



CIN:L52322KA1992PLC013512

September 5, 2024

**The Manager,
Listing Department
BSE Limited
Phiroze Jee Jee Bhoy Towers
Dalal Street
Mumbai-400001**

Script Code :521210

Dear Sir,

Sub: Notice of 32nd Annual General Meeting

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the Notice of 32nd Annual General Meeting (AGM) of the Members of the Company scheduled to be held on Monday, 30th September, 2024 at 1:00 P.M through Video Conferencing ("VC") facility/Other Audio-Visual means ("OAVM"), to transact the business as stated in the Notice convening the AGM.

Attached herewith the NOTICE

Thanking You,

Yours faithfully
For **CITYMAN LIMITED**

**Santhosh Joseph Karimattom
Managing Director
DIN:00998412**



CITYMAN LIMITED

REGD OFFICE : 153 (OLD NO. 43/35) 2ND FLOOR, PROMENADE ROAD 2ND CROSS, FRASER TOWN,
BENGALURU - 560 005. Email: info@cityman.in, cityman97@rediffmail.com website : www.cityman.in
PH: +91-80-25540183, FAX : +91-80-25540193
CIN : L52322KA1992PLC013512



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CITYMAN LIMITED
(CIN:L52322KA1992PLC013512)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 32nd Annual General Meeting of Cityman Limited will be held on Monday, the 30th day of September 2024 at 1.00 p.m. IST through Video Conferencing (VC) to transact the following business:

Ordinary Business:

1. To consider and adopt as Ordinary Resolutions, the audited financial statement of the Company for the Financial Year ended 31st March, 2024 and the reports of the Board of Directors and Auditors thereon:

"RESOLVED THAT the audited standalone financial statement of the Company for the Financial Year ended 31st March, 2024 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. To appoint a Director in place of Santhosh Joseph Karimattom (DIN: 00998412), who retires by rotation at this Annual General Meeting and being eligible, offers himself for reappointment and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Santhosh Joseph Karimattom (DIN: 00998412),, who retires by rotation at this Meeting be and is hereby appointed as a Director of the Company."

3. To appoint a Director in place of Juliana Santhosh (DIN: 08551525) who retires by rotation at this Annual General Meeting and being eligible, offers herself for reappointment and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary resolution:

RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Juliana Santhosh (DIN: 08551525) who retires by rotation at this Meeting be and is hereby appointed as a Director of the Company."

Special Business

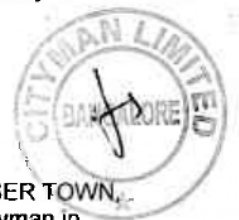
4. To consider, and if thought fit, to pass with or without modification, the following resolution as Special Resolution:

"RESOLVED THAT subject to Section 188 and other applicable provisions of the Companies Act, 2013 and related rules, and further subject to clause 23(8) and other applicable clauses, if any of, of the Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, as amended from time to time, approval of the members be and is hereby given to amend the Trade Mark License/Agreement dated 14-12-1992 entered into by the company with SS Agencies for using the trade mark "Cityman" by replacing the existing Clause 6 with the new Clause 6 as given below:

"The Licence for the said trade marks herein granted is valid for a period of ninety nine years commencing from 14th December 1992. In consideration thereof the licensee has already paid to the licensor a lump sum deposit of Rs. 12,00,000/- (Rupees Twelve lakhs only) the same shall be paid back on the expiry /termination of the licence period. The LICENCEE shall be totally exempted from paying any further sums including loyalty on the value of the sales of ready made garments carrying the said trade marks to the LICENSOR"

CITYMAN LIMITED

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CIN : L52322KA1992PLC013512



5. To consider, and if thought fit, to pass with or without modification, the following resolution as Special Resolution:

“ RESOLVED THAT subject 180(1)(c) , and other applicable sections of the Companies Act,2013, rules and regulations, and further subject to the applicable rules, if any , of Securities and Exchange Board of India (SEBI), approval of the members be and is hereby accorded to the Board of Directors of the Company to take unsecured loan from Mr. Santhosh Joseph Karimattom, Managing Director of the Company ,an amount not exceeding Rs. 200,000,000(Rupees Twenty Crore only) in addition to the existing loan of Rs 13,67,58,262/-(Rupees Thirteen Crores Sixty Seven Lacs Fifty Eight thousand Two Hundred Sixty Two Only)which is already given to the Company by Mr. Santhosh Joseph Karimattom, out of his earned income .

FURTHER RESOLVED THAT the Board be and is hereby authorized to take the said loan, in installments, according to the fund requirement of the Company.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to finalize the other terms and conditions, if any, of the said loan in consultation with Mr. Santhosh Joseph Karimattom, Managing Director of the Company.

6. To consider, and if thought fit, to pass with or without modification, the following resolution as Special Resolution:

Appointment of Roy Moolayil Sebastian as an Independent Director

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Rules read with Schedule IV to the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015, including any statutory modification(s) or reenactment thereof, Roy Moolayil Sebastian (DIN:01886479), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 years from 30th September 2024”

7. To consider, and if thought fit, to pass with or without modification, the following resolution as Special Resolution::

Appointment of Anthony Bernard Amos Paul as an Independent Director

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Rules read with Schedule IV to the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015, including any statutory modification(s) or reenactment thereof, Mr. Anthony Bernard Amos Paul (DIN:10381708), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 years from 30th September 2024”

8. To consider, and if thought fit, to pass with or without modification, the following resolution as Special Resolution:

Appointment of Anup Kumar(DIN: 017047) as a Non-Executive Director

“RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force) (the “Act”), on the recommendation of Nomination and Remuneration Committee and the Board of Directors, Mr Anup Kumar(DIN: 017047) be and is hereby appointed as Non-Executive Non Independent Director, of the Company, liable to retire by rotation with effect from 30th September 2024.



Further resolved that approval of the members be and is hereby given to the Board to appoint Mr. Anup Kumar as chairperson "

9. To consider, and if thought fit, to pass with or without modification, the following resolution as Special Resolution:

Re-appointment of Mr. Santhosh Joseph Karimattom (DIN: 00998412) as Managing Director of the Company:

"RESOLVED THAT subject to Section 197,198, 203 and other applicable provisions, if any , of the Companies Act2013 read with Schedule V , as amended from time to time , and based on the recommendations made by the Remuneration Committee, consent of the Shareholders be and is hereby accorded to the re appointment of , Mr. Santhosh Joseph Karimattom as Managing Director of the Company for a period of Five years to hold office from 31st March 2025 till 30th March 2030

RESOLVED FURTHER that pursuant to the Articles of Association of the Company, Santhosh Joseph Karimattom shall not retire by rotation

FURTHER RESOLVED that the role, duties responsibilities, terms and conditions of the said appointment will include the following:

Role

- Develop and deliver on the company's strategic plan in the most effective and efficient manner
- Accountable for the overall performance of the company and for the day-to-day running and management of the company's business, under delegated authority from the Board

Duties and Responsibilities

- Implement the Board's policies and strategies.
- Develop and present the strategic and annual business plans to the Board for approval.
- Report to the Board on progress against the strategic and annual business plans on a regular basis. Typically, reporting against the annual plan will be monthly, while reporting against the strategic plan will be less frequent, although it should be at least two or three times a year.
- Manage the day-to-day operations of the company.
- Manage, motivate, develop and lead members of the Management Team.
- Manage resources efficiently and effectively to achieve the company's objectives.
- Take a leadership role in establishing or developing the company's culture and values.
- Ensure that there is a fit between strategy and culture, and the company's processes and structure.
- Ensure that appropriate internal audit processes and procedures are in place (in liaison with the Audit Committee of Company, Internal Auditors and the external auditors.
- Develop and implement a risk management plan.
- Ensure that there is a succession plan in place.
- Provides entrepreneurial leadership to the company within a framework of prudent and effective controls which enable risk to be assessed and managed.
- Sets the company's strategic aims, ensures that the necessary financial and human resources are in place for the company to meet its objectives, and reviews management performance.



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Remuneration:

Remuneration will be gross amount of Rs.50,000 per month all inclusive, in apart from the reimbursement of actual out of pocket expenses while discharging the duties

FURTHER RESOLVED THAT Board of Directors be and is hereby authorized to execute and do take all actions to implement the resolution"

By Order of the Board

Place: Bangalore
Date : 04/09/2024

Santhosh Joseph Karimattom
(Managing Director)

NOTES:

1. The 32nd Annual General Meeting (AGM) will be held on Monday ,30th September 2024 at 1:00 PM through Video Conferencing (VC) /Other Audio Visual Means (OAVM) as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.



6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.cityman.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM i.e. www.evotingindia.com).

7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

8. In continuation to this Ministry's **General Circular No. 20/2020** dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

9. Pursuant to MCA Circulars and SEBI Circulars, the Annual Report for the F.Y 2023-24 and Notice of the 32nd AGM is being sent only through electronic mode to those Members whose email addresses are registered with the company/ Depositories. Members may note that the Notice and the Annual Report 2023-24 will also be available on the Company's web site at www.cityman.in web site of stock exchange i.e. BSE Limited at www.bseindia.com and on the website of CSDL(agency for providing remote e-voting facility)at www.evotingindia.com .

10. Shareholders holding shares in physical mode are requested to submit their PAN ,KYC and nomination details to the Registrar and Share Transfer Agent of the Company viz: Integrated Registry Management Services Private Limited, No.30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bangalore -560003. The forms for updating the same are available at company's web http://cityman.in/doc/Investor's_Service_Request/KYC%20Forms.pdf

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOININGVIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) **The voting period begins on 9:00 AM on Friday, 27th September 2024 and ends at 5:PM on Sunday, 29th September 2024.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date record date, of i.e. **Monday, 23rd September 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all



shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>1) 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 to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab.</p> <p>2) 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system o fall e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.</p>



Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 (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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 2109911
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 evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.



- (v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <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 Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.



- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz: info@cityman.in, cityman97@rediffmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.



5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at **least 4 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at email: info@cityman.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **4 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact toll free no. 1800 2109911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 2109911.



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

Item No: 4

The brand name "Cityman "is owned by SS Agencies, partnership firm, registered under the Partnership Act,1932. Santhosh Joseph Karimattom, Managing Director is a partner in the said firm.

In the year 1992, company acquired from SS Agencies the right to use the Cityman brand as Licensee, vide a deed of trade mark license dated 14th December,1992 between the company and SS Agencies, which is valid for 99 years from 14th Decemerm,1992. As per the Deed, Company has paid a lump sum interest free deposit of Rs. 12,00,000/- lacs for the license and further agreed for the payment of royalty equivalent to 1% of the value of garments sold under the licensed Trade mark during the currency of the Agreement.

Resolution is self-explanatory. The purpose of the resolution is to remove the clause pertaining to payment of royalty equivalent to 1% of the value of garments sold

The resolution is placed before the members for approval as per Section 188 and other applicable sections , if any , of the Companies Act, 2013 and as provided in the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, as amended from time to time.

Santhosh Joseph Karimattom, being partner of SS Agencies, can be deemed to be interested in the resolution None of the other directors / their relatives or any KMP or their relatives or any other company is interested in the resolution

Item No:5

Santhosh Joseph Karimattom, the Managing Director of the Company, have been giving un secured loan to the Company , out of his earned income . As on date, the said loan amount is Rs13,67,58,262/- (Rupees Thirteen Crores Sixty Seven Lacs Fifty Eight Thousand Two Hundred Sixty Two Only). Now he has further agreed to give further loan of an amount not exceeding Rs.200,000,000/- (Rupees Twenty Crore only),out of his earned income. This amount will be given in installments. The main condition of such a loan is that he should have the option to get the loan amount converted to equity in part or full.

This resolution is submitted before pursuant to Section 180(1) (c), 62(4) and other applicable sections, if any , of the Companies Act, 2013. As per Section 180(1)(c), if a company desires to borrow money and the amount borrowed, plus the amount to be borrowed, surpasses the company's paid-up capital, free reserves and securities premium apart from temporary loans then in such cases, the company must have shareholder approval. The resolution is placed before the members as per SEBI Regulation 23 of (Listing Obligation and Disclosure Requirements) Regulation,2015

Santhosh Joseph Karimattom, Managing Director of the Company since he is giver of the loan and Juliana Santhosh, being wife of Santhosh Joseph Karimattom, may be deemed to be interested in the resolution to the extent of the loan amount . None of the other Directors / their relatives or any Key Managerial Personals / relatives or any other company is interested in this resolution

Item No:6

Appointment of Roy Moolayil Sebastian as an Independent Director

The Nomination and remuneration committee as well as the audit committee has recommended appointment of ,appointment of Roy Moolayil Sebastian (DIN: 01886479) as independent director.



CIN:L52322KA1992PLC013512

The Company has received consent in writing Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014. The Company has also received a declaration from him stating that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and the Listing Agreement. In the opinion of the Board he fulfill the conditions for appointment as Independent Director as specified in the Companies Act, 2013.

A graduate from Mahatma Gandhi university, State Of Kerala, he has an experience of more than 35 years in the corporate sector. Details of Companies where he was/ is a director includes the following :

Company Name	Date of Appointment	Date of cessation
SPRINGWOODS BUILDERS RPRIVATE LIMITED	29/07/2011	-
STANDARD CLOTHINGS PRIVATE LIMITED	01/03/1998	-
ONENESS NATURALS PRIVATE LIMITED	01/10/2002	-
HECO PANELLING SYSTEMS PRIVATE LIMITED	30/09/2015	-
DIODE INFORMATION TECHNOLOGIES PRIVATE LIMITED	05/04/2001	-
CLEAN VIEW HEALTH CARE PRIVATE LIMITED	10/07/2014	-
CITY PROJECTS & ENTERTAINMENT PRIVATE LIMITED	20/08/2009	-
KTM PLANTATIONS PRIVATE LIMITED	09/08/2010	08/03/2024

None of the directors / their relatives or any KMP or their relatives or any other company is interested in the resolution

Item No:7

Appointment of Anthony Bernard Amos Paul as an Independent Director

The Company has received consent in writing Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014. The Company has also received a declaration from him stating that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and the Listing Agreement. In the opinion of the Board he fulfills the conditions for appointment as Independent Director as specified in the Companies Act, 2013.

Anthony Bernard Amos Paul is an advocate. He completed his Law from RML College of Law. He enrolled as Advocate with Karnataka State Bar Council, Bangalore on 28/05/1999. Roll No. KAR/2728/99. Since then he has been practicing as an Advocate. At present he is a partner in City Projects & Developers and Vanguard Properties LLP

The Nomination and remuneration committee as well as the audit committee has recommended his appointment.

None of the directors / their relatives or any KMP or their relatives or any other company is interested in the resolution.

Item No:8

Appointment of Anup Kumar(DIN:00017047) as a Non-Executive Director

He was an independent director in Cityman Limited till July 2024. His profile, in brief is given below:

Education: B.A., M.A Economics, Diploma in Business Administration (DELHI) and Computer Science Diploma Kerala University



CIN:L52322KA1992PLC013512

Experience:

In the year 1974 he joined Syndicate Bank as Probationary Officer. Took Voluntary Retirement from Bank in 1996. Subsequently joined a Merchant Banking Company Invest Credit Capital and Kerala's only Share Registry Company Coastal Securities as Executive Director. Resigned in 1998 and started own Financial Consultancy Company in late 1998.

He has decades of experience in the sector like Real Estate, Retail Trade, Entertainment ,Automobile, Hospitality, Health Sector etc

He has been a member of the Board of Directors of many company including the following:

Company Name	Date of Appointment	Date of cessation
Southfield Rubber Works Private Limited	18/02/2005	-
Kerala Travels Inter Serve Limited	23/09/2017	-
Alps Rubber Works Pvt Limited	07/09/2004	-
Cityman Limited	28/09/2012	23/07/2024
Vertex Securities Limited	02/03/2002	31/07/2008
Vertex Commodities And Finpro Pvt Ltd	30/10/2004	31/07/2008
Kerala Travels Inter Serve Limited	27/04/2017	23/09/2017
City Projects & Entertainment Pvt Limited	01/12/2011	25/03/2015

The Nomination and remuneration committee has recommended his appointment as non-executive director. The Company has received consent in writing Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014.

Item No:9

Re-appointment of Santhosh Joseph Karimattom (DIN: 00998412) as Managing Director of the Company

Santhosh Joseph Karimattom is the chief-promoter director of the Company. He was reappointed for a further period of five years with effect from 31st March, 2020 and his reappointment is due on 30th March, 2025. He is a resident Indian, and has hands on experience in all the fields of management, and has promoted many business units. His brief profile is given in the table "Details of Directors seeking re-appointment at the forthcoming Annual General Meeting"

Nomination and remuneration committee has recommended the re appointment

Juliana Santhosh, being relative of Santhosh Joseph Karimattom can be deemed to be interested in the resolution. No other directors / relatives/ KMPs and their relatives or any other Company is interested in the resolution.

Details of Directors seeking re-appointment at the forthcoming Annual General Meeting are as follows:

Particulars	Santhosh Joseph Karimattom	Juliana Santhosh
Date of Birth	01.08.1963	03.04.1971
Nationality	Indian	Indian
Citizenship	India	India
Date of First appointment	08.09.1992	13.11.2019
Category	Executive director	Executive director
DIN	00998412	08551525
Qualifications	Graduate	Graduate
Expertise in specific functional Areas	Administration/ finance/	Administration



CIN:L52322KA1992PLC013512

	marketing and production	
Name of the other Public Companies in which holding Directorship	NIL	NIL
Name of Committee of the other Listed Companies in which holds membership/ Chairmanship	NIL	NIL
Number of shares held in the Company [in his own name or on behalf of other person on beneficial basis	7720312 Equity Shares of Rs. 10 each	228675 Equity Shares of Rs. 10 each
Relationship with Other Director(s)	Related to Juliana Santhosh	Related to Santhosh Joseph Karimattom
Experience	About 40 years of experience	About 30 years of experience

