



**Dated: 18-11-2024**

**To,**

**The Manager,  
BSE Limited**

P.J. Towers, 25<sup>th</sup> Floor,  
Dalal Street, Fort,  
Mumbai-400001

**Scrip ID: 531158**

**Sub: Notice of Postal Ballot.**

Dear Sir/Madam,

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing a copy of the Postal Ballot Notice seeking member's approval through the Special Resolution(s) for the matters contained in the notice as enclosed.

The Company has commenced the dispatch of the said Notice on 18<sup>th</sup> November, 2024 and the said notice is also uploaded on the website of the Company viz. [www.catvisionindia.com](http://www.catvisionindia.com) and website of the NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

This is for your kind information and records.

Thanking you.

Yours faithfully,

**For Catvision Limited**

**Nitish Nautiyal  
Company Secretary & Compliance Officer**

**Encl: as above**

## CATVISION LIMITED

CIN: L92111DL1985PLC021374

Regd. Office: H-17/202, Second Floor, Main Vikas Marg, Laxmi Nagar, Delhi - 110092

Corporate Office: A-23, Sector 57, Noida 201301, Uttar Pradesh

Tel.: +91(120) 4229116, Website: [www.catvisionindia.com](http://www.catvisionindia.com)

Email: [catvision@catvisionindia.com](mailto:catvision@catvisionindia.com)

### TO THE MEMBERS OF THE COMPANY

Dear Member(s),

Notice is hereby given pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013, (the Act), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended (Rules), read with the General Circulars issued by the Ministry of Corporate Affairs and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time), that the Special Resolutions as set out in this Notice is proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means only.

An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (Listing Regulations) and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the Notes to this Notice.

The remote e-voting period commences from 9.00 A.M. (IST) on Wednesday, 20<sup>th</sup> November, 2024, and ends at 5.00 P.M. (IST) on Thursday, 19<sup>th</sup> December, 2024.

The Company has appointed Mr. Pramod Kothari (FCS-7091, COP-11532), Proprietor of M/s Pramod Kothari & Co., Company Secretaries to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company or any other person authorized by the Chairman, and the results of the voting by Postal Ballot will be announced not later than 48 hours from the conclusion of the e-voting. The results declared along with the Scrutinizer's Report shall be communicated in the manner provided in this Postal Ballot Notice.

The said results along with the Scrutinizer's Report would be intimated to BSE Limited, where the Equity Shares of the Company are listed. The results will also be uploaded on the Company's website [www.catvisionindia.com](http://www.catvisionindia.com).

### RESOLUTION NO. 1

#### **Appointment of Group Captain Seraj Mehdi (Retd.) (DIN: 10800984) as an Independent Director of the Company.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Group Captain Seraj Mehdi (Retd.) (DIN: 10800984), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company by the Board of Directors with effect from 14<sup>th</sup> November, 2024, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director, as an Independent Director, not liable to retire by rotation, to hold office for a term of five consecutive years i.e., from 14<sup>th</sup> November, 2024 up to 13<sup>th</sup> November, 2029.

**RESOLVED FURTHER THAT** the Board or any duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

### RESOLUTION NO. 2

#### **Re-designation of Mr. Raman Rajiv Misra (DIN: 01602244) as an Independent Director of the Company.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being

in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment (re-designation) of Mr. Raman Rajiv Misra (DIN: 01602244), who is serving as Non-Executive-Non-Independent Director of the Company and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment (re-designation) under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director, as an Independent Director, not liable to retire by rotation, to hold office for a term of five consecutive years i.e., from 14<sup>th</sup> November, 2024 up to 13<sup>th</sup> November, 2029.

**RESOLVED FURTHER THAT** the Board or any duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

Place: Noida, U.P.  
Date: 14<sup>th</sup> November, 2024

By Order of the Board  
For Catvision Limited  
Syed Athar Abbas  
Managing Director  
DIN: 00770259

Registered Office:  
H-17/202, 2<sup>nd</sup> Floor, Main Vikas Marg, Laxmi Nagar, Delhi-110092

#### NOTES:

1. The Explanatory Statement and reasons for the proposed Special Resolutions pursuant to Section 102 read with Section 110 of the Companies Act, 2013 (“Act”) and Secretarial Standards on General Meetings (SS-2) setting out material facts are appended herein below.
2. In compliance with the provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the Management Rules, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has engaged the services of National Securities and Depository Limited (NSDL) for facilitating e-voting to enable the Members to cast their votes electronically.
3. Mr. Pramod Kothari (FCS-7091, COP-11532), Proprietor of M/s Pramod Kothari & Co., Company Secretaries has been appointed as the Scrutinizer for conducting the postal ballot only through the e-voting process in a fair and transparent manner.
4. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent by electronic mode to those Members whose names appear in the Register of Members/ List of Beneficial Owners maintained by the Company/ Depositories as on 15<sup>th</sup> November, 2024 (‘Cut-off date’) and whose e-mail IDs are registered with the Company/ Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given under Note No.11.
5. As per the MCA and SEBI Circulars, physical copies of this Postal Ballot Notice, Postal Ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only.
6. Members may please note that the Postal Ballot Notice will also be available on the Company’s website at [www.catvisionindia.com](http://www.catvisionindia.com) and websites of the stock exchange, i.e., BSE Limited (BSE) at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from NSDL/ Central Depository Services (India) Limited (CDSL) as on 15<sup>th</sup> November, 2024. The members whose name appears in the Register of Members/ list of Beneficial Owners as on 15<sup>th</sup> November, 2024, being the cut-off date, are entitled to vote on the Resolution set forth in this Postal Ballot Notice.
8. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on 15<sup>th</sup> November, 2024, being the cut-off date fixed for the purpose.
9. The voting through electronic means will commence on Wednesday, 20<sup>th</sup> November, 2024 at 09:00 A.M. IST and will end on Thursday, 19<sup>th</sup> December, 2024 at 05:00 P.M. IST. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change subsequently.
10. A Member cannot exercise his/ her vote by proxy on Postal Ballot.
11. Members holding shares in physical mode and who have not registered / updated their e-mail address with the Company are requested to register / update the same by submitting duly filled and signed Form ISR-1 with the Registrar & Share Transfer Agent (RTA), RCMC Share Registry Private Limited at [investor.services@rcmcdelhi.com](mailto:investor.services@rcmcdelhi.com). In case of any queries/difficulties in registering the e-mail address, Members may write to [catvision@catvisionindia.com](mailto:catvision@catvisionindia.com). Members holding shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participants.
12. The Scrutinizer will submit their report to the Chairman or any other Director after completion of the scrutiny and the result of the Postal Ballot voting process will be declared on or before Saturday, 21<sup>st</sup> December, 2024. The result of the Postal Ballot (including e-voting), along with the Scrutinizer’s Report will be posted on the Company’s website [www.catvisionindia.com](http://www.catvisionindia.com).
13. The result of the Postal Ballot shall be communicated to the Bombay Stock Exchange at [www.bseindia.com](http://www.bseindia.com) and NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The Special Resolutions, if passed by the requisite majority, shall be deemed to have been passed on Thursday, 19<sup>th</sup> December, 2024, being the last date specified by the Company for e-voting.
14. The resolutions passed by Members with requisite majority, through Postal Ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.

15. Any query in relation to the resolutions proposed to be passed through Postal Ballot may be addressed to Mr. Nitish Nautiyal, Company Secretary at [nitish.nautiyal@catvisionindia.com](mailto:nitish.nautiyal@catvisionindia.com) or query/ grievance with respect to e-voting, Members may refer to the Frequently Asked Questions (FAQs) for Members and E-voting User Manual for Members available under the Downloads section of NSDL's e-voting website or call at toll free no. 022 - 4886 7000 or at email at [evoting@nsdl.com](mailto:evoting@nsdl.com).
16. Members who have not registered their e-mail addresses so far are requested to register the same so that they can receive all future communications from the Company electronically.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING**

The procedure to login to NSDL e-voting systems and vote electronically consists of two steps as detailed hereunder:

**Step 1: Access to NSDL e-Voting system**

**A. Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**Login method for Individual shareholders holding securities in demat mode is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center; margin-top: 20px;">  </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at above-mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-2109911

**B. Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- Password details for shareholders other than Individual shareholders are given below:
  - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
- If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

### **Step 2: Casting your vote electronically on NSDL e-Voting system**

- a. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- b. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- c. Now you are ready for e-Voting as the Voting page opens.
- d. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- e. Upon confirmation, the message "Vote cast successfully" will be displayed.
- f. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- g. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **GENERAL GUIDELINES FOR SHAREHOLDERS**

- I. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [ppdkothari71@gmail.com](mailto:ppdkothari71@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- II. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- III. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 022 - 4886 7000 or send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com).

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

- In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [nitish.nautiyal@catvisionindia.com](mailto:nitish.nautiyal@catvisionindia.com).
- In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [nitish.nautiyal@catvisionindia.com](mailto:nitish.nautiyal@catvisionindia.com).
- If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
- Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 1**

**APPOINTMENT OF GROUP CAPTAIN SERAJ MEHDI (RETD.) (DIN: 10800984) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

The Board of Directors at their meeting held on 14<sup>th</sup> November, 2024, based on the recommendation of Nomination and Remuneration Committee, appointed Group Captain Seraj Mehdi (Retd.) (DIN: 10800984), as an Additional Director (in the capacity of Independent Director) of the Company, with effect from 14<sup>th</sup> November, 2024 for a term of five consecutive years i.e. up to 13<sup>th</sup> November, 2029, under Sections 149, 150 and 152 of the Act and Article 145 of the Articles of Association of the Company, subject to the approval of shareholders of the Company.

Mr. Mehdi is eligible to be appointed as an Independent Director for a term of up to five consecutive years. The Company has received a declaration of independence from Mr. Mehdi that he meets the criteria of independence as prescribed under sub-Section (6) of Section 149 of the Act and Regulations 16(1), 17 and 17(A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In terms of Regulation 25(8) of the Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director without any external influence. Further, he is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of a director by virtue of any SEBI order or any other such authority and has successfully registered himself in the Independent Director's Data Bank maintained by Indian Institute of Corporate Affairs.

The Nomination and Remuneration Committee recognizes that establishing a diverse and well-rounded succession pipeline for Board Members is crucial to securing the long-term growth and success of the Company. To that end, the Committee evaluates candidates with a broad range of experience and expertise across various industries when considering appointments to the Board. In addition to assessing the candidate's professional background, the Committee takes into account several key factors, including the current tenure of existing Directors, the skill matrix and any identified skill gaps, diversity considerations, the candidate's time commitment, and statutory requirements. This comprehensive approach ensures a smooth and effective transition in key Board positions.

In the case of Mr. Mehdi's appointment to the Board, the Nomination and Remuneration Committee gave careful consideration to his extensive and diverse experience. The Committee also noted that the skills, expertise, and competencies demonstrated by Mr. Mehdi closely align with the strategic needs and the skill set identified by both the Committee and the Board for its Directors. This alignment further strengthens the Board's collective capabilities and supports the Company's long-term objectives.

**BRIEF PROFILE OF GROUP CAPTAIN SERAJ MEHDI (RETD.) IS AS FOLLOWS:**

Group Captain Seraj Mehdi (Retd.) began his career journey with a strong academic foundation, earning a B.Sc. in Engineering (Mechanical) from Aligarh Muslim University (AMU) in 1978. Later, he pursued MBA in Human Resources from Assam University, graduating in 2014.

In 1979, Mr. Mehdi joined the Indian Air Force (IAF) as a Pilot Officer. Over the course of a distinguished 35-year career, he held various key positions, showcasing versatility and leadership. Mr. Mehdi made significant contributions in the field of aircraft engineering, including serving as Director (Engineering Aircraft) at Air Headquarters where he managed maintenance, upgrades, modifications, and overhauls for multiple aircraft fleets. He also served as Chief Engineer at an Air Force Base, where he ensured flight safety and the serviceability of all aircraft and equipment. Additionally, he worked as Director Quality Assurance in an Ordnance Factory, overseeing the production and supply of products meeting defined standards for the IAF.

After retiring from the IAF in January 2014 with the rank of Group Captain, Mr. Mehdi transitioned to the corporate sector as the CEO of Convex Digital Software Solutions. One of his notable accomplishments in this role was leading the project for the installation of a Boeing 737 cockpit simulator at IGI Airport, New Delhi, which continues to operate under the name "Aviator."

In the years following his retirement from the IAF, Mr. Mehdi expanded his professional portfolio, taking on leadership roles in various sectors. He also managed a security agency for three years and worked as an Assessor for the Pradhan Mantri Kaushal Vikas Yojana (PMKVY). In 2019, he assumed the role of President of the Air Force Association Noida Branch, an NGO focused on the welfare of Air Force veterans and their widows. Mr. Mehdi continues to serve in this capacity, offering voluntary support to the community. Additionally, he runs two trusts dedicated to providing financial and educational assistance to underprivileged children.

With a combination of military expertise, corporate leadership, and community service, Mr. Mehdi has consistently demonstrated a commitment to excellence, service, and social responsibility throughout his career.

In the opinion of the Board, Mr. Mehdi fulfils the conditions as set out in Section 149(6) and Schedule IV of the Act and Listing Regulations and is thereby eligible for appointment as an Independent Director.

The requisite details and information pursuant to Regulation 36(3) of the Listing Regulations, the Act and Secretarial Standards, as on the date of Notice, are provided as "**Annexure A**" of this Notice.

Except Mr. Mehdi and his relatives none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee considered the appointment of Group Captain Seraj Mehdi (Retd.) as an Independent Director in the interest of the Company and recommends the Special Resolution as set forth in Item No. 1 in the Postal Ballot Notice for approval of Members.

## ITEM NO. 2

### RE-DESIGNATION OF MR. RAMAN RAJIV MISRA (DIN: 01602244) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

The Nomination and Remuneration Committee (NRC) of the Board of the Company, at its meeting held on 14<sup>th</sup> November, 2024, has unanimously recommended to the Board, the re-designation of Mr. Raman Rajiv Misra as an Independent Director for term of 5 (Three) years commencing from 14<sup>th</sup> November, 2024 to 13<sup>th</sup> November, 2029 (both dates inclusive).

The NRC, while recommending the re-designation of Mr. Misra, considered various factors, viz., the number of Board, Committee and General Meetings attended by him, his knowledge & experience; his specific skills helping the Board and the Company in attaining its objectives; his participation in the Board/ Committee deliberations; specialized skills and expertise and his independent judgment in the opinion of the entire Board.

Based on the recommendation made by the NRC as above, the Board of Directors on 14<sup>th</sup> November, 2024, has approved re-designation of Mr. Misra as an Independent Director for term of 5 (Three) years commencing from 14<sup>th</sup> November, 2024 to 13<sup>th</sup> November, 2029, not liable to retire by rotation.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 ("the Act") from a Member proposing the candidature of Mr. Misra for appointment (re-designation) as an Independent Director of the Company. Mr. Misra has given his consent to be appointed (redesignated) as such and also the confirmation that he is not disqualified to act as Director in terms of Section 164 of the Companies Act. Besides, he has also provided a confirmation under Section 149(7) of the Act that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act read with relevant Rules and under Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and he is independent of the management.

Mr. Misra has also confirmed that he has not been debarred from holding the office of a director by virtue of any Order passed by SEBI or any other such authority. Further, Mr. Misra has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

### BRIEF PROFILE OF MR. RAMAN RAJIV MISRA IS AS FOLLOWS:

Mr. Raman Rajiv Misra is a distinguished Economics Honors graduate from Punjab University, which has provided him with a solid academic foundation. With a wealth of experience in the field of international trade, he has earned a reputation for being a key figure in business operations. Currently, Mr. Misra holds directorial positions in several companies including Non-executive Director in Catvision Limited, where his strategic insights and leadership play a crucial role in their growth and success.

His extensive knowledge spans across multiple areas of business, including international markets, trade dynamics, Business Strategy, Governance, Administration, Decision Making & Management. This broad expertise, gives him a comprehensive understanding of how companies operate in complex economic environments.

Mr. Misra's ability to meet the independence criteria, as outlined by the Companies Act and the SEBI Listing Regulations, is a key factor in his continued involvement in corporate governance. His professional journey reflects not only his commitment to business excellence but also a strong alignment with the ethical frameworks that guide corporate decision-making.

Regarding the specific proposal to redesignate Mr. Misra as an Independent Director, it is important to note that the Board believes Mr. Misra's extensive experience and alignment with the company's values will be beneficial. His expertise, which complements that of Mr. Misra and other members, is expected to bring additional strategic value and oversight to the organization. As such, the Board recommends the approval of this resolution by the members, recognizing that Mr. Misra's new role as an Independent Director would significantly enhance the company's governance structure and contribute to its long-term success.

The requisite details and information pursuant to Regulation 36(3) of the Listing Regulations, the Act and Secretarial Standards, as on the date of Notice, are provided as "**Annexure A**" of this Notice.

Except Mr. Misra and his relatives none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Special Resolution as set forth in Item No. 2 in the Postal Ballot Notice for the approval of the shareholders.

Place: Noida, U.P.  
Date: 14<sup>th</sup> November, 2024

By Order of the Board  
For Catvision Limited  
Syed Athar Abbas  
Managing Director  
DIN: 00770259

Registered Office:  
H-17/202, 2<sup>nd</sup> Floor, Main Vikas Marg, Laxmi Nagar, Delhi-110092



**ANNEXURE A**

**DETAILS OF DIRECTOR SEEKING APPOINTMENT**

[Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard–2 on General Meetings]

<b>Name of Director</b>	Group Captain Seraj Mehdi (Retd.)	Mr. Raman Rajiv Misra
<b>DIN</b>	10800984	01602244
<b>Date of Birth</b>	01-01-1957	26-02-1955
<b>Date of Appointment/ Re-appointment/Re-designation</b>	14 <sup>th</sup> November, 2024	14 <sup>th</sup> November, 2024
<b>Qualification and experience</b>	Mr. Mehdi, a B.Sc. in Mechanical Engineering (AMU, 1978) and MBA in HR (Assam University, 2014), served 35 years in the Indian Air Force (IAF), retiring as Group Captain in 2014. He held key roles in aircraft engineering, including Director (Engineering Aircraft) at Air Headquarters and Chief Engineer at an Air Force Base. Mr. Mehdi has consistently demonstrated excellence, service, and social responsibility through his blend of military expertise, leadership, and community involvement.	Mr. Misra, an Economics Honors graduate from Punjab University, has built a distinguished career in international trade and business operations. Currently holding directorial roles in several companies, he leverages his strategic insights and leadership to drive growth. With expertise in international markets, trade dynamics, business strategy, governance, and management, Mr. Misra brings a comprehensive understanding of operating in complex economic environments.
<b>List of Outside Directorship in Other Companies</b>	NA	1. Mexim India Private Limited
<b>Chairman/Member of the Committee of the Board of the Catvision Limited</b>	NA	Member of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee
<b>Relationship with any other Director of the Company</b>	NA	No
<b>No. of shares held in the Company</b>	2210	Nil