) Long - Term Borrowings	5	22,161,180	27,159,231
(b) Deferred Tax Liabilities (Net)	6	1,644,460	3,217,782
		<u>23,805,640</u>	<u>30,377,013</u>
3. Current Liabilities			
(a) Short Term Borrowings	7	46,254,535	40,587,026
(b) Trade Payables	8	26,870,411	52,683,492
(c) Short-Term Provisions	9	9,915,768	10,513,350
(d) Other Current Liabilities	10	6,022,907	5,110,158
		<u>89,063,621</u>	<u>108,894,025</u>
TOTAL		<u>604,539,068</u>	<u>857,474,221</u>
II. ASSETS			
1. Non-current Assets			
(a) Fixed Assets	11		
Tangible Assets		59,556,652	45,153,743
Intangible Assets		19,391,828	25,800,249
(b) Non-current Investments	12	-	-
(c) Long-term Loans and Advances	13	185,104,004	187,181,178
(d) Other Non-Current Assets	14	-	-
		<u>264,052,485</u>	<u>258,135,170</u>
2. Current Assets			
(a) Trade Receivables	15	146,006,321	211,671,443
(b) Cash and Cash Equivalents	16	5,138,652	2,727,922
(c) Inventories	17	31,909,706	-
(d) Short-term Loans and Advances	18	157,357,244	384,875,385
(e) Other Current Assets	19	74,662	64,301
		<u>340,486,584</u>	<u>599,339,051</u>
TOTAL		<u>604,539,069</u>	<u>857,474,221</u>
Notes 1 & 2 relate to General Information and Summary of Significant Accounting Policies respectively. The Notes 3 to 19 are an integral part of these financial statements.			

as per our report of even date attached

For and on behalf of the Board
CAT TECHNOLOGIES LIMITED

For Suresh Gupta & Co.,
FRN:009012S
Chartered Accountants
Sd/-

Y. Suresh Gupta
Proprietor
Membership No :209738

Place: Hyderabad
Date: 29.05.2017

Sd/-
DHIRAJ KUMAR JAISWAL
(MANAGING DIRECTOR)

Sd/-
NISHA JAISWAL
(DIRECTOR)

Sd/-
ANURAG JAISWAL
(CHIEF FINANCIAL OFFICER)



CONSOLIDATED PROFIT & LOSS STATEMENT FOR THE YEAR ENDED 31-03-2017

PARTICULARS	Sch. No.	as at 31-03-2017 (Rs.)	as at 31-03-2016 (Rs.)
I. REVENUE			
Gross Revenue	20	470,800,634	453,654,519
Other Income	21	1,029,757	1,944,847
Total Revenue		471,830,391	455,599,366
II. EXPENSES			
Cost of turnover	22	258,592,795	278,923,275
Employee Costs	23	170,373,469	160,024,355
Selling ,General & Adminstrative Expenses	24	242,755,198	41,924,336
Finance Charges	25	7,627,433	3,050,619
Depreciation	26	18,114,134	12,291,636
Miscellaneous Expenditure written off	27	-	-
Total Expenses		697,463,030	496,214,220
III. PROFIT/(LOSS) BEFORE TAX		(225,632,639)	(40,614,854)
IV. TAX EXPENSES			
Current Tax (including previous year's taxes)		330,606	-
Deferred Tax (Refer Note 6)		(1,573,322)	(385,943)
Prior Period Items		-	
FE Fluctuation Expenses (-) / Gain (+)			(154,057)
V. PROFIT FOR THE PERIOD		(224,389,922)	(40,382,967)
VI. EARNINGS PER EQUITY SHARES			
Basic and Diluted		(2.82)	(0.51)
Notes 1 & 2 relate to General Information and Summary of Significant Accounting Policies respectively. The Notes 20 to 27 are an integral part of these financial statements.			

as per our report of even date attached

For Suresh Gupta & Co.,

FRN:009012S

Chartered Accountants

Sd/-

Y. Suresh Gupta

Proprietor

Membership No :209738

Place: Hyderabad

Date: 29.05.2017

For and on behalf of the Board
CAT TECHNOLOGIES LIMITED

Sd/-

DHIRAJ KUMAR JAISWAL
(MANAGING DIRECTOR)

Sd/-

NISHA JAISWAL
(DIRECTOR)

Sd/-

ANURAG JAISWAL
(CHIEF FINANCIAL OFFICER)



Notes to the Consolidated Financial Statements

1. Principles of Consolidation:

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

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

28. Consolidated Contingent Liabilities

There are no consolidated contingent liabilities.

29. Capital and other commitments

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

30. Exceptional and Extraordinary items

There are no exceptional and extraordinary items.

31.03.2017	31.03.2016
Nil	Nil

31. Earnings in Foreign Currency

31.03.2017	31.03.2016
589.96 Lacs	620.67 Lacs



Particulars	Year Ended	
	31.03.2017	31.03.2016
Value of imports calculated on F.O.B basis	Nil	Nil
Value of exports calculated on F.O.B basis (Software Development, Consulting Services & Medical transcription)	475.20	402.06
Information required under para 4(c) of Part II of schedule VI of the Companies act 2013 to the extent applicable		
a) The Licensed Capacity	NA	NA
b) The Installed Capacity	NA	NA
c) The Actual Capacity	NA	NA

32. Other Disclosures

a. Goodwill

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

b. Segment Reporting

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

c. Related Party Disclosures

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

- a) Associates: CAT Degree College
CAT Technology Inc
CAT Technology FZE
- b) Relatives of Directors Mrs.Nisha Jaiswal
Mrs.Namrita Jaiswal
Mrs.Muneerosmani
- c) Key Managerial Personnel Mr.Dhiraj Kumar Jaiswal-Managing Director



- d) Related Party Relationships have been identified by the Management and relied upon by the Auditors.

Name of the Related Party	Relationship	Nature of Transaction	Total Amount during the year	Outstanding amount as on 31.03.2017
Dhiraj Kumar Jaiswal	Managing Director	Remuneration	12.00 lacs	38,23,866.00

d. Taxation

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

In accordance with Accounting Standard 22 on Accounting for Taxes on Income, the Company has computed Deferred Tax Asset amounting to Rs.3,45,943/- on account of timing difference in relation to depreciation as per books vis-à-vis Tax Laws.

e. Dues to Micro and Small Enterprises

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

f. Previous Year Figures

The financial statements for the year ended March 31, 2016 have been prepared as per the then applicable, Schedule VI to the Companies Act, 1956. Consequent to the notification for Revised Schedule VI under the Companies Act, 1956, the financial statements for the year ended March 31, 2016 are prepared as per Revised Schedule VI. Accordingly, the previous year figures have also been reclassified/re-grouped to confirm the current year's classification. The adoption of Revised Schedule VI for previous year figures does not impact recognition and measurement principles followed for preparation of financial statements except for accounting disclosure.

For and on behalf of

Suresh Gupta Y & Co.,
Chartered Accountants
F R N: 009012S

Sd/-

Y. Suresh Gupta
Proprietor
Membership No.209738

Place: Hyderabad
Date: 29th May, 2017

For and on behalf of the Board

CAT TECHNOLOGIES LIMITED

Sd/-

Dhiraj Kumar Jaiswal
Managing Director

Sd/-

Nisha Jaiswal
Director

Sd/-

Anurag Jaiswal
Chief Financial Officer



NOTES RELATING TO BALANCE SHEET

PARTICULARS	AS ON	
	31-03-2017 (Rs.)	31-03-2016 (Rs.)
3. Share Capital		
Subscribed and Paidup: 7,94,36,478 (March 31, 2015: 7,94,36,478) Equity Shares of Rs.10/- each fully paid up	794,364,780	794,364,780
Total	794,364,780	794,364,780
4. Reserves and Surplus		
a) Equity Share Premium		
Balance as at the beginning of the year	1,400,000	1,400,000
Add: Transfers	-	-
Less: Utilisations	-	-
Balance as at the End of the year - (a)	1,400,000	1,400,000
b) Surplus in Statement of Profit and Loss		
Balance as at the beginning of the year	(207,978,823)	(170,376,975)
Add: Profit for the Year	(224,389,922)	(40,382,967)
Less: Transfers	-	-
Add: Depreciation Adjustment	-	2,781,119
Balance as at the End of the year - (b)	(432,368,745)	(207,978,823)
	(430,968,745)	(206,578,823)
c) Foreign Translation Currency Reserve		
Balance as at the beginning of the year	130,417,228	106,889,806
Add: Gain (Loss) on FE Translation in Bal Sheet Items	(2,143,456)	23,527,422
Balance as at the End of the year -	(c) 128,273,772	130,417,228
Total (a+b+c)	(302,694,973)	(76,161,596)
5. Long-Term Borrowings		
Secured		
Hypothecated Loans [Refer Note (a) below]	2,106,777	2,536,793
Unsecured		
From Others [Refer Note (b) below]	19,964,403	24,622,438
Dinesh Kumar Jaiswal [Refer Note (c) below]		-
Espirit Technologies Pvt.Ltd	90,000	-
Total	22,161,180	27,159,231

Note to be Copied:

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

Nature of Security

Vehicle Loans - BMW Car by way Hypothecation of vehicles.

Mortgage Loan from Bank of India by mortgage of Land Documents

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



PARTICULARS	CONSOLIDATED AS ON	
	31-03-2017 (Rs.)	31-03-2016 (Rs.)
6. Deferred Tax Liabilities		
Opening Balance	3,217,782	3,603,725
Add: Deferred Tax liability/(Deferred Tax Asset) during the year	(1,573,322)	(385,943)
Total	1,644,460	3,217,782
7. Short-term Borrowings		
Secured Over draft loan	-	-
From Banks	39,843,660	34,808,276
Current Maturities of Long Term Debt	-	-
Hypothecated Loans -	-	-
Chit Amount Payable	881,875	249,750
Cat Educational Society	5,529,000	5,529,000
Total	46,254,535	40,587,026
8. Trade Payables		
Trade Payable	26,870,411	52,683,492
	26,870,411	52,683,492
9. Short-term Provisions		
Provision for Expenses		
Audit Fees	225,000	225,000
Electricity charges	226,069	278,677
Remuneration	947,900	947,900
Salaries	5,170,716	5,246,708
Rent	648,000	648,000
Provision for TDS	1,932,496	2,576,488
Provision for EPF	121,245	25,574
Provision for ESI	557,592	467,753
Provision for Professional Tax	86,750	97,250
	-	-
Total	9,915,768	10,513,350
10. Other Current Liabilities		
Current Liabilities for Expenses	64,788	-
Audit Fee Payable	640,000	565,000
Rent Payable	1,314,324	715,324
TDS Payable	-	-
EPF Payable	-	-
ESI Payable	1,127,829	660,076
PT Payable	-	110,453
Remuneration	-	-
Electricity Charges	2,875,966	1,928,066
		1,131,239
Total	6,022,907	5,110,158



11. Tangible Assets

Sl. No.	NAME OF THE ASSET	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		COST AS AT 01/04/2016	Additions During the year	Deletions During the year	TOTAL AS AT 31/3/2017	DEP. As On 1/4/2016	Dep. the Period	Written Back	Total Dep. As On 31/3/2017	WDV As At 31/3/2017	WDV As At 31/3/2016
1	Office Equipment	5,541,157	513,748	-	6,054,905	5,483,637	68,620		5,552,257	502,648	57,520
2	Buildings	35,321,274		-	35,321,274	5,477,285	86,541		5,563,826	29,757,448	29,843,989
3	Computer	27,729,534	393,250	-	28,122,784	27,729,535	29,669		27,759,204	363,560	-
4	Veehicles	9,632,534		3,013,589	6,618,945	5,995,034	623,911		6,618,945	-	623,911
5	Furniture & Fixtures	10,779,691			10,779,691	9,311,968	874,819		10,186,777	592,914	1,467,733
6	Plant & machinery	241,392		-	241,392	220,954	20,439		241,393	0	20,439
	Fixed Assets										
	(Indian) Total	89,245,582	906,998	3,013,589	87,138,991	54,218,403	1,703,999	-	55,922,402	31,216,591	32,013,591
7	Property &										
	Equipment (uae)	57,586,288	-	-	57,586,288	44,749,471	-		44,749,471	12,836,817	13,140,152
8	Fixed Assets at USA	12,815,493	18,605,187	-	31,420,680	12,815,493	3,101,943		15,917,436	15,503,244	-
	TOTAL	159,647,363	19,512,185	3,013,589	176,145,959	111,783,367	4,805,942	-	116,589,309	59,556,652	45,153,743
	Previous Year	160,016,197	356,040	724,874	159,647,363	87,545,836	12,273,761	14,674,025	114,493,622	45,153,743	72,670,891

11.1. InTangible Assets

Sl. No.	PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK			
		AS AT 01/04/2016	Additions During the year	Deletions During the year	TOTAL AS AT 31/3/2017	DEP. As On 1/4/2016	Dep. the Period	Adjustment	Total Dep. As On 31/3/2016	As At 31/3/2017	As At 31/3/2016
1	Computers Software	41,569,182	365,803	-	41,934,985	33,258,844	6,774,224	-	40,033,068	1,901,917	8,310,338
2	Goodwill [Refer Note 31C]	17,489,911	-	-	17,489,911	-	-	-	-	17,489,911	17,489,911
	Total	59,059,093	365,803	-	59,424,896	33,258,844	6,774,224	-	40,033,068	19,391,828	25,800,249
	Previous Year	58,791,355	267,738	-	59,059,093	41,015,020	17,875	(7,774,051)	33,258,844	25,800,249	17,776,335



PARTICULARS	CONSOLIDATED AS ON	
	31-03-2017 (Rs.)	31-03-2016 (Rs.)
12. Non-current Investments		
Unquoted Equity Instruments		
(a) Investment in subsidiaries	-	-
306 Equity Share of UAE Dirhams 1,50,000 each		
100 Common Shares of US Dollar 10 each		
(March 31,2011: 100 Common Shares of of US Dollar 10) held in CAT Technology INC	-	-
13. Long-term Loans and Advances		
Deposits	9,224,767	9,224,767
Unsecured Loans & Advances	175,879,237	177,956,411
	185,104,004	187,181,178
14. Other Non-Current Assets		
15. Trade Receivables		
Secured, Considered Good		
Outstanding for a period Exceeding Six Months	146,006,321	211,671,443
Others	-	-
Total	146,006,321	211,671,443
16. Cash And Cash Equivalents		
Bank Balances	2,021,851	-
In Current Accounts	269,903	66,992
Cash on Hand	2,846,898	2,660,929
Total	5,138,652	2,727,922
17. Inventories		
Inventories	31,909,706	-
Total	31,909,706	-
18. Short-Term Loans and Advances		
Other Loans and Advances	2,415,297	32,749,592
Office Deposits	545,993	757,418
Advances to Suppliers	8,906,479	195,150,151
Advances to Employees	100,000	100,000
Other Receivables	145,389,475	147,106,558
Pre Paid Expenses	-	9,011,666
Total	157,357,244	384,875,385
19. Other Current Assets		
TDS receivable	74,662	64,301
Miscellaneous Expenditure not written off	-	-
Total	74,662	64,301



NOTES RELATING TO STATEMENT OF PROFIT AND LOSS

PARTICULARS	AS ON	
	31-03-2017 (Rs.)	31-03-2016 (Rs.)
20. Sales & Services		
Consultancy Fees Receipts	23,749,208	9,115,056
Medical Transcription Receipts	467,170	968,198
Trading & Software Development Services	470,331,664	452,449,871
Course fees	-	-
Local Software Development	1,800	236,450
Total	470,800,634	462,769,575
21. Other Income		
Miscellaneous Income	1,017,267	28,083
Interest Income	12,490	17,400
Foreign Exchange Realisation Profit	-	2,551,775
Less: FE Realisation Profit on Cat INC Trans	-	(652,411)
Total	1,029,757	1,944,847
22. Cost of Turnover		
Add: Purchases (inclusive of Direct expenses)	282,342,003	278,923,305
Total	282,342,003	278,923,305
23. Employee Costs		
Salaries, allowances & other benefits	169,173,469	158,810,306
Remuneration	1,200,000	1,200,000
Total	170,373,469	160,010,306
24. Selling, general & Administrative Expenses		
Audit Fees	250,000	250,000
AGM & EGM Expense	5,000	17,000
Consultancy Charges	241,805	658,890
Loss on foreign exchange realisaion	1,647,945	-
Fees & Filing Charges	351,040	330,000
Insurance	1,864,131	384,597
Loss on Chit Fund	-	747,725
Loss on Sale of Vehicle	-	443,326
Repairs & Maintenance	382,865	133,477
Advertisement Expenses	215,045	119,001
Misc Expenses	(470,188)	2,481,870
Electricity Charges	2,597,574	3,039,553
Internet & Email Charges	599,882	625,149
Office Maintenance	1,894,556	63,445



NOTES RELATING TO STATEMENT OF PROFIT AND LOSS

PARTICULARS	AS ON	
	31-03-2017 (Rs.)	31-03-2016 (Rs.)
Professional Charges	3,904,609	389,687
Rent	5,937,542	4,867,624
Telephone Expenses	1,055,743	1,343,264
Tours & Travelling Expenses	3,689,704	240,000
Water & Utilities Charges	65,809	48,920
Immigration Exp	2,789,911	-
Dues & Subscriptions	(694,043)	60,421
Rates & Taxes	6,726,997	6,647,385
Marketing Expenses		
Service Tax		
Printnig & Stationery		
Books & Periodicals		
Domain Registration Charges		
EPF Interest & Damages		
ESIC interest		
Interest on Late filing fees & Interest on TDS		
Debtors Written Off		
Adv Written off to Suppliers		
Prepaid Exp written off		
Total	33,055,926	22,891,334
25. Finance Charges		
Bank Charges	1,120,786	386,109
Interest Charges	6,506,648	2,664,509
Total	7,627,433	3,050,619
26. Depreciation Expenses		
Depreciation on		
- Tangible Assets	11,339,910	12,273,761
- Intangible Assets	6,774,224	17,875
Total	18,114,134	12,291,636
27. Miscellaneuos Expenditure Written Off		
Advertisement Expenditure (Brand Building)	-	-
Less: Advertisement Expenses (Brand Building) Written Off	-	-
Total	-	-

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



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

22ND ANNUAL GENERAL MEETING

Monday, 27th November, 2017 at 10.00 A.M.

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

I / We hereby record my / our presence at the 22nd Annual General Meeting of the company at Registered office of the Company 1st Floor, Champa Mansion, Nampally Station Road, Hyderabad – 500 001.

Shareholder's / Proxy's Signature

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



CAT TECHNOLOGIES LIMITED

CIN: L72200TG1995PLC035317

1st Floor, Champa Mansion, Nampally Station Road, Hyderabad – 500 001
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 Tel: +91-40-66661284 Fax: +91-40-66661286

FORM NO. MGT -11 PROXY FORM

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

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

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

Name:	E-mail ID:
Address:	Signature:

Or failing him/her

Name:	E-mail ID:
Address:	Signature:

as my/our proxy to attend and vote, in case of a poll, for me/us and on my/our behalf at the 22nd Annual General Meeting of the Company, to be held on **Monday, 27th November, 2017 at 10.00 A.M** at Registered office of the Company 1st Floor, Champa Mansion, Nampally Station Road, Hyderabad – 500 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Reso. No.	Description	Vote Yes/No
1	Adoption of Financial Statements.	
2	Re - Appointment of Ms. Nisha Jaiswal as Director.	
3	Appointment of M/s. Vinay T & Co., as Statutory Auditor of the Company and to fix their remuneration for the F.y. 2017-18	

Signed this _____ day of November, 2017.

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.