

33RD
ANNUAL REPORT
2024-25
OF
CITYMAN LIMITED



City-Man



BOARD OF DIRECTORS

Santhosh Joseph Karimattom
Juliana Santhosh
Anup Kumar
Anthony Bernard Amos Paul
Roy Moolayil Sebastian

(DIN: 00998412) - Managing Director /CEO
(DIN: 08551525) - Director
(DIN: 00017047) - Director
(DIN: 10381708) - Director
(DIN: 01886479) - Director

COMPANY SECRETARY

Subramanian Vishnu

CHIEF FINANCIAL OFFICER

T.N.Sajeevan

REGISTERED OFFICE OF THE COMPANY

No.153,(Old No.43/35),2nd Floor, Promenade Road,
2nd Cross, Frazer Town, Bengaluru-560005
[Tel: +91-80-25540183](tel:+91-80-25540183) Fax: +91-80-25540193
E-mail: info@cityman.in,cityman97@rediffmail.com
www.cityman.in

AUDITORS

N S V M & Associates
Chartered Accountants
Bengaluru-560020

INTERNAL AUDITORS

Rajaneesh R & Co.
Chartered Accountants

BANKERS

Bank of Baroda
Frazer Town
Bengaluru-560005

SHARE TRANSFER AGENTS:

Integrated Registry Management Services Private Limited
No.30, Ramana Residency,4th Cross,
Sampige Road, Malleswaram,
Bengaluru-560003
[Tel: +91-80-23460815](tel:+91-80-23460815) to 818 Fax: +91-80-23460819
Email: irg@integratedindia.in

CONTENTS

Notice	4
Directors Report	13
Corporate Governance	19
Independent Auditors Report	35
Balance Sheet	43
Profit and Loss Statement	44
Cash Flow Statement	45
Notes to the Financial Statement	47

CITYMAN LIMITED
(CIN:L52322KA1992PLC013512)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 33rd Annual General Meeting of Cityman Limited will be held on Tuesday, the 30th day of September 2025 at 1.00 p.m. IST through Video Conferencing (VC)/ Other Audio-Visual Means ("OAVM") to transact the following business:

Ordinary Business:

1. Adoption of Financial Statements and Reports of the Board of Directors and the Auditors thereon for the financial year ended 31st March, 2025:

To consider and adopt as Ordinary Resolutions, the audited financial statement of the Company for the Financial Year ended 31st March, 2025 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, 2025 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. Appointment of Mr. Pramil Dev, Practicing Company Secretary as the Secretarial Auditor of the Company:

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

"RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of the Board of Directors, Mr. Pramil Dev (Membership No: ACS 26632; CP No: 9821 Peer Review Certificate No. 2595/2022), Practicing Company Secretary, be and is hereby appointed as the Secretarial Auditor of the Company for conducting Secretarial Audit and issue the Secretarial Compliance Report for a term of five consecutive years commencing from Financial Year 1st April, 2025 to 31st March, 2030, on such remuneration plus applicable taxes, reimbursement of out-of-pocket and other incidental expenses in connection with the audit, as may be mutually agreed upon between the Board of Directors and the Secretarial Auditor.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.

5. Approval of Material Related Party Transactions

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.13,97,82,731/- (Rupees Thirteen Crores Ninety Seven Lacs Sixty Eight Two thousand Seven Hundred Thirty one 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.

By the order of the Board
For Cityman Limited

Place: Bangalore
Date : 29th May 2025

Santhosh Joseph Karimattom
Managing Director
DIN:00998412

NOTES:

1. The 33rd Annual General Meeting (AGM) will be held on Tuesday, the 30th September 2025 at 1:00 PM through Video Conferencing (VC) / Other Audio-Visual Means (“OAVM”) . The Ministry of Corporate Affairs (“MCA”),vide its General Circular nos.14/2020 dated April 8,2020,17/2020 dated April 13,2020,Circular 09/2024 dated September 19,2024 (collectively “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its circular Nos. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133dated October 3, 2024 (collectively “SEBI Circulars”) have permitted companies to conduct AGM through VC or other audio visual means, subject to compliance of various conditions mentioned therein. In Compliance with the aforesaid MCA and SEBI Circulars, applicable provisions of the Companies Act,2013 and Rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 (Listing Regulations) the 33rd AGM of the Company is being convened and conducted through VC. The Registered office of the Company shall be deemed to be the venue for the AGM.
2. The Company has notified Tuesday,23rd September, 2025 as the Record/Cut off date, closure of the Register of members and the Share Transfer Books from Wednesday,24th September 2025 to Tuesday,30th September 2025 (both days inclusive), E-Voting start from Saturday ,27th September 2025 at 9.00 am and end at Monday , 29th September 2025 at 5.00 pm.
3. 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 AGM will be provided by CDSL.

4. 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 EGM/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.
5. 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.
6. 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.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM 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/EGM) i.e. www.evotingindia.com.
8. The AGM/EGM 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.
9. 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.

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

- Step 1** : Access through Depositories CDSL 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 Saturday 27th September at 09.00 am and ends on Monday, 29th September 2025 at 5.00 pm. 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 Tuesday, 23rd September 2025 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 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** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 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 & My Easi New (Token) Tab. 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 of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 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 & My Easi New (Token) Tab and then click on registration option. 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.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 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.nsdl.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>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nSDL.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.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 (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> <p>4) For OTP based login you can click on : https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 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>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</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. 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.</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 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 21 09911
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, 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 atleast **4 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at company's email id: 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's email id: info@cityman.in. 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 at toll free no. 1800 21 09911

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 Futurex, 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 21 09911.

By the order of the Board
For Cityman Limited

Place: Bangalore
Date : 29th May 2025

Santhosh Joseph Karimattom
Managing Director
DIN:00998412

As required by Section 102 of the Companies Act,2013 , the following explanatory statement sets out all material facts relating to the business mentioned under items Nos.4 & 5

Item No:04

This resolution is for the Appointment of Mr. Pramil Dev, Practicing Company Secretary as the Secretarial Auditor of the Company, and to comply with Securities And Exchange Board Of India notification dated 12th December, 2024.

Neither Directors/ KMPs or their relatives or any other company is interested in this resolution.

Item No:5

Mr. 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 Rs 13,97,82,731.00 (Rupees Thirteen Crores Ninety Seven Lakhs Eighty Two Thousand Seven Hundred Thirty One Only). Now he has 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 shareholders approval. The resolution is placed before the members as per Regulation ,23 of SEBI (Listing Obligation and Disclosure Requirements)

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.

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/ marketing and production	Administration

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

By the order of the Board
For Cityman Limited

Place: Bangalore
Date : 29th May 2025

Santhosh Joseph Karimattom
Managing Director
DIN:00998412

DIRECTORS' REPORT

Your Director's have pleasure in presenting the 33rd Annual Report on the business and operations of your company along with Audited Financial Statements for the year ended 31st March, 2025

FINANCIAL HIGHLIGHTS:

The summarized financial performance for the Financial Year ended 31st March,2025 are as under :

(Amount in 000's)

Particulars	As at 31 st March 2025	As at 31 st March 2024
Sales	-	-
Total Income	-	-
Profit before Interest, Depreciation, Tax Items	(3,141.56)	(3,528.28)
Finance Cost	-	-
Depreciation and Amortization Expenses	6.36	3.41
Profit(Loss) before Tax	(3,147.92)	(3,531.69)
Profit (loss) after Tax	-	-
Surplus Balance brought forward	(2,36,499.59)	(2,32,967.90)
Surplus Balance carried to Balance Sheet	(2,39,647.51)	(2,36,499.59)
Dividend/Transfer to reserve		

STATE OF AFFAIRS AND FUTURE PLANS

Due to many reasons beyond control, there was no commercial activity and could not generate any revenue.

DIRECTORS AND BOARD MEETING :

As on 31st of March 2025, There are two independent directors and two promoter/ executive directors and one non-executive director.

During the last financial year, the following changes took place in the Board .

- a. At the Annual General Meeting held on 30th September,2024 Mr. Roy Moolayil Sebastian (DIN:01886479) and Mr. Anthony Bernard Amos Paul (DIN: 10381708) were appointed as independent directors.
- b. Mr.Chettupuzhakaran Francis Joe, Independent director resigned due to his personal preoccupations.
- c. Mr. Anup Kumar, independent Director resigned from the Board effect from 23rd July, 2024. , and he was appointed as non-executive director at the Annual General Meeting held on 30th September, 2024.
- d. Mr. Mathai Chacko, independent Director retired since his term of appointment was completed
- e. At the Annual General Meeting held on 30th September, 2024, members ratified the re-appointment of Mr.Santhosh Joseph Karimattom (DIN:00998412) as the Managing Director for another period of five years from 31st March, 2025.
- f. There was no changes in among KMPs in the year under review-

The board hereby confirm that the Independent Directors have proven integrity, expertise and experience.

DIRECTORS RETIRE BY ROTATION

The promoter directors Mr. Santhosh Joseph Karimattom (DIN:00998412) and Mrs. Juliana Santhosh (DIN:08551525) retire by rotation and being eligible offers themselves for re-appointment.

BOARD MEETINGS DETAILS

SI No	Date of meeting	Total Number of directors as on the date of meeting	Attendance
1	26 th April 2024	5	3
2	30 th May 2024	5	3
3	23 rd July 2024	5	3
4	13 th August 2024	4	3
5	01 st October 2024	5	5
6	13 th November 2024	5	5
7	13 th February 2025	5	5

COMMITTEE MEETINGS

Audit Committee

SI No	Date of meeting	Total Number of directors as on the date of meeting	Attendance
1	26 th April, 2024	3	3
2	30 th May, 2024	3	2
3	13 th August,2024	2	2
4	13 th November,2024	3	3
5	13 th February ,2025	3	3

Nomination and Remuneration Committee

SI No	Date of meeting	Total Number of directors as on the date of meeting	Attendance
1	13 th August,2024	2	2

Stakeholders meeting

SI No	Date of meeting	Total Number of directors as on the date of meeting	Attendance
1	30 th May,2024	3	2

More details are given in detail in the Corporate Governance Report , which forms part of this Report

DIRECTORS RESPONSIBILITY STATEMENT .

The Directors would like to inform the Members that the Audited Accounts for the financial year ended 31st March, 2025, are in full conformity with the requirement of the Companies Act, 2013. The Financial Accounts are audited by the Statutory Auditors.

Directors hereby affirm that:

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c) the Directors had 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 fraud and other irregularities.
- d) the Directors had prepared the annual accounts on a going concern basis; and

- e) the Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

SUSTAINABILITY REPORTING

Even though your Company is fundamentally committed to sustainable business and fully stands for the principles of National Voluntary Guidelines on Social, and Responsibilities of Business, since the operations were scanty, no such reporting is being done. The rules regarding Business Responsibility and Sustainability Reporting (BRSR) is not applicable

CORPORATE GOVERNANCE AND COMPLIANCE CERTIFICATE:

The Company has adopted best corporate practices and is committed to conducting its business in accordance with the applicable laws, rules and regulations. The Company's Corporate Governance practices are driven by effective and strong Board oversight, timely disclosures, transparent accounting policies and high level of Integrity in decision making. A report on corporate governance form part of this report.

BUSINESS RESPONSIBILITY REPORT

The clause Regulation 34(2) (f) of the Listing Regulations, the Business Responsibility Report of the Company for the year ended 31st March 2025 is not applicable to the Company.

LISTING AGREEMENTS REQUIREMENTS:

The securities of your company are listed at BSE Limited, Mumbai

POLICY ON DIRECTOR'S, KMP & OTHER EMPLOYEES APPOINTMENT AND REMUNERATION

The Company has only three employees at present. The compensation is linked to the nature of job, skill and knowledge required to perform the given job in order to achieve Company's overall directive.

The Board has remuneration policy in line with applicable rules and regulations, and can be viewed on <http://cityman.in/Policies/Remuneration%20Policy.pdf>. But its scope was very limited during the year under review, because the company has only very limited employees. None of the directors, including Managing Director was paid any remuneration, KMPs include Company Secretary and Chief Financial Officer .

DISCLOSURE OF REMUNERATION 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

The information required under section 197 (12) of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

- (1) (i) the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year; **The Directors are not paid any remuneration and so the ratio is not applicable**
- (ii) the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year; **There is no increase in remuneration of CFO and CS and directors are not paid any remuneration**
- (iii) the percentage increase in the median remuneration of employees in the financial year; **NIL**
- (iv) the number of permanent employees on the rolls of company : **Three**

(v) average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration; **Not Applicable because there was no increase in the remuneration of employees, and managerial remuneration.**

(vi) the key parameters for any variable component of remuneration availed by the directors ;**Not applicable because directors are not paid any remuneration.**

(vii) We hereby affirm that the remuneration is as per the remuneration policy of the company.

2) (a) Name of every employees of the Company, who-

- (i) If employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than one crore and two lakh; **NIL**
- (ii) If employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than 8.5 lakh rupees per month; **NIL**
- (iii) If employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two per cent of the equity shares of the company. **NIL**

STATUTORY AND SECRETARIAL AUDITORS

M/s NSVM & Associates, Chartered Accountants (Firm Registration Number 010072S) are the Statutory Auditors of the Company. The observations of the Statutory Auditors, when read together with the relevant notes to the accounts and accounting policies are self-explanatory and do not call for any further comment.

Pramil Dev (Membership No. A 26632 CP No:9821) is the Secretarial Auditor and the report submitted by him forms part of this report. The secretarial audit report does not contain any qualifications, reservations or adverse remarks.

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

(A) Conservation of Energy, Technology Absorption

Conservation of energy is of utmost significance to the Company. Operations of the Company are not energy intensive. However, every effort is made to ensure optimum use of energy by using energy- efficient computers, processes and other office equipment. Constant efforts are made through regular/ preventive maintenance and upkeep of existing electrical equipment to minimize breakdowns and loss of energy.

The Company is continuously making efforts for induction of innovative technologies and techniques required for the business activities.

•Steps taken by company for utilizing alternate sources of energy: NIL

•Capital investment on energy conservation equipment's: NIL

(B) Foreign Exchange Earnings & Outgo.

Particulars	Amount(in Rs) for the current year	Amount (in Rs) for the last year
Earnings	nil	nil
Out go	nil	nil

Other Disclosures

- 1) Annual Return relating to Financial Year 2024-25 to which the Boards' is available in the company web site at www.cityman.in, and the link at <http://cityman.in/MGT%20%202024-25.pdf>.
- 2) All Independence Directors (IDs) have confirmed their ongoing compliance with the independence criteria specified in Section 149(6) of the Act and Regulation 16(b) of Listing Regulations. Further, in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, the Independent Directors of the Company have confirmed that they have registered themselves with the databank maintained by the Indian Institute of Corporate Affairs (IICA).
- 3) There have been no material changes and commitments, which affect the financial position of the company which have occurred between the end of the financial year to which the financial statements relate and the date of this Report.
- 4) Risk Management is the process of identification, assessment and prioritization of risks followed by coordinated efforts to minimize, monitor and mitigate/control the probability and/or impact of unfortunate events or to maximize the realization of opportunities. The Company has laid down a comprehensive Risk Assessment and Minimization Procedure which is reviewed by the Board from time to time. These procedures are reviewed to ensure that executive management controls risk through means of a properly defined framework. The major risks have been identified by the Company and its mitigation process/measures have been formulated in the areas such as business, project execution, dg event, financial, human, environment and statutory compliance.
- 5) Your Company has in place adequate internal financial controls with reference to the financial statements commensurate with the size, scale and complexity of its operations and is in line with the requirements of the Regulations. Further, the Directors had laid down internal financial controls to be followed by the Company and such policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information
- 6) Disclosure in respect of voting rights not exercised directly by the employees in respect of shares (as per Sec 67(3) of the Companies Act and Rule 16 of Companies(Share Capital and Debenture)Rules ,2014 : Not Applicable
- 7) No loan / guarantee or financial assistance were given. The company has not made a provision of money for the purchase of, or subscription for, shares in the company.
- 8) Company does not have any subsidiary or associate companies or joint ventures .
- 9) The rules regarding Corporate Social Responsibility are not applicable to the company.
- 10) Pursuant to the provisions of section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meeting of Board and it powers) Rules, 2014, the Company has adopted Whistle Blower Policy / Vigil Mechanism (web link: <http://cityman.in/Policies/Whistle%20Blower%20Policy.pdf>) for directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Code of Conduct (web link: <http://cityman.in/Policies/Code%20of%20Conduct%20%20Eithics.pdf>) . It also provides for adequate safeguards against victimization of directors /employees who avail of the Mechanism. During the year, the operations of the company were little.
- 11) Company has not taken any deposit from public, but have taken unsecured loan from Santhosh Joseph Karimattom, Managing Director of the Company. The total loan outstanding taken from him as on 31st March 2025 is Rs.13,97,82,731/-. During the year company has received Rs.30,24,469/- by way of unsecured loan from Santhosh Joseph Karimattom, Managing Director.
- 12) No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company's operations in future.
- 13) Company has not issued any equity shares with differential rights/ sweat equity/ employee stock options plans.
- 14) Company has not bought back any shares.
- 15) The Company has not made any Investment, given guarantee and securities during the financial year under review. There for no need to comply provisions of section 186 of Companies Act, 2013
- 16) All related party transactions that were entered into during the financial year ended 31st March, 2025, were on an arm's length basis and were in the ordinary course of business. Therefore, the provisions of Section 188 of the Companies Act, 2013 were not attracted. Resolutions for getting members approval as per LODR are provided in the AGM Notice along with proper explanatory statement. The company has a related party policy and is available at : <http://cityman.in/Policies/Related%20party%20transaction%20policy.pdf>.

- 17) Our Company has always believed in providing a safe and harassment free workplace for every individual working in the Company premises. Company always endeavors to create and provide an environment that is free from any discrimination and harassment.
The policy on prevention of sexual harassment at workplace aims at prevention of harassment of employees (whether permanent, temporary, ad-hoc, consultants, interns or contract workers irrespective of gender) and lays down the guidelines for identification, reporting and prevention of undesired behavior. Since the number of employees is only three males, company has not constituted Internal Complaints Committee (ICC)
- 18) The company has implemented a policy to undertake formal annual evaluation of the performance of directors/committees and individual directors available in the web link <http://www.cityman.in/Policies/Annual%20Evaluation%20Policy.pdf>. . The evaluation is being done as per the LODR and as per Section 178 of the Act. Performance of Board, its committees and individual Directors is carried out by the by the Nomination and Remuneration Committee by analyzing the performance of each and every Director.
The Nomination and Remuneration Committee (NRC) of the Company is entrusted to determine the criteria for the requirements of the Board. NRC, while recommending candidature to the Board, takes into consideration the qualification, attributes, experience and independence of the candidate
Since the activity and performance of the company was very minimal in all fronts, the scope of such evaluation was very limited
Company's policy on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub-section (3) of section 178 are available in the web site www.cityman.in web link : <http://cityman.in/Policies/Remuneration%20Policy.pdf>.
- 19) The composition and other details of audit committee and details of Board Meeting are reported in Corporate Governance Report which is given as annexure and forms part of this report . The Board has accepted all the recommendations of the audit committee.
- 20) During the year under review, the Statutory Auditor in their report have not reported any instances of frauds committed in the Company by its Officers or Employees under section 143(12) of the Companies Act, 2013.
- 21) The rules regarding maintenance of cost records is not applicable to the company
- 22) The Company has Complied with the applicable Secretarial Standards (as amended from time to time) on meetings of the Board of Directors and Meeting of Shareholders (EGM/AGM) i.e. SS-1 and SS-2 issued by The Institute of Company Secretaries of India and approved by Central Government under section 118(10) of the Companies Act, 2013.
- 23) Details of application made or proceedings pending under IBC Code: NIL
- 24) Details of difference between valuation amount on One Time Settlement and valuation while availing loan from banks and financial institutions : Not Applicable
- 25) Management Discussion and Analysis Report: Management Discussion and Analysis Report for the year under review, as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), is presented in a separate section, forming part of the Annual Report.
- 26) Book Closure Period : 24th September,2025 to 30th September,2025 (both days inclusive),Record Date/Cut-Off Date :23rd September,2025 , E-voting start : 27th September,2025 (9: AM) and E-Voting end : 29th September,2025 (5:PM)
- 27) Credit rating : Since there was no commercial activities , further since there was no borrowings from bank/ Financial institutions, Company has not taken any credit ratings.
- 28) Policy for Preservation of documents can be viewed at: <http://cityman.in/Policies/Policy%20for%20preservation%20of%20documents.pdf>.
- 29) Corporate Governance Report submitted as per SEBI guideline as on 31st March 2025 can be viewed at : <http://cityman.in/Corporate%20Governance%2031.03.2025.pdf>.

ACKNOWLEDGEMENTS

The Directors wish to place on record their appreciation for the co-operation and support received from all.

Place: Bengalure
Date: 29th May, 2025

For and on Behalf of the Board of Cityman Limited
Santhosh Joseph Karimattom
Managing Director
DIN : 00998412

Juliana Santhosh
Director
DIN : 08551525

1. COMPANY’S PHILOSOPHY ON CODE OF GOVERNANCE

The Company’s Code of Governance philosophy is to establish and manage sustainable growing businesses with the highest standards of honesty, openness and accountability to maximize stakeholders’ value while adhering to all applicable laws, rules and regulations. Your Company believes that effective leadership, robust policies, processes and systems and a rich legacy of values form the hallmark of the best corporate governance framework

**2. BOARD OF DIRECTORS:
Composition as on 31st of March 2025**

SI no	Name	Category	AGM Attendance
1	Santhosh Joseph Karimattom	Managing Director- Executive –chief promoter	No
2	Anup Kumar	Independent Director	Yes
3	Roy Moolayil Sebastian	Independent Director	No
4	Anthony Bernard Amos Paul	Independent Director	No
5	Juliana Santhosh	Executive Director/ Promoter	Yes

Meeting and Attendance Details

SI no	Date of the meetings	Directors present
1	26 th - April,2024	Anup Kumar, Chettupuzhakaran Francis Joe, Mathai Chacko
2	30 th May, 2024	Anup Kumar, Santhosh Joseph Karimattom, Juliana Santhosh,
3	23 rd July,2024	Anup Kumar, Santhosh Joseph Karimattom, Juliana Santhosh
4	13 th August,2024	Santhosh Joseph Karimattom, Chettupuzhakaran Francis Joe, Juliana Santhosh
5	01 st October,2024	Anup Kumar, Santhosh Joseph Karimattom, Juliana Santhosh, Roy Moolayil Sebastian, Anthony Bernard Amos Paul
6	13 th November2024	Anup Kumar, Santhosh Joseph Karimattom, Juliana Santhosh, Roy Moolayil Sebastian, Anthony Bernard Amos Paul
7	13 th February,2025	Anup Kumar, Santhosh Joseph Karimattom, Juliana Santhosh, Roy Moolayil Sebastian, Anthony Bernard Amos Paul

DETAILS OF OTHER DIRECTORSHIP

DIN	Names of Director	Number of Directorship in other Companies
00998412	Santhosh Joseph Karimattom	08 Private Limited Companies
01886479	Roy Moolayil Sebastian	08 Private Limited Cos (including two struck off cos)
10381708	Anthony Bernard Amos Paul	NIL
08551525	Juliana Santhosh	NIL
00017047	Anup Kumar	One private Limited and One Public Limited Company(Kerala Travels Inter Serve Limited)

While the promoters (Santhosh Joseph Karimattom and Juliana Santhosh) are relatives none of the other directors are related . Independent Directors do not hold any shares in the company

EXPERTISE OF DIRECTORS

The Board has identified the following skills/expertise /competencies fundamental for the effective functioning of the Company which are currently available with the Board, by virtue of experience in specific areas of the members of the Board.

Skills /Expertise /Competencies	Explanation	Details of Directors possessing such skills /Expertise /Competencies
Governance & Board Service	Ability to provide appropriate governance for a publicly listed company ,and to maintain board and management accountability to the shareholders , whilst acting responsibly towards other stakeholders in the business.	<ul style="list-style-type: none"> • Mr.Santhosh Joseph Karimattom • Mrs.Julian Santhosh • Mr.Anup Kumar • Mr Roy Moolayil Sebastian • Anthony Bernard Amos Paul
Business Operations	Knowledge of Business, Strategy formulation and deployment, Brand management ,Customer relationships, assessment of customer feedback and taking appropriate actions for the betterment of the Company	<ul style="list-style-type: none"> • Mr.Santhosh Joseph Karimattom • Mrs.Julian Santhosh • Mr.Anup Kumar • Mr Roy Moolayil Sebastian • Anthony Bernard Amos Paul
Financial Management	Ability to assess and interpret the financial statement and draw accurate conclusion from them	<ul style="list-style-type: none"> • Mr.Santhosh Joseph Karimattom • Mr.Anup Kumar • Mr Roy Moolayil Sebastian • Anthony Bernard Amos Paul
Manufacturing Operations	(Not applicable because during the year under review, there was no manufacturing activities)	<ul style="list-style-type: none"> • Mr.Santhosh Joseph Karimattom • Mr Roy Moolayil Sebastia
Risk Management	Assessment , understanding and managing both Internal external risk involved in the business	<ul style="list-style-type: none"> • Mr.Santhosh Joseph Karimattom • Mr.Anup Kumar • Mr Roy Moolayil Sebastian • Anthony Bernard Amos Paul

It is hereby confirmed that in the opinion of the board, the independent directors fulfill the conditions specified in these regulations and are independent of the management

Resignation of Independent Directors

- 1) Mr.Anup Kumar, resigned during the year , due to his personal reasons ,and has informed that that there are no other material reasons other than those provided
- 2) Mr. Mathai Chacko resigned at the end of his tenure stating that he was not interested in getting reelected for a second term
- 3) Mr. Chettupuzhakaran Francis Joe, resigned on personal grounds and has stated that there are no other reasons for his resignation

Familiarisation Programmes

The Board members are provided with necessary documents / brochures, reports and internal policies to enable them to familiarize with the Company's procedures and practices. During the year under review, one such programs was conducted ,and details can be viewed at web link : <http://www.cityman.in/Policies/Familiarization%20programme%20for%20independent%20Directors.pdf>

Independent Directors

Considering the requirement of skill sets on the Board, eminent people having an independent standing in their respective field / profession and who can effectively contribute to the Company's business and policy decisions are considered by the Nomination and Remuneration Committee, for appointment, as an Independent Director on the Board. The terms and conditions of their appointment are disclosed on the Company's website.www.cityman.in
<http://cityman.in/Policies/Appointment Of Independent Directors Terms And Conditions.pdf>.

The Company has received necessary declarations from all Independent Directors of the Company in accordance with the provisions of Section 149(7) of the Companies Act, 2013 confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management.

Separate Meeting of Independent Directors, was held on 12th February,2025. Performance evaluation of independent directors was done by the entire board, Since the operation of the company was very minimal. the scope for such an evaluation was limited to that extent.

None of the Non-Executive Directors has any other material pecuniary relationship or transactions with the Company, its promoters, its Directors, its senior management or its subsidiaries and associates. Directors and senior management of the Company have made disclosures to the Board confirming that there are no material, financial and/ or commercial transactions between them and the Company that could have potential conflict of interest with the Company at large. In the opinion of the Board the independent directors have adequate integrity, expertise and experience

The Board has identified the following skills/expertise/ competencies fundamental for the effective functioning of the Company which are currently available with the Board:

Business	Understanding, of global business dynamics, across various geographical markets, industry verticals and regulatory jurisdictions.
Strategy and Planning	Appreciation of long-term trends, strategic choices and experience in guiding and leading management teams to make decisions in uncertain environments. Governance Experience in developing governance practices, serving the best interests of all stakeholders, maintaining board and management accountability, building long-term effective stakeholder engagements and driving corporate ethics and values.

AUDIT COMMITTEE

a) Terms of Reference

The terms of reference, among other matters, include the following :

- Oversight of the Company’s financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by the Statutory auditors;
- Reviewing, with the management, the annual financial statements and auditors’ report thereon before submission to the board for approval.

Category as on 31st March 2025

Name of the Director	Category of the Director	Chairman / member
Anthony Bernard Amos Paul	Non- Executive/ Independent Director	Chairman
Roy Moolayil Sebastian	Non- Executive/ Independent Director	Member
Anup Kumar	Non- Executive	Member

Attendance

Sl no	Date of the meetings	Directors present
1	26 th April,2024	Anup Kumar, Chettupuzhakaran Francis Joe,Mathai Chacko
2	30 th May,2024	Anup Kumar, Chettupuzhakaran Francis Joe
3	13 th August,2024	Chettupuzhakaran Francis Joe,Mathai Chaco

4	13 th November,2024	Anup Kumar, Roy Moolayil Sebastian ,Anthony Bernard Amos Paul
5	13 th February,2025	Anup Kumar, Roy Moolayil Sebastian, Anthony Bernard Amos Paul

Company Secretary acts as the Secretary of the Committee.

NOMINATION AND REMUNERATION COMMITTEE

Terms of reference

1. To formulate of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
2. devising a policy on diversity of board of directors
3. Whether to extend or continue the term of appointment of the independent director

The constitution as on 31st March,2025;

Name of the Director	Category of the Director	Chairman / member
Anthony Bernard Amos Paul	Non- Executive/ Independent Director	Chairman
Roy Moolayil Sebastian	Non- Executive/ Independent Director	Member
Anup Kumar	Non- Executive	Member

Date of the meeting and attendance

The meeting of Nomination And Remuneration Committee took place on 13th August,2024 and the quorum consisted of Mathai Chacko and Chettupuzhakaran Francis Joe and both were independent directors.

Performance evaluation Criteria

Performance evaluation criteria for independent directors are the standard ones used in the industry and is in line with LODR regulations and shall include:

- (a) Performance of Directors and
- (b) Fulfillment of independence criteria as specified in LODR Regulations, 2015 and their independence from the management.

Board has evaluated the Independent Directors and confirms that they have fulfilled the independence criteria as specified in LODR Regulations, 2015 and their independence from the management. Due to very limited activities , the scope of such evaluation was very limited and nominal during the year under review

Stake Holders Relationship Committee

Terms of reference

The broad terms of reference of the stakeholders' relationship committee are as under:

- a) Consider and resolve the grievances of security holders of the Company including redressal of investor complaints such as transfer or credit of securities, non-receipt of dividend / notice /annual reports, etc. and all other securities-holders related matters.
- b) Consider and approve issue of share certificates (including issue of renewed or duplicate share certificates), transfer and transmission of securities, etc.

Composition as on 31st March 2025

Name of the Director	Category of the Director	Chairman / member
Anthony Bernard Amos Paul	Non- Executive/ Independent Director	Chairman
Roy Moolayil Sebastian	Non- Executive/ Independent Director	Member
Anup Kumar	Non- Executive	Member

Other information related to Stake Holders Relation ship Committee

- name of the non-executive director heading the committee; Anthony Bernard Amos Paul
- name and designation of the compliance officer; Subramanian Vishnu: Company Secretary or in his absence TN Sajeevan, CFO
- number of shareholders' complaints received during the financial year : NIL
- number of complaints not solved to the satisfaction of shareholders: NIL
- Number of pending complaints. NIL
- Date of meeting of Stake Holders Relationship Committee 30th May,2024
- directors present at the meeting : Anup Kumar and Chettupuzhakaran Francis Joe

Remuneration

None of the directors are paid any remuneration. The remuneration of employees largely consists of basic remuneration, perquisites, allowances, and performance incentives. At present the Company has very limited employees.

RISK MANAGEMENT COMMITTEE : Not applicable

Senior Management

Subramanian Vishnu: Company Secretary and T N Sajeevan, CFO are the only KMPs. There is no change in the senior management since the close of the previous financial year

Annual General Meetings

a) Last Three years AGM details

Year ended	Venue	Date	Time
31 st March 2022	through Video Conferencing (VC)/Other Audio Visual Means (OAVM)	30 th September 2022	1.00 PM
31 st March 2023	through Video Conferencing (VC)/Other Audio Visual Means (OAVM)	30 th September 2023	1.00 PM
31 st March 2024	through Video Conferencing (VC)/Other Audio Visual Means (OAVM)	30 th September 2024	1.00 PM

b) Special Resolution

Sl no	Date of AGM	Special Resolution
1	30 th September 2022	1)approval of the members for the Trade Mark License/Agreement dated 14 th December 1992 entered into by the company with SS Agencies for using the trade mark "Cityman and (2) to take unsecured interest free loan from Santhosh Joseph Karimattom, Managing Director of the Company ,an amount not exceeding Rs. 200,000,000/- (Rupees Twenty Crores Only)

2	30 th September 2023	1) approval of the members for the Trade Mark License/Agreement dated 14 th December 1992 entered into by the company with SS Agencies for using the trade mark "Cityman and (2) to take unsecured interest free loan from Santhosh Joseph Karimattom, Managing Director of the Company ,an amount not exceeding Rs. 200,000,000/- (Rupees Twenty Crores Only) (3) Re –Appointment of Mr.Chettupuzhakaran Francis Joe as an Independent Director
3.	30 th September 2024	1)To cancel the provision for payment of royalty in the Trade Mark License/Agreement dated 14 th December 1992 entered into by the company with SS Agencies for using the trade mark "Cityman" (2) to take unsecured interest free loan from Santhosh Joseph Karimattom, Managing Director of the Company ,an amount not exceeding Rs. 200,000,000/- (Rupees Twenty Crores Only) (3) Appointment of Roy Moolayil Sebastian as an Independent Director (4) Appointment of Anthony Bernard Amos Paul as an Independent Director (5) Appointment of Anup Kumar (DIN: 017047) as a Non-Executive Director (6) Re-appointment of Mr. Santhosh Joseph Karimattom (DIN: 00998412) as Managing Director of the Company

- c) whether any special resolution passed last year through postal ballot : No
- d) person who conducted the postal ballot exercise : NA
- e) whether any special resolution is proposed to be conducted through postal ballot; No
- f) procedure for postal ballot :NA

Means of Communication

- a) Quarterly results : They are hosted in the company website
- b) News paper release : Financial Express and Sanjevani
- c) Web site: www.cityman.in
- d) Official news release : Apart from the above, no other releases are made
- e) Presentation made to institutional investors etc: Nil

General share holder information

A	Registered Office	No.153 (Old No.43/35), Promenade Road,2 nd Cross, Frazer Town, Bengaluru - 560005 email : cityman97@rediffmail.com , info@cityman.in , www.cityman.in	
B	Annual General Meeting	Day	Tuesday
		Date	30 th September 2025
		Time	1:00 PM
		Venue	Through Video Conferencing (VC)/Other Audio Visual Means(OAVM)
C	Financial Year	1 st April,2024 to 31 st March 2025	
	Reporting Calendar	Within 45 days from the end of each quarter and 60 days from the end of the Financial year as mandated under the Listing Regulations	
D	Book Closure	From	To
		Wednesday, 24 th September, 2025	Tuesday, 30 th September 2025 (both days inclusive)
	Record Date/Cut-off date	Tuesday.23 rd September, 2025	
	E-Voting	Starts From	Ends To
		Saturday,27 th September,2025 (9: AM)	Monday, 29 th September,2025 (5:00PM)

E	Listing of shares on stock exchange	BSE Limited, Phiroze Jee Jee Bhoj Towers, Dalal Street, Mumbai -400001 The Company has duly paid the Annual Listing Fees to the Stock Exchange .	
F	Stock Exchange Code	Stock Exchange	Code
		BSE Limited	INE117C01010
G	Registrar and share transfer Agent and share transfer systems.	Registrar and Share Transfer Agent (RTA) for both physical and Demat of Equity Shares of the Company: M/s. Integrated Registry Management Services Private Limited having address at No.30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bangalore -560003. Tel No.(080) 23460815 to 818 ,Email : irg@integratedindia.in Company receives periodical reports from them and necessary delegations have been given for proper execution of all the related work. CS/ CFO interact with the R&T Agents for all matters related to share transfer formalities at least once in a fortnight . Periodical Reports are submitted to Stakeholders Relationship Committee, for review and suggestions.	

a) Share holding pattern

Category	No of Shares	% of Equity
Promoter Group	84,02,132	71.81
Resident Body	3,61,114	3.09
Corporate / CM		
Banks/FI/FII/MF/Trust	2,201	0.02
NRI/OCB/FFI	4,24,882	3.63
Resident Individuals	25,10,771	21.45
Total	1,17,01,100	100.00

Percentage of Shares held in Physical & Electronic form as on 31st March, 2025

Sl.No.	Particulars	No.of share holders	No. of shares	%
1	Physical Shares	6506	2319100	19.82
2	Electronic Shares	2068	9382000	80.18
	Total	8574	11701100	100.00

Distribution of shareholding as on 31st March, 2025

Category	Number of Shareholders	% (percentage)	Number of Shares Held	% (percentage)
Up to - 500	7844	91.49	1343226	11.48
501 - 1000	453	5.28	358593	3.06
1001 - 2000	151	1.76	225332	1.93
2001 - 3000	41	0.48	104169	0.89
3001 - 4000	11	0.13	39885	0.34
4001 - 5000	22	0.26	102487	0.88
5001 - 10000	29	0.34	218354	1.87
10001 and above	23	0.26	9309054	79.55
Total	8574	100.00	11701100	100.00

- a) Details of Outstanding Global Depository Receipts : Not applicable
- b) Commodity Price Risk activities : Nil
- c) Plant Locations : Nil
- d) list of all credit ratings obtained by the Company: NIL

Other Disclosures:

- a) disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large : NIL
- b) details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years; NIL
- c) Details of establishment of vigil mechanism, whistle blower policy, and affirmation that no personnel has been denied access to the audit committee.
Company has vigil mechanism procedure commensurate with the activities of the company and whistle blower policy is in place. Since there was no commercial activities during the year under review, there was little scope for the same. It is hereby confirmed that that no personnel has been denied access to the audit committee.
- d) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements: Company has complied with all Mandatory requirements. Since there was no commercial activity during the previous year, company is yet to comply with non mandatory matters
- e) Company does not have any subsidiary
- f) Web link where policy on dealing with related party transactions :
<http://cityman.in/Policies/Related%20party%20transaction%20policy.pdf>.
- g) Disclosure of commodity price risks and commodity hedging activities : NIL
- h) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) : NA
- i) a certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority: Certificates issued by Pramil Dev, Practicing Company Secretary forms part of this report
- j) Total fees for all services paid to the statutory auditor : 68,000/-
- k) disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:
 - a. number of complaints filed during the financial year NIL
 - b. number of complaints disposed of during the financial year NIL
 - c. number of complaints pending as on end of the financial year NIL
- l) disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount': Company does not have any subsidiary
- m) Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries.NA
- o) Non-compliance of any requirement of corporate governance report of sub-paras (2) to (10) above, with reasons thereof shall be disclosed .NIL
- p) The extent to which the discretionary requirements as specified in Part E of Schedule II have been adopted. Since there were no commercial activities during the year under review, company has not complied with discretionary requirements as specified in Part E of Schedule II
- q) Disclosures with respect to demat suspense account/ unclaimed suspense account NIL
- r) details of agreements binding the company: NIL
- s) Management Discussion and Analysis Report: Management Discussion and Analysis Report for the year under review, as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), is presented in a separate section, forming part of the Annual Report.
- t) Compliance of Insider Trading Norms: Company has adopted the code of internal procedures commensurate with the activities and thus complies with the insider trading norms.
- u) Disclosures Of Events Or Information: Specified Securities As Per Schedule III: During the year there were no items to be reported

- v) Business Responsibility Report: Regulation 34 (2) (f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to the Company
- w) Secretarial Standards:
The secretarial and operating practices of the Company are in line with the Secretarial Standards published by the Institute of Company Secretaries of India
- x) Accounting Treatment:
The Company follows Accounting Standards issued by The Institute of Chartered Accountants of India
- y) Share Transfer System : Pursuant to SEBI Circular No.SEBI/HO/MIRSD_RTAMB/P/CIR/2022/8 dated January 25,2022 , it is mandatory for listed companies to process all service request , such as issuance of duplicate securities certificates ,consolidation of securities / folios , transmission and transportation only in dematerialized form .
Accordingly , members are requested to submit a duly filled and signed Form ISR-4 for any such request. The form is available in Company's web site www.cityman.in and Link at [http://cityman.in/doc/Investor's Service Request/Form%20ISR-4.docx](http://cityman.in/doc/Investor's_Service_Request/Form%20ISR-4.docx). Please note that service request will be processed only for folios that are KYC compliance .
The Company also advises members who continue to hold shares in physical form to dematerialized their shareholding at the earliest to ensure ease of transactions and compliances.
- z) Scores : SEBI, through Circular No.SEBI/HO/OIAE/IGRD/CIR/P/2024/156 dated September 20,2023 ,read with Circular No.SEBI/HO/OIAE/IGDR/CIR/P/2024/183 dated December 1,2023 ,has introduced a revised framework for the handling and monitoring of investor complaints received through the SCORES (SEBI Complaints Redress System) platform. This updated framework , effective from April 1,2024 , is applicable to listed companies designated to stock exchanges , shareholders and investors can access the updated SCORES platform at :<http://scores.sebi.gov.in> .This platform aimed at streamlining the grievance redressal process and enhancing transparency in complaint resolution :
Brief of revised timeline and process is as under :
 - a. Approach to company and /or Registrar and Share transfer Agent of the Company
 - b. Lodgment of Complaint to SCORES portal
 - c. Submission of Action Taken Report by the Company.
 - d. First Review of the Complaint.
 - e. Second Review of the Compliant
 - f. Online Dispute Resolution Mechanism /Other Civil Remedies
- zi) Updating KYC Details : Efforts are underway to update the **Permanent Account Number (PAN) and** bank details of shareholders in compliance with SEBI Regulations, Pursuant SEBI Circulars dated November 3,2021 and December 15,2021 , holders of physical shareholders are mandatorily required to furnish their PAN ,KYC and nomination form details .Shareholders holding securities in physical form are requested to submit the requisite information to the Company's RTS by completing the prescribed forms, which are available on the company's website at [http://cityman.in/doc/Investor's Service Request/KYC%20Forms.pdf](http://cityman.in/doc/Investor's_Service_Request/KYC%20Forms.pdf)

Additional information of directors who retires by rotation and seek reappointment

- (1) Santhosh Joseph Karimattom is the chief-promoter director of the Company. He was Managing Director of the Company till the financial year 2002-03. Again, he was appointed as Managing Director of the Company with effect from 31st March, 2012 and continues to hold the post of Managing Director.
He has an experience spanning over 30 years. After graduation, he started his own venture and has not looked back since then. In a career spanning three decades, he has promoted and nurtured different kinds of industries in areas like Branded ready made Garments, IT and IT enabled services and in Real Estate development.
During the early part of 1990s, a gated community called Cityscape in Bangalore and Springwoods also in Bangalore, India, both together covering 120 acres of development with all amenities such as roads, electricity, water, sewage treatment, security, parks etc. was developed and sold.
- (2) Juliana Santhosh, who is related to Santhosh Joseph Karimattom was appointed as additional Director with effect from 13th November, 2019 and was reappointed at the Annual General Meeting held in the year 2020. She has in depth knowledge of management and administration

CERTIFICATE OF COMPLIANCE WITH THE CODE OF CONDUCT OF THE COMPANY

It is hereby declared that the members of the board of directors and senior management personnel have affirmed that the compliance with the code of conduct of board of directors and senior management..

For and on behalf of the Board of Directors of
Cityman Limited,

Santhosh Joseph Karimatttom
Managing Director/CEO
DIN:00998412

Bengaluru
29th May, 2025

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members of
CITYMAN LIMITED

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of CITYMAN LIMITED having CIN L52322KA1992PLC013512 and having registered office at No. 153, (Old No. 43/35), 2nd Floor, Promenade Road 2nd Cross, Frazer Town, Bangalore, Karnataka, India, 560005 (hereinafter referred to as the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR).

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN), status at the MCA portal (www.mca.gov.in) as considered necessary and explanations furnished to me by the Company and its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2025 has been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, Reserve Bank of India or any such other Statutory Authority.

SR NO	NAME OF THE DIRECTORS	DIN	DATE OF APPOINTMENT IN COMPANY
1	SANTHOSH JOSEPH KARIMATTOM	00998412	08.09.1992
2	ANUP KUMAR	00017047	30.09.2024
3	JULIANA SANTHOSH	08551525	13.11.2019
4	ROY MOOLAYIL SEBASTIAN	01886479	30.09.2024
5	ANTHONY BERNARD AMOS PAUL	10381708	30.09.2024

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

PRAMIL DEV

Practicing Company Secretary
Membership No. A26632
CP. No. 9821

Place: Bangalore
Date: 28th May 2025
UDIN: A026632G000462386

CERTIFICATION BY THE CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO)

We, Santhosh Joseph Karimattom, Managing Director and T N Sajeevan, Chief Financial Officer hereby certify for the financial year ended 31st March 2025 that:

a. We have reviewed IND AS financial statements and the cash flow statement for the year 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 IND AS, 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 also indicated to the auditors and the Audit committee

- i. that there are no significant changes in internal control over financial reporting during the year;
- ii. that there are no significant changes in accounting policies during the year; and
- iii. that there are no instances of significant fraud of which we have become aware.

For CITYMAN LIMITED

Place : Bengaluru
Date: 29th May 2025

Santhosh Joseph Karimattom,
Managing Director / CEO
DIN:00998412

TN Sajeevan
CFO

Independent Auditor's Certificate on Corporate Governance

Annexure - D

To,
The Members
City Man Limited

1. We, have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31st March 2025, as stipulated in regulations 17 to 27 and clauses (b) to(i) of regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations').

Managements' Responsibility

2. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

Auditor's Responsibility

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
5. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the 'ICAI'), and the Standards on Auditing specified under section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate. We have complied with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

7. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses(b) to (i) of regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended 31 March 2025.
8. We 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.

For NSVM & Associates

Chartered Accountants
Firm Registration Number: 010072S

B Manohar Babu

Partner
Membership No.221455
UDIN:25221455BMOAZG1370

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON 31st March, 2025
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
CITYMAN LIMITED

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Cityman Limited having CIN: L52322KA1992PLC013512 (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 my verification of the Company's books, papers, minute 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 31st March, 2025:

- complied with the statutory provisions listed hereunder and
- proper Board-processes and compliance mechanism in place;

to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Cityman Limited for the financial year ended on 31st March, 2025 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 Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.,
 - 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, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
 - 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, 2021;

- h. The Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018; and
 - i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (vi). Other laws applicable specifically to the Company, namely
- (a) Karnataka Shops and Commercial Establishments Act. 1961 to the extent applicable;
 - (b) Karnataka Municipal Corporation Act, 1976 to the extent applicable;

I 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 Listing Agreement(s) entered into by the Company with Stock Exchange(s)

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that

- (a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Women Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- (b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and
- (c) 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.
- (d) Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I 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.

I further report that during the review period, no major action having a bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. above have taken place.

PRAMIL DEV

Membership No. A26632

CP. No. 9821

Place: Bangalore

Date: 28th May, 2025

UDIN: A026632G000462342

a. industry Structure and Developments:

The Company has minimal operations at present. Therefore, a comparison of industry structure and developments at this stage will be premature and will not serve the desired purpose

b. Opportunities and Threat

The company is awaiting approvals and permissions in order to commence its project at Panangad, Kerala. Therefore an attempt is not made here to evaluate the opportunities and threats.

c. Segment wise Performance

The Company does not have multiple products/segments

d. Outlook

The Board is positive on the future outlook of the company .

e. Risk and concern

The issue is not relevant due to the factors explained in the earlier paragraphs.

f. Internal control System and their adequacy

Company at present has internal control procedures, which is commensurate with the present requirements. Internal controls are being monitored, reviewed and upgraded on an ongoing basis.

g. Financial performance with respect to operational performance

The financial performance of the Company for the year 2023-24 is described in the Director's Report under the head Working Results.

h. Material developments in Human Resources / Industrial Relations front, including number of people employed

At present , the Company does not have a full fledged HR Department due to low level of activity and the minimal number of employees. The Board is keen to have a fully equipped HR Department, once the activity is started in a big way.

i. Key Financial Ratios:

Key Ratios	FY 2024-25	FY 2023-24	Changes %
Debtors Turnover	-	-	-
Inventory Turnover	-	-	-
Interest Coverage Ratio	-	-	-
Current Ratio	244.54	350.47	(30.22)
Debt Equity Ratio	(2.13)	(2.19)	(2.69)
Operating Profit Margin (%)	-	-	-
Net Profit Margin (%)	-	-	-
Return of Net worth	NA	NA	NA

j. Disclosure of Accounting Treatment

Not applicable because, company is in the preparation of financial statements, a treatment different from that prescribed in an Accounting Standard has not been followed

For and on behalf of the Board of Director
of Cityman Limited

Santhosh Joseph Karimattom
Managing Director/CEO
DIN:00998412

Place: Bangalore
Date:29th May 2025

INDEPENDENT AUDITOR'S REPORT

To the Members of Cityman Limited.

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Cityman Limited ("the Company"), which comprise the balance sheet as at 31st March 2025, and the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as financial statements)

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013("Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS) and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2025, and its loss, other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Key Audit Matters

The Company has minimal operations and hence there are no key audit matters to communicate in our report.

Basis for Opinion

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

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report but does not include the financial statements and our auditor's report thereon.

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

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

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

Responsibilities of Management for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. 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 controls, that were operating effectively for ensuring the accuracy

and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **Annexure A**, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:
- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), Statement of Changes in Equity, and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015 as amended.
 - e. On the basis of the written representations received from the directors as on 31st March 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in “**Annexure B**”, and
 - g. With respect to the other matters 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 as at 31 March 2025 other than those mentioned in Note 22 to financial statements.
 - 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.
 - a) The management of the Company has represented that as disclosed in note 32 in the financial statements, to the best of their knowledge and belief, that the Company has not advanced or loaned or invested any funds (either from borrowed funds or share premium or any other sources or kind of funds) to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - b) The management of the Company has represented that, as disclosed in note 32 in the financial statements, to the best of their knowledge and belief, other than that as disclosed in the notes to the accounts, that the Company has not received any funds from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - c) Based on audit procedures that are reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule (e), as provided under (a) and (b) above, contain any material misstatement.
 - v. The Company has not declared or paid any dividend during the year ended 31st March 2025, and therefore, compliance with section 123 of the Companies Act, 2013 is not applicable.
 - vi. The company, in respect of financial years commencing from 1st April, 2024, has used such accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all transactions recorded in the software and the audit trail feature has not been tampered with and the audit trail has been preserved by the company as per the statutory requirements for record retention.

3. With respect to the matter to be included in the Auditor's Report under Section 197(16):

In our opinion, according to the information and explanation given to us, the Company has not paid any remuneration to its directors during the year and hence provisions of Section 197(16) are not applicable to the Company.

for NSVM & Associates

Chartered Accountants
Firm registration number: 010072S

B Manohar Babu

Partner
Membership No: 221455
UDIN: 25221455BMOAZD3705

Place: Bengaluru
Date: 29 May 2025.

Annexure A to the Independent Auditor's Report

The Annexure A referred to in the Independent Auditor's Report to the Members of Cityman Limited ('the Company') for the year ended 31 March 2025, we report that:

- (i)
- a)
 - (A) The Company has maintained proper records showing full details including quantitative details and situation of Property, Plant and Equipment.
 - (B) The Company does not own any intangible assets, and hence the reporting under paragraph 3(i)(a)(B) is not applicable.
 - b) According to the information and explanations given to us, the Property, Plant and Equipment have been physically verified by the management during the year which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
 - c) According to the information and explanations given to us and on the basis of our examination of the records of the Company the title deeds of the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favor of the lessee), as disclosed under Property, Plant and Equipment in the financial statements are held in the name of the Company.
 - d) The Company has not revalued its Property, Plant and Equipment or Intangible Assets during the year.
 - e) According to the information and explanations given by the management, no proceedings has been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and the rules made thereunder.
- (ii)
- a) The Company is primarily engaged in the business of manufacture and sale of readymade garments in India and contemplating in investments in the business areas Real Estate Development and Branded Readymade Garments and holds inventory in the form of Clothes and Land. Having regard to the nature of inventory, the management has conducted physical verification of inventory by way of site visits conducted, at reasonable intervals during the year and no material discrepancies were noticed on such physical verification.
 - b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned working capital limits during the year. Accordingly, reporting under clause 3(ii)(b) is not applicable to the Company.

- (iii) According to the information and explanation given to us and based on the audit procedures performed by us, in our opinion during the year the Company has not made any investments or security or granted any loans or advances in the nature of loans, secured or unsecured to Companies, firms, Limited Liability Partnership or other parties. Accordingly, the provisions of clause 3(iii) (a), (b), (c), (d), (e) and (f) of the Order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, the Company has not granted any loans, made investments, stood guarantee or provided security to any entity. Thus, the reporting under paragraph 3(iv) is not applicable to the Company.
- (v) The Company has not accepted any deposits or has any amounts which are deemed to be deposits to which the provisions of Section 73 to 76 or any other relevant provisions of the Companies Act rules framed thereunder and the directions issued by the RBI are applicable. Hence reporting under paragraph 3 (v) of CARO is not applicable to the company.
- (vi) The Central government has not prescribed maintenance of cost records under section 148(1) of the Act for any of the products/services of the Company. Thus paragraph 3(vi) of CARO is not applicable to the Company.
- (vii)
 - a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Goods and Services tax, Income-tax, Duty of Customs, Goods and Services tax, Cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations give to us, no undisputed amounts payable in respect of Income tax, Duty of Customs, Goods and Services tax, Cess and any other material statutory dues were in arrears as at 31 March 2025, for a period of more than six months from the date they became payable.
 - b) According to the information and explanations given to us, and based on the audit procedures conducted by us, there are no dues of income tax, Goods and Service Tax, custom duty, and cess which have not been deposited of account of any dispute.
- (viii) Based on our audit procedure and on the information and explanation given to us by the management, no transaction has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- (ix)
 - (a) Based on the information and explanation given by the management, loans of Rs 13,97,82,731 are repayable on demand. Further, we were informed that such loans have not been demanded for repayment during the year.
 - (b) According to the information and explanation given to us by the management, the Company is not declared as a willful defaulter by any bank or Financial Institution or other lenders.
 - (c) To the best of our knowledge and belief and based on the information and explanation given to us by the management, in our opinion, the Company has not obtained any term loans during the year and hence reporting under this clause is not applicable.
 - (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that no funds raised on a short-term basis have been used for long-term purposes by the company.
 - (e) According to the information and explanations given to us and on an overall examination of the balance sheet of the company/ examination of the cash flow statement of the Company, we report that the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures as defined under Companies Act, 2013 and hence reporting under this clause is not applicable to the Company.

- (f) According to the information and explanations given to us and procedures performed by us, we report that the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies and hence reporting under this clause is not applicable to the company.
- (x)
- (a) According to the information and explanation given to us and based on audit procedure performed, no money was raised by the way of public issue/follow-on-offer (including debt instruments).
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment of fully or partly convertible debentures or equity shares during the year.
- (xi)
- (a) Based upon the audit procedure performed and information and explanation given by the management, we report that no fraud by the company or any fraud on the company has been noticed or reported during the year.
- (b) Based upon the audit procedure performed and information and explanation given by the management, no report under sub-section (12) of section 143 of the Companies Act has been filed by us or by other auditors of the Company.
- (c) As represented to us by the management, there are no whistleblower complaints received by the company during the year.
- (xii) The company is not a Nidhi Co. and therefore paragraph 3(xii)(a), 3(xii)(b), and 3(xii)(c) of the order is not applicable to the company.
- (xiii) In our opinion, the Company is in compliance Section 177 and Section 188 of Companies Act, 2013 with respect to applicable transactions and the details of related parties transactions entered into by the Company during the year have been disclosed in Note 28 of Financial Statement as required by the accounting standards.
- (xiv)
- (a) In our Opinion and based on our examination, the Company has an adequate Internal Audit system commensurate with the size of the business.
- (b) We have considered, the internal audit reports of the Company issued till date for the period under audit.
- (xv) On the basis of the information and explanations given to us, in our opinion during the year the company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi)
- (a) According to the information and explanation given to us and in our opinion, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.
- (b) Based on the audit procedure performed, the Company has not conducted any Non-Banking Financial or Housing Finance activities as per the Reserve Bank of India Act, 1934.
- (c) Based on the audit procedure performed, the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
- (d) Based on the audit procedure performed, the Company or any of the companies in the group are not Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
- (xvii) The Company has incurred cash losses of Rs. 31,41,567/- during the financial year and Rs 35,27,640/- during FY 2023-24 .

- (xviii) There has been no resignation of the statutory auditors during the year and accordingly paragraph 3(xviii) is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the supporting assumptions, we report that the ability of the Company to fulfill its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date is dependent on the support provided by the promoter. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) As the Company does not meet the criteria specified in Section 135 of the Companies Act, 2013, the Company is not required to spend any amount on activities related to corporate social responsibility for the year ended March 31,2025. Hence reporting under paragraph 3(xx)(a) and 3(xx)(b) is not applicable.

for NSVM & Associates

Chartered Accountants
Firm Reg. No: 010072S

B Manohar Babu

Partner
Membership No: 221455
UDIN: 25221455BMOAZD3705

Place: Bengaluru
Date: 29 May 2025

Report on Internal Financial Controls Over Financial Reporting

Annexure – B to the Independent auditor’s report of even date on the financial statements of Cityman Limited.

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

We have audited the internal financial controls over financial reporting of Cityman Limited (“the Company”) as of March 31st, 2025, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, with reference to the financial statements.

Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence, we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company.
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31st 2025, based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

for N S V M & Associates

Chartered Accountants
Firm Reg. No. 010072S

B Manohar Babu

Partner
Membership No: 221455
UDIN: 25221455BMOAZD3705

Place: Bengaluru
Date: 29 May 2025



CITYMAN LIMITED
CIN:L52322KA1992PLC013512
BALANCESHEET

(All amounts in ₹ Thousands Unless otherwise stated)

Particulars	Note	As at 31 st March 2025	As at 31 st March 2024
ASSETS			
Non - Current Assets			
Property, plant and equipment and intangible Assets	4	61.41	67.77
Other non-current assets	5	1200.00	1200.00
		1,261.41	1,267.77
Current Assets			
Inventories	6	73,421.00	73,421.00
Financial assets			
(a)Cash and cash equivalents	7	107.57	136.35
(b) Other Financial assets	8	450.00	450.00
Other current assets	9	77.48	74.34
		74,056.05	74,081.69
Total		75,317.47	75,349.46
EQUITY AND LIABILITIES			
Equity			
(a)Equity Share capital	10	1,17,011.00	1,17,011.00
(b)Other equity	11	(1,82,708.98)	(1,79,561.06)
		(65,697.98)	(62,550.06)
LIABILITIES			
Non-current liabilities			
Financial liabilities			
(a)Borrowings	12	1,39,782.73	1,36,758.26
Long term Provisions	13	929.86	929.86
		1,40,712.59	1,37,688.12
Current liabilities			
Financial liabilities			
(a) Trade payables	14		
Dues to Micro ,small and Medium Enterprises		145.25	62.59
Dues to other than Micro, small and medium enterprises		15.00	15.00
(b) Other financial liabilities	15	126.30	119.40
Current Tax Liabilities (Net)		-	-
Other Current Liabilities	16	16.29	14.39
		302.84	211.38
Total		75,317.47	75,349.46
Material accounting Policy information	3		

The notes referred to above form an integral part of these financial statements

As per our report of even date attached

For and on behalf of the Board of Directors of
Cityman Limited

for NSVM & Associates
Chartered Accountants
Firm registration number : 0010072S

Santhosh Joseph Karimattom
Managing Director/CEO
DIN: 00998412

Juliana Santhosh
Director
DIN: 08551525

B. Manohar Babu
Partner
Membership Number: 221455

Place : Bengaluru
Date : 29th May 2025

Place : Bengaluru
Date : 29th May 2025

Place : Bengaluru
Date : 29th May 2025

Subramanian Vishnu
Company Secretary

Place : Bengaluru
Date : 29th May 2025

T.N. Sajeevan
Chief Financial Officer

Place : Bengaluru
Date : 29th May 2025



CITYMAN LIMITED
CIN:L52322KA1992PLC013512
STATEMENT OF PROFIT AND LOSS

(All amounts in ₹ Thousands Unless otherwise stated)

Particulars	Note	As at 31 st March 2025	As at 31 st March 2024
Income			
Revenue from operations	17	-	-
Total income		-	-
Expenses			
Purchase of Stock in Trade	18	-	152.60
Change in inventories	19	-	(149.60)
Employee benefit expenses	20	1,603.20	1,773.10
Depreciation and amortization expenses	4	6.36	3.41
Other expenses	21	1,538.37	1,752.18
Total expenses		3,147.92	3,531.69
Profit/(loss) before tax		(3,147.92)	(3,531.69)
Tax Expenses			
(1) Current Tax	24	-	-
(2) Tax expenses related to earlier years		-	-
(3) Deferred tax		-	-
Profit/(Loss) for the year		(3,147.92)	(3,531.69)
Other comprehensive income		-	-
Total comprehensive income for the period/year		(3,147.92)	(3,531.69)
Earnings per share (equity shares par value of ₹ 10 each)	25		
(a) Basic and Diluted		(0.27)	(0.30)
Material Accounting Policy Information	3		

The notes referred to above form an integral part of these financial statements

As per our report of even date attached

For and on behalf of the Board of Directors
of **Cityman Limited**

for NSVM & Associates
Chartered Accountants
Firm registration number : 010072S

Santhosh Joseph Karimattom
Managing Director/CEO
DIN: 00998412

Juliana Santhosh
Director
DIN: 08551525

B. Manohar Babu
Partner
Membership Number: 221455

Place : Bengaluru
Date : 29th May 2025

Place : Bengaluru
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Subramanian Vishnu
Company Secretary

T.N. Sajeevan
Chief Financial Officer

Place : Bengaluru
Date : 29th May 2025

Place : Bengaluru
Date : 29th May 2025

Place : Bengaluru
Date : 29th May 2025

**CITYMAN LIMITED**

CIN:L52322KA1992PLC013512

STATEMENT OF CASH FLOWS

(All amounts in ₹ Thousands Unless otherwise stated)

Particulars	Note	As at 31 st March 2025	As at 31 st March 2024
A. Cash Flow from Operating Activities			
Profit/(loss) for the period (before tax)		(3,147.92)	(3,531.69)
Adjustment for		-	-
Depreciation		6.36	3.41
Operating Profit/ (Loss) before working capital changes		(3,141.57)	(3,528.28)
Changes in working capital			
Adjustments for (increase)/ decrease in operating assets		-	-
Inventories	6	-	(149.60)
Other Current Assets	9	(3.14)	(7.66)
Adjustments for increase/(decrease) in operating liabilities			
Employee benefit payable	13	-	(124.69)
Trade payable	14	82.66	77.59
Other financial liabilities	15	6.90	(97.20)
Other Current liabilities	16	1.90	2.59
		(3,053.25)	(3,827.24)
Net Income tax (paid) /refund	24	-	(839.83)
Net cash flow from/(used in) operating activities (A)		(3,053.25)	(4,667.06)
B. Cash flow from investing activities			
Payments for acquisition of plant, property & equipment		-	(33.50)
Net cash flow from/(used in) investing activities (B)		-	(33.50)
C. Cash flow from financing activities			
Proceeds from long term borrowings	12	(3,024.47)	2,813.81
Payment of Interest Expenses	21	-	-
Net cash flow from (used in)/ financing activities(C)		(3,024.47)	2,813.81
Net increase/(decrease)in cash and cash equivalents (A+B+C)	7	(28.78)	(1,886.76)
Cash and cash equivalents at the beginning of the year	7	136.35	2,023.10
Effect of exchange differences on restatement of foreign currency cash and cash equivalents		-	-
Cash and cash equivalents at the end of the year		107.57	136.35
Reconciliation of Cash and Cash equivalents with the Balance Sheet			
Cash and cash equivalents as per Balance Sheet (Ref Note 7)		107.57	136.35
Less Bank Balances not considered as Cash and cash equivalents as defined in AS 3 Cash Flow Statements		-	-
Net cash and cash equivalents (as defined in AS 3 Cash Flow Statements) included in Note. 7		107.57	136.35
Cash and Cash equivalents at the end of the year			
* Comprises			
(a) Cash on hand		9.55	23.65
(b) Balance with banks			
(i) In current Account		98.01	112.70
Material accounting policy information	3		

The notes referred to above form an integral part of these interim condensed financial statements

As per our report of even date attached

For and on behalf of the Board of Directors of
Cityman Limited**for NSVM & Associates**

Chartered Accountants

Firm registration number : 010072S

Santhosh Joseph Karimattom

Managing Director/CEO

DIN: 00998412

Juliana Santhosh

Director

DIN: 08551525

B. Manohar Babu

Partner

Membership Number: 221455

Place : Bengaluru

Date : 29th May 2025

Place : Bengaluru

Date : 29th May 2025

Place : Bengaluru

Date : 29th May 2025

Subramanian Vishnu

Company Secretary

Place : Bengaluru

Date : 29th May 2025

T.N. Sajeevan

Chief Financial Officer

Place : Bengaluru

Date : 29th May 2025

**CITYMAN LIMITED**

CIN:L52322KA1992PLC013512

Statement of change in equity

(All amounts in ₹ Thousands Unless otherwise stated)

A. Equity Share Capital

Particulars	Amount
Balance as at 1 st April 2024	1,17,011.00
Changes in Equity Share Capital due to prior period Errors	-
Restated balance at the beginning of the current reporting period	-
Changes in equity share capital during the current year	-
Balance as at 31st March 2025	1,17,011.00

Particulars	Amount
Balance as at 1 st April 2023	1,17,011.00
Changes in Equity Share Capital due to prior period Errors	-
Restated balance at the beginning of the current reporting period	-
Changes in equity share capital during the current year	-
Balance as at 31st March 2024	1,17,011.00

B. Other equity

Particulars	Reserves and surplus		Total
	Retained Earnings	Capital Reserve	
Balance as at 1st April 2023	(2,32,967.90)	56,938.53	(1,76,029.37)
Loss for the year	(3,531.69)	-	(3,531.69)
Remeasurement of actual gain or loss	-	-	-
Balance as at 31st March 2024	(2,36,499.59)	56,938.53	(1,79,561.06)
Balance as at 1st April 2024	(2,36,499.59)	56,938.53	(1,79,561.06)
Profit/(loss) for the year	(3,147.92)	-	(3,147.92)
Remeasurement of actual gain or loss	-	-	-
Balance as at 31st March 2025	(2,39,647.51)	56,938.53	(1,82,708.98)

Material accounting policy information

The notes referred to above form an integral part of these interim condensed financial statements

As per our report of even date attached

For and on behalf of the Board of Directors of
Cityman Limited**for NSVM & Associates**

Chartered Accountants

Firm registration number : 010072S

Santhosh Joseph Karimattom

Managing Director/CEO

DIN: 00998412

Juliana Santhosh

Director

DIN: 08551525

B. Manohar Babu

Partner

Membership Number: 221455

Place : Bengaluru

Date : 29th May 2025

Place : Bengaluru

Date : 29th May 2025

Subramanian Vishnu

Company Secretary

Place : Bengaluru

Date : 29th May 2025

Place : Bengaluru

Date : 29th May 2025

T.N. Sajeewan

Chief Financial Officer

Place : Bengaluru

Date : 29th May 2025

Notes to the Financial Statements

1. Company background

Cityman Limited was incorporated on 8th September 1992 vide CIN:L52322KA1992PLC013512 having its Registered Office at No.153 (Old No.43/35),2nd Floor, Promenade Road,2nd Cross, Frazer Town, Bengaluru-560005

The Company is primarily engaged in the business of manufacture and sale of readymade garments in India and contemplating in the business areas of Real Estate Development and Branded Readymade Garments

2. Basis of preparation of financial statements:

i) Statement of compliance

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) under historical cost convention on accrual basis as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

On March 24,2021 , the Ministry of Corporate Affairs (MCA) through a notification, amended Schedule III of the Companies Act,2013 and the amendment are applicable for financial periods commencing from 1st April,2021.The preparation of financial statements is after taking in to consideration the effect of the amended Schedule III, to the extent relevant to the presentation requirements of Division II of Schedule III .The company has also reclassified the previous year figures in accordance with the requirements applicable in the current year.

The financial statements were authorized for issue by the Company's Board of Directors on 29th May 2025.

3. Significant Accounting Policies

3.1 Functional and presentation currency

These financial statements are presented in Indian Rupees, which is also the Company's functional currency. All amounts have been rounded off to the nearest thousand rupees, unless otherwise indicated.

3.2 Basis of measurement

The financial statements have been prepared on a historical cost basis, except for certain investments in equity instruments which is measured at fair value.

3.3 Use of Estimates and judgments

In preparing these financials statements, management has judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, incomes and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis revisions to accounting estimates are recognized prospectively.

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a Material adjustment within the next financial year are included in the following notes:

3.4 Measurement of fair values

A number of the Company's accounting policies and disclosure require the measurement of fair values, for both financials and non-financial assets and liabilities.

The Company has an established control framework with respect to the measurement of fair values. This includes periodic review of all significant fair value measurement, including level 3 fair values.

The management regularly reviews significant unobservable inputs and valuation adjustments.

Notes to the Financial Statements

Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement

The Company recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Current vs. Non-Current Classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

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

3.5 Foreign currency

Foreign currency transactions

Transactions in foreign currencies are translated at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction.

Notes to the Financial Statements

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Exchange differences are recognized in profit or loss.

3.6 Financial instruments

(i) Recognition and initial measurement

Trade receivables and debt securities issued are initially recognized when they are originated. All other financial assets and financial liabilities are initially recognized when the Company becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

(ii) Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at

- amortised cost;
- Fair value through other comprehensive income (FVOCI) - debt investment;
- Fair value through other comprehensive income (FVOCI) - equity investment; or
- Fair value through profit & loss- (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Notes to the Financial Statements

Financial assets: Business model assessment

The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects way the business is managed and information is provided to management. The information considered includes :

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets.
- how the performance of the portfolio is evaluated and reported to the Company's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Company's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest.

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features;
- prepayment and extension features; and
- terms that limit the Company's claim to cash flows from specified assets (e.g. non-recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Notes to the Financial Statements

Financial assets: Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.

Financial assets: Subsequent measurement and gains and losses

Debt investments at FVOCI	These assets are subsequently measured at fair value. Interest income under the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit or loss.

Financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

(iii) Derecognition

Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

Notes to the Financial Statements

The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss.

(iv) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

3.7 Property, plant and equipment and other intangible assets

Property, plant and equipment:

PPE is shown at the original cost of acquisition or construction, including non-refundable taxes and duties (net of tax credits as applicable), interest on borrowing up to the period of time the Asset is available for its intended use, foreign exchange differences as per para 46A of AS 11 and other incidental expenses relating to the acquisition and installation of the particular asset at cost less accumulated depreciation and impairment, if any, as intended by the management. The company depreciates PPE, over their estimated life time using SLM.

Depreciation methods, useful life, residual values are reviewed periodically. Useful life of the assets is as prescribed in Schedule III.

Subsequent expenditure relating to PPE are capitalized only when it is probable that future economic benefits associated with these will flow to the company for a minimum period of 12 months and cost of the item can be measured reliably. Such assets are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Repairs and maintenance cost are recognized in the Statement of Profit & Loss when incurred.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Depreciation

Schedule II to the Companies Act 2013, requires systematic allocation of the depreciable amount on an asset over its useful life. The Depreciable amount of an Asset is the cost of the asset or other amount substituted for cost less its residual value. The Company has adopted useful life for various categories of Assets as specified in Part C of Schedule II of the Act. Part C of Schedule II also specifies that the residual value should be taken at not more than 5 % of the cost of the Asset. Depreciation is recognised on a straight-line basis over the estimated useful lives of assets.

b) Intangible Assets

Intangible assets that are acquired by the Company and that have finite useful lives are measured at cost less accumulated amortisation and accumulated impairment losses, if any. Subsequent expenditures are capitalised only when they increase the future economic benefits embodied in the specific asset to which they relate. Intangible assets are de-recognised either on their disposal or where no future economic benefits are expected from their use. Gain or loss arising on such de-recognition is recognised in Statement of profit or loss, and are measured as the difference between the net disposal proceeds, if any, and the carrying amount of respective intangible assets as on the date of de-recognition.

Amortisation

Amortisation is recognised on a straight-line basis over the estimated useful lives of intangible assets. Intangible assets that are not available for use are amortised from the date they are available for use. The estimated

Notes to the Financial Statements

useful life and the amortisation method for intangible assets with a finite useful life are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. The use life of the Intangible assets are as follows:

Retirement/Disposal:

An item of property, plant and equipment and intangible asset is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment and intangible asset is determined as the difference between the sales proceeds and the carrying amount of property, plant and equipment and intangible asset and is recognised in the Statement of profit or loss. Further in cases where the depreciation on the assets have been fully written off, the residual value of 5% or the value continued in the books are carried forward without applying further depreciation on the same.

Addition / Disposal of an asset:

In case of Addition/sale of asset including assets discarded, demolished or destroyed during the financial year, the depreciation on such asset shall be calculated on a pro rata basis from the date of such addition or as the case maybe upto the date such asset has been sold, discarded, demolished or destroyed.

3.8 Impairment

(i) Impairment of financial instruments

The Company recognises loss allowances for Expected credit losses on :

- financial assets measured at amortised cost and
- financial assets measured at FVOCI- debt investments.

At each reporting date, the Company assesses whether financial assets carried at amortised cost and debt securities at FVOCI are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or being past due for 180 days or more;
- the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

The Company measures loss allowances at an amount equal to lifetime expected credit losses, except for the following, which are measured as 12 month expected credit losses:

- debt securities that are determined to have low credit risk at the reporting date; and
- other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition

Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses.

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

Notes to the Financial Statements

12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Company is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward-looking information.

The Company assumes that the credit risk on a financial asset has increased significantly if it is more than 180 days past due.

The Company considers a financial asset to be in default when:

- the borrower is unlikely to pay its credit obligations to the Company in full, without recourse by the Company to actions such as realising security (if any is held); or
- the financial asset is 180 days or more past due.

Measurement of expected credit losses

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive).

Presentation of allowance for expected credit losses in the balance sheet.

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

(ii) Impairment of non-financial assets

The Company's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

Notes to the Financial Statements

The Company's corporate assets (e.g., central office building for providing support to various CGUs) do not generate independent cash inflows. To determine impairment of a corporate asset, recoverable amount is determined for the CGUs to which the corporate asset belongs.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss. Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

In respect of other assets for which impairment loss has been recognised in prior periods, the Group reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

3.9 Provisions

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost. Expected future operating losses are not provided for.

3.10 Onerous contracts

A contract is considered to be onerous when the expected economic benefits to be derived by the Company from the contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision for an onerous contract is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before such a provision is made, the Company recognizes any impairment loss on the assets associated with that contract.

3.11 Revenue

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Revenue from operations

Revenue is recognized upon transfer of control of residential units to customers and on completion of critical obligation as per the customer contract, in an amount that reflects the consideration the Company expects to receive. The Company shall determine the performance obligations associated with the contract with customers at contract inception and also determine whether they satisfy the performance obligation over time or at a point in time.

3.12 Inventory

Direct expenditure relating to construction activity is inventoried. Other expenditure (including borrowing costs) during construction period is inventoried to the extent the expenditure is directly attributable cost of bringing the asset to its working condition for its intended use. Other expenditure (including borrowing costs) incurred during the construction period which is not directly attributable for bringing the asset to its working condition for its intended use is charged to the statement of profit and loss. Direct and other expenditure is determined based on specific identification to the construction and real estate activity. Cost incurred/ items purchased specifically for projects are taken as consumed as and when incurred/ received.

Notes to the Financial Statements

3.13 Leases

The Company's lease asset classes primarily consist of leases for commercial buildings. The company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange of consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether

- a. the Contract involves the use of an identified asset
- b. the Company has substantially all of the economic benefits from use of the asset through the period of lease
- c. the Company has the right to direct the use of asset

Leases as Lessor

Leases for which the Company is a lessor is classified as a finance or operating lease. When ever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases. When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease. For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

Leases as Lessee.

The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability, adjusted for any lease payments made at or before the commencement date, less any lease incentives received, plus any initial direct costs incurred and an estimate of the costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located.

The right-of-use assets is subsequently measured at cost less accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the incremental borrowing rate applicable to the Company. Generally, Company uses its incremental borrowing rate as the discount rate. For leases with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole.

The Company recognises the amount of the re-measurement of lease liability as an adjustment to the right-of-use asset. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the re-measurement in profit and loss.

The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases of all assets that have a lease term of 12 months or less and leases of low-value assets. The Company recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

Notes to the Financial Statements

3.14 Recognition of dividend income, interest income or expense

Dividend income is recognised in profit or loss on the date on which the Company's right to receive payment is established

Interest income or expense is recognised using the effective interest method.

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

3.15 Income tax

Income tax comprises current and deferred tax. It is recognised in profit or loss except the extent that it relates to an item recognised directly in equity or in other comprehensive income.

(i) Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

(ii) Minimum alternate tax ('MAT')

Minimum Alternative Tax ('MAT') under the provisions of the Income-tax Act, 1961 is recognised as current tax in the statement of profit and loss. The credit available under the Act in respect of MAT paid is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the period for which the MAT credit can be carried forward for set-off against the normal tax liability. MAT credit recognised as an asset and classified under deferred tax unused tax credits to the extent that it is probable that future taxable profit will be available against of unused tax credits can be utilised. MAT credit is reviewed at each balance sheet date and written down to the extent the aforesaid convincing evidence no longer exists.

(iii) Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. In case of a history of recent losses, the Company recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax

Notes to the Financial Statements

assets—unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised. Deferred tax arising during the tax holiday period to the extent it is probable that it will be reversed during the tax holiday period has been ignored in computation of deferred tax.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

3.16 Borrowing cost

Borrowing costs are interest and other costs incurred in connection with borrowings of funds. Borrowing costs directly attributable to acquisition/ construction of qualifying assets are capitalised until the time all substantial activities necessary to prepare the qualifying assets for their intended use are complete. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use/ sale. All other borrowing costs not eligible for inventorisation/ capitalisation are charged to statement of profit and loss.

In case of extended periods during which activities necessary for bringing the asset ready for its intended use are not undertaken, the company suspends the capitalisation of borrowing cost to the asset.

However if the Company has a general borrowing, the interest attributable to the qualifying asset shall be capitalised at a capitalisation rate. The capitalisation rate shall be the weighted average of the borrowing cost applicable to the Company that are outstanding during the period, other than the borrowings made specifically for the purpose of obtaining the qualifying asset.

3.17 Earnings per share

The basic earnings/(loss) per share is computed by dividing the net profit/ (loss) attributable to owner's of the Company for the year by the weighted average number of equity shares outstanding during reporting period.

The number of shares used in computing diluted earnings/(loss) per share comprises the weighted average shares considered for deriving basic earnings/ (loss) per share and also the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

Dilutive potential equity shares are deemed converted as of the beginning of the reporting date, unless they have been issued at a later date. In computing diluted earnings per share, only potential equity shares that are dilutive and which either reduces earnings per share or increase loss per share are included.

3.18 Operating segments

In accordance with the requirements of Ind AS 108 - "Segment Reporting", the Company is primarily engaged in a business of leasing of office space and related interiors and has no other primary reportable segments. The Board of Directors of the Company allocate the resources and assess the performance of the Company, thus are the Chief Operating Decision Maker (CODM). The CODM monitors the operating results of the business as a single segment, hence no separate segment needs to be disclosed. Thus the segment revenue, segment result, total carrying amount of segment assets, total carrying amount of segment liabilities, total cost incurred to acquire segments assets, the total amount of charge for depreciation and amortisation during the year are all as reflected in the financial statements for the year ended 31 March 2025 and as on that date. As the Company operates in India only, hence no separate geographical segment is disclosed.

Notes to the Financial Statements

3.19 Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the group or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The contingent liability is not recognised in the books of accounts but its existence is disclosed in the financial statements.

3.20 Operating Cycle

The normal operating cycle in respect of operation relating to under construction real estate project depends on signing of agreement, size of the project, phasing of the project, type of development, project complexities, approvals needed and realisation of project into cash and cash equivalents which range from 2 to 4 years. Accordingly, project related assets and liabilities have been classified into current and non-current based on operating cycle of respective projects. All other assets and liabilities have been classified into current and non-current based on a period of twelve months.

3.21 Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank.

3.22 Statement of cash flows

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated.

3.23 Changes in accounting policies and disclosures

New and amended standards

The accounting policies adopted are consistent with those of the previous financial year, except for items disclosed below:

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standard) Second Amendment Rules 2024 dated 09 September 2024 to amend the following Ind AS which are effective from 09 September 2024.

Ind AS 116 – Leases

On 9 September 2024, the Ministry of Corporate Affairs issued amendments to Ind AS 116 concerning sale and leaseback transactions. The amendment impact how a seller-lessee accounts for variable lease payments that arise in a sale and leaseback transaction. The amendments introduce a new accounting model for variable payments and will require seller-lessees to reassess and potentially restate sale and leaseback transactions.

There were certain amendments to standards and interpretations which are applicable for the year ended 31 March 2025, but either the same are not relevant or do not have an impact on the financial statements of the Company. The Company has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

Ind AS 117 Insurance Contracts

The Ministry of Corporate Affairs has issued a notification dated 12 August 2024 introducing Ind AS 117, Insurance Contracts for accounting of insurance contracts which replaces the current standard Ind AS 104, Insurance Contracts. The amendments are applicable with effect from 12 August 2024.

Notes to the Financials Statements

(All amounts in ₹ Thousands Unless otherwise stated)

Additionally, amendments have been made to Ind AS 101, First-time Adoption of Indian Accounting Standards, Ind AS 103, Business Combinations, Ind AS 105, Non current Assets Held for Sale and Discontinued Operations, Ind AS 107, Financial Instruments: Disclosures, Ind AS 109, Financial Instruments and Ind AS 115, Revenue from Contracts with Customers to align them with Ind AS 117. The amendments also introduce enhanced disclosure requirements, particularly in Ind AS 107, to provide clarity regarding financial instruments associated with insurance contracts.

The Ministry of Corporate Affairs has issued a clarification dated 28 September 2024 that an insurer or insurance company may provide its financial statement as per Ind AS 104 for the purposes of consolidated financial statements of its parent, investor, or venturer till the IRDAI has notified Ind AS 117.

4. Property, Plant and Equipment

Reconciliation of carrying amount for the year ended 31 March 2024 and 31 March 2025

Particulars	Office Equipment	Furniture & Fixtures	Plant and Machinery	Total
Gross carrying amount (deemed cost):				
Balance as at 1st April 2023	122.61	628.07	88.11	838.79
Additions			33.50	33.50
Deletions				
Balance as at 31st March 2024	122.61	628.07	121.61	872.29
Balance as at 1st April 2024	122.61	628.07	121.61	872.29
Additions			-	-
Deletions				
Balance as at 31st March 2025	122.61	628.07	121.61	872.29
Accumulated Depreciation				
Balance as at 1st April 2023	114.88	598.12	88.11	801.11
Depreciation for the year			3.41	3.41
Disposals				
Balance as at 31st March 2024	114.88	598.12	91.52	804.52
Balance as at 1st April 2024	114.88	598.12	91.52	804.52
Depreciation for the year			6.36	6.36
Disposals				
Balance as at 31st March 2025	114.88	598.12	97.88	810.88
Carrying amounts (net):				
As at 31 March 2024	7.73	29.95	30.09	67.77
As at 31 March 2025	7.73	29.95	23.74	61.41

5. Other non-current financial assets

Particulars	As at 31st March 2025	As at 31 March 2024
Unsecured, Considered good	1,200.00	1,200.00
(a) Security Deposit (Refer Note Below)		
	1200.00	1200.00

Note - 1 :

The Security Deposit of ₹ 12,00,000/- paid for 99 years use of trade mark "CITYMAN " in 1992 to M/s. S.S. Agencies, a firm in which the Managing director and their relatives are interested. The Company is not using the Trademark hence, the security deposit paid towards the Trademark is shown at Cost

Notes to the Financials Statements

(All amounts in ₹ Thousands Unless otherwise stated)

6. Inventories

The Inventories has been carried at cost or NRV whichever is lower

Particulars	As at 31st March 2025	As at 31 March 2024
(a) Projects under development (Refer Note Below)	73,271.40	73,271.40
(b) Finished Goods	149.60	149.60
	73,421.00	73,421.00

Note - 2 :

(1) Inventories of ₹ 73,271.40/- (in 000's) is expected to be recovered after more than 12 months.

(2) The company has purchased a property at Panangad, Ernakulam, Kerala for residential township development. The company has to buy further land to get advantages of better access to the site and higher realisation at the time of sale.

7. Cash and cash equivalents

Particulars	As at 31st March 2025	As at 31 March 2024
(a) Balances with banks Current account	98.01	112.70
(b) Cash on hand	9.55	23.65
Total	107.57	136.35

8. Other Financial Assets

Particulars	As at 31st March 2025	As at 31 March 2024
(a) Rental Deposit	450.00	450.00
Asset Total	450.00	450.00

9. Other Current Assets

Particulars	As at 31st March 2025	As at 31 March 2024
(a) Advances other than capital advances	66.68	66.50
(c) Input Tax Credit	10.80	7.84
Asset Total	77.48	74.34

10. Share Capital

Particulars	As at 31st March 2025	As at 31 March 2024
Authorised capital 2,50,00,000(Previous year: 2,50,00,000) equity shares of Rs 10 each	2,50,000.00	2,50,000.00
Issued, subscribed and paid-up 1,17,01,100(Previous year: 1,17,01,100) equity shares of Rs 10 each, fully paid-up	1,17,011.00	1,17,011.00
	1,17,011.00	1,17,011.00

Notes to the Financials Statements

(All amounts in ₹ Thousands Unless otherwise stated)

Notes:

(a) **Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year :**

Particulars	As at 31 st March 2025		As at 31 March 2024	
	No.of Shares	In ₹	No. of shares	In ₹
Number of equity shares outstanding at the beginning of the year	1,17,01,100.00	1,17,011.00	1,17,01,100.00	1,17,011.00
Number of equity shares issued during the year				
Number of equity shares outstanding at the end of the year	1,17,01,100.00	1,17,011.00	1,17,01,100.00	1,17,011.00

(b) Rights, preferences and restrictions attached to equity shares:

- i. The Company has only one class of shares referred to as equity shares having par value of Rs 10 each.
- ii. Each shareholder is eligible for one vote per share held.
- iii. Dividends are to be approved in the General Meetings based on and not exceeding the recommendation of the Board of Directors.
- iv. (iv)In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company in proportion to their shareholding.
- v. Each Share holder has a right to inspect the statutory registers of the company as per the provisions of the companies act, 2013.
- vi. Each and every share holder has a right to participate in the share holders' meetings as and when called by the company subject to provisions of the Companies Act, 2013.

(c) **Equity shareholders holding more than 5 percent shares in the Company:**

Particulars	As at 31 st March 2025		As at 31 March 2024	
	No.of Shares	% holding	No. of shares	% holding
Santhosh Joseph Karimattom	77,20,312	65.98%	77,20,312	65.98%
	77,20,312	65.98%	77,20,312	65.98%

(d) **Shareholding of Promoters**

Particulars	As at 31 st March 2024		As at 31 March 2023	
	No.of Shares	% holding	No. of shares	% holding
Santhosh Joseph Karimattom	77,20,312	65.98%	77,20,312	65.98%
Juliana Santhosh	2,28,675	1.95%	2,28,675	1.95%
Annamma Joseph	2,25,668	1.93%	2,25,668	1.93%
Sobha Sajan	2,21,667	1.89%	2,21,667	1.89%
Emmanuel Pallath	4,500	0.04%	4,500	0.04%
Joseph Sajan	500	0.00	500	0.00
John Sajan	500	0.00	500	0.00
Zena Emmanuel Pallath	300	0.00	300	0.00
Sajani Toby	10	0.00	10	0.00
	84,02,132	71.81%	84,02,132	71.81%

(e) Shares reserved for issue under options & contracts/commitments for sale of shares /disinvestment, including the terms & amounts - NIL

(f) For period of 5 years immediately preceding the balance sheet date.

- Allotted as fully paid up by way of bonus shares - NIL
- Bought back - NIL
- For consideration other than cash - NIL

(g) Securities convertible into equity /preference shares issued - NIL

(All amounts in ₹ Thousands Unless otherwise stated)

(h) No Calls Unpaid

(i) Issue of securities made for a specific purpose at the balance sheet date - NIL

Notes to the Financials Statements

(All amounts in ₹ Thousands Unless otherwise stated)

11. Other Equity

Particulars	As at 31st March 2025	As at 31 March 2024
Reserves and surplus*		
Capital Reserve		
Opening balance	56,938.53	56,938.53
Add: Additions for the year	-	-
Transferred from surplus in Statement of Profit and Loss	-	-
Others	-	-
Less: Utilised / transferred during the year	-	-
Closing Balance	56,938.53	56,938.53
Retained Earnings (Refer Note Below)		
Opening balance	(2,36,499.59)	(2,32,967.90)
Add: Profit/(loss) for the year	(3,147.92)	(3,531.69)
Closing balance	(2,39,647.51)	(2,36,499.59)
	(1,82,708.98)	(1,79,561.06)

* Refer Statement of changes in equity for movement in other equity balances.

NOTE - 3 : Retained earnings

The cumulative gain or loss arising from the operations which is retained by the Company is recognised and accumulated under the heading of retained earnings. At the end of the year, the profit/(loss) after tax is transferred from the statement of profit and loss to the retained earnings account.

Net of capital subsidy of Rs.958000/- received from Department of Industries, Government of Karnataka

12. Non-Current Borrowings

Particulars	As at 31st March 2025	As at 31 March 2024
Unsecured		
(a) Loan from Director (Refer Note Below)	1,39,782.73	1,36,758.26
	1,39,782.73	1,36,758.26

NOTE - 4 :

The above loan is from Mr. Santhosh Joseph Karimattom, Managing director, Rs. 13,97,82,731/- as at 31stMarch, 2025 and as at 31st March,2024 (Rs.13,67,58,262/-). The above loan is an interest free loan and the same is payable on demand.

13. Provisions

Particulars	As at 31st March 2025	As at 31 March 2024
(a) Provision for Employee Benefits		
Provision for gratuity	815.64	815.64
Employee benefit payable - Bonus	114.22	114.22
	929.86	929.86

14. Trade Payables

Particulars	As at 31st March 2025	As at 31 March 2024
Trade Payables		
Dues to Micro, small and Medium Enterprise	145.25	62.59
Dues to other than Micro small and Medium Enterprise	15.00	15.00
	160.25	77.59

Notes to the Financial Statements

(All amounts in ₹ Thousands Unless otherwise stated)

Outstanding for following periods from due date of payment					
Particulars	Less than 1 year	1-2 Years	2-3 Years	More than 3 years	Total
(i) Micro, Small and Medium Enterprises (MSME)	82.66	62.59	-	-	145.25
(ii) Others	15.00				15.00
(iii) Disputed Dues - Micro, Small and Medium Enterprises (MSME)	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-

Due to Micro, Small and Medium Enterprises

The Ministry of Micro, Small and Medium Enterprises has issued an office memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum in accordance with the 'Micro, Small and Medium Enterprises Development Act, 2006' ('the MSMED Act'). Accordingly, the disclosure in respect of the amounts payable to such enterprises as at 31 March 2025 has been made in the financial statements based on information received and available with the Company. Further in view of the Management, the impact of interest, if any, that may be payable in accordance with the provisions of the MSMED Act is not expected to be material. The Company does not have any principal or interest dues to micro and small enterprises as at 31 March 2025 other than Rs.145.25 thousands (31 March 2024:62.59 thousands)

15. Other Financial Liabilities

Particulars	As at 31st March 2025	As at 31 March 2024
(a) Other Liabilities		
Salary Payable	126.30	119.40
	126.30	119.40

16. Other Current Liabilities

Particulars	As at 31st March 2025	As at 31 March 2024
(a) Statutory Liabilities	16.29	14.39
	16.29	14.39

17. Revenue from Operations

Particulars	For the year ended 31st March 2025	For the year ended 31 March 2024
(a) Revenue from Operations	-	-
	-	-

18. Purchase of Stock in Trade

Particulars	For the year ended 31st March 2025	For the year ended 31 March 2024
Purchase of Stock in Trade	-	152.60
	-	152.60

Notes to the Financials Statements

(All amounts in ₹ Thousands Unless otherwise stated)

19. Changes in inventories of finished goods, work-in-progress and stock-in-trade

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
(a) Inventories at the beginning of the year:	-	-
(i) Finished Goods	-	-
(ii) Work in Progress	-	-
(iii) Stock in Trade	-	-
(b) Inventories at the end of the year:		
(i) Finished Goods	-	-
(ii) Work in Progress	-	-
(iii) Stock in Trade	-	149.60
	-	149.60

20. Employee Benefit Expense

Particulars	For the year ended 31st March 2025	For the year ended 31 March 2024
Salaries & Wages	1,603.20	1,773.10
	1,603.20	1,773.10

21 Other Expenses

Particulars	For the year ended 31st March 2025	For the year ended 31 March 2024
(a) Advertisement	251.50	347.50
(b) Rates and Taxes	529.79	584.56
(c) Legal and Professional Fees	476.76	393.01
(d) Travelling and Conveyance	54.02	157.17
(e) Printing and Stationery	92.96	76.16
(f) Staff Welfare Expenses	3.11	-
(g) AGM Expenditure	60.20	-
(h) Rent	60.00	60.00
(i) Communication, postage and courier	2.08	95.22
(j) Miscellaneous Expenses	8.00	38.56
	1,538.37	1,752.18

The rental agreement between the Company and the landlord is for a period of 11 months, hence the lease qualifies as a short term lease as per Ind AS 116 and hence the lease payments are recorded on actual basis in the statement of profit and loss.

22. Contingent liabilities and capital commitments

Particulars	As at 31st March 2025	As at 31 March 2024
Contingent Liabilities		
Income Tax Dispute	-	-
Capital commitments		
Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for	-	-

Notes to the Financials Statements

(All amounts in ₹ Thousands Unless otherwise stated)

23. Auditor's remuneration excluding goods and service tax (included in legal and professional fees)

Particulars	As at 31st March 2025	As at 31 March 2024
As auditor		
- Statutory Audit & Tax Audit	59.00	68.00
- Limited Review	20.00	-
-Other services	17.00	-
	96.00	60.00

24 Income tax

A. Amounts recognised in statement of profit and loss

Particulars	As at 31st March 2025	As at 31 March 2024
Current Income Tax:	-	-
Current income tax charge	-	-
Tax expenses related to earlier years	-	-
Deferred tax	-	-
Minimum Alternate Tax Credit Entitlement	-	-
Excess of tax liability under Minimum Alternate Tax over Normal Provisions as per Income Tax 1961	-	-
Income tax (credit) / expense reported in the statement of profit or loss	-	-

B. Reconciliation of tax expense and accounting profit multiplied by India's domestic tax rate

Particulars	As at 31st March 2025	As at 31 March 2024
Profit/(Loss) before tax	(3,147.92)	(3,531.69)
Domestic tax rate	25.17%	25.17%
Tax using the Company's domestic tax rate	(792.27)	(888.86)
Effect of:		
On account of depreciation, permanent difference and previous year losses set off	(0.48)	5.59
Current year losses for which no deferred tax asset is recognised	(791.79)	(894.44)
Tax expenses reported in the statement of profit or loss	(792.27)	(888.86)

C. Unrecognised deferred tax assets

Deferred tax assets have not been recognised in respect of the following items, because it is not probable that future taxable profit will be available against which the Company can use the benefits there from:

Particulars	As at 31st March 2025	As at 31 March 2024
Unabsorbed business losses*	6,588.90	3,438.45
Unabsorbed depreciation losses**	9.40	4.96
	6,598.30	3,443.43

* The unabsorbed business loss can be carried forward only for a period of 8 years from the year they arise.

Notes to the Financials Statements

(All amounts in ₹ Thousands Unless otherwise stated)

** The unabsorbed depreciation loss can be carried forward for a period any number of years from the year they arise.

25. Earnings per share

Basic EPS amounts are calculated by dividing the loss for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year. The Company has no potentially dilutive instruments.

i) Reconciliation of earnings used in calculating earnings per share:

Particulars	As at 31st March 2025	As at 31 March 2024
Total comprehensive income as per statement of profit and (loss)	(3,147.92)	(3,531.69)
Net profit/(loss) for basic and diluted earnings	(3,147.92)	(3,531.69)

ii) Reconciliation of basic and diluted shares used in computing earnings per share –

Particulars	As at 31st March 2025	As at 31 March 2024
Number of equity shares at the beginning of the year	1,17,01,100.00	1,17,01,100.00
Add: Weighted average number of equity shares issued during the year	-	-
Number of weighted average equity shares considered for calculation of basic and diluted earnings per share	1,17,01,100.00	1,17,01,100.00

iii) Earnings per share:

Particulars	As at 31st March 2025	As at 31 March 2024
Basic and dilutive*	(0.27)	(0.30)

*The Company has no potential dilutive instruments.

26. Expenditure on corporate social responsibility activities

Since the Company does not meet the criteria specified in Section 135 of the Companies Act, 2013, the Company is not required to spend any amount on activities related to corporate social responsibility for the year ended March 31, 2025.

27. Segment reporting

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses and for which discrete financial information is available. The operating segments' operating results are reviewed by the Chief Operating Decision Maker (Board of Directors) to make decisions about resources to be allocated to the segments and assess their performance. The Company's business activities fall within one component (namely, "development, rental and maintenance of serviced residence"). However, the Company has not commenced its operations as at the year end.

28. Related parties disclosures

Names of related parties and description of relationship:

a) Enterprises over which key managerial personnel and relatives significant influence.

Bannerghatta farms
Vasantha farms
SJK farms

Notes to the Financials Statements

(All amounts in ₹ Thousands Unless otherwise stated)

City Projects and Developers
 City Projects and Entertainment Private Limited
 Heco Panelling Systems Private Limited

Concerns of key managerial personnel and their relatives :
 Diode Tailors

Key management personnel

Santhosh Joseph Karimattom - Managing Director
 Chettupuzhakaran Francis Joe – Director (Till 30.09.2024)
 Anupkumar – Director (w.e.f 30.09.2024)
 Juliana Santhosh - Director
 Anthony Bernard Amos Paul – Director (w.e.f 30.09.2024)
 Moolayil Sebastian Roy – Director (w.e.f 30.09.2024)
 Mathai Chacko – Director (Till 24.09.2024)
 Mohammed Salim K – Company Secretary (Till 03.10.2023)
 Subramanian Vishnu, Company Secretary (w.e.f 03.10.2023)
 T.N. Sajeevan - Chief Financial Officer

b. Related party transactions:

Nature of Transaction	Related Party	For the year ended 31st March 2025	For the year ended 31 March 2024
Salary	T.N. Sajeevan	871.20	792.00
	Muhammed Salim K	-	175.00
	Subramanian Visnu	300.00	125.00
Payment of Non-Current Borrowings	Santhosh Joseph Karimattom	331.83	-
Receipt of Non-Current Borrowings	Santhosh Joseph Karimattom	3,024.47	2,813.81

Notes to the Financials Statements

(All amounts in ₹ Thousands Unless otherwise stated)

Amounts outstanding as at the balance sheet date:

Particulars	Related Party	For the year ended 31st March 2025	For the year ended 31 March 2024
Non-Current Borrowings			
Loan From Director	Santhosh Joseph Karimattom	1,39,782.73	1,36,758.26

For and on behalf of the Board of Directors
of Cityman Limited

for NSVM & Associates

Chartered Accountants
Firm registration number : 010072S

Santhosh Joseph Karimattom

Managing Director/CEO
DIN: 00998412

Juliana Santhosh

Director
DIN: 08551525

B. Manohar Babu

Partner
Membership Number: 221455

Place : Bengaluru
Date : 29th May 2025

Subramanian Vishnu
Company Secretary

Place : Bengaluru
Date : 29th May 2025

Place : Bengaluru
Date : 29th May 2025

T.N. Sajeevan
Chief Financial Officer

Place : Bengaluru
Date : 29th May 2025

Place : Bengaluru
Date : 29th May 2025

Notes to the Financials Statements

(All amounts in ₹ Thousands Unless otherwise stated)

29. Financial risk management

The Company has exposure to following risks arising from financial instruments-

- market risk [refer (a) below]
- credit risk [refer (b) below]
- liquidity risk [refer (c) below]

Risk management framework

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment.

a) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices, which will affect the Company's income or the value of its holdings of financial instruments.

The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Currency risk

Majority of the transactions entered into by the Company are denominated in INR. Accordingly, the Company does not have any currency risk.

Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company have borrowings during the year from its Directors, which is also interest free. Hence, the Company is not exposed to significant interest rate risk as at the respective reporting dates.

Price risk

Price risk is the risk of fluctuations in the value of assets and liabilities as a result of changes in market prices of investments. The Company has no exposure to equity securities price risk and is not exposed to commodity price risk.

b) Credit risk

Credit risk is the potential financial loss resulting from the failure to settle its financial and contractual obligations, as and when they fall due, The company does not have any receivable during the year.

The Company establishes an allowance account for impairment that represents its estimate of losses in respect of trade and other receivables. The allowance account is used to provide for impairment losses. Subsequently when the Group is satisfied that no recovery of such losses is possible, the financial asset is considered irrecoverable and the amount charged to the allowance account is then written off against the carrying amount of the impaired financial asset.

Cash at bank are placed with financial institutions which are regulated.

As at the reporting date, there is no significant concentrations of credit risk. The maximum exposure to credit risk is represented by the carrying value of each financial asset on the Balance Sheet.

Notes to the Financials Statements

(All amounts in ₹ Thousands Unless otherwise stated)

Cash and cash equivalents (including bank balances and fixed deposits with banks):

Credit risk on cash and cash equivalent is limited as the Company generally transacts with banks and financial institutions with high credit ratings assigned by international and domestic credit rating agencies.

(c) Liquidity Risk

Liquidity is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing the liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. This is generally carried out by the Management of the Company in accordance with practice and limits set by the Company. In addition, the Company's liquidity management policy involves projecting cash flows and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

The company not exposed to liquidity risk, the directors of the Company are well capable of funding the regular and future expansion requirement of the company.

Particulars	Carrying amount as at	Contractual Cash Flows				
		Total	Within 1 year	1 – 3 years	3 – 5 years	'> 5 years
As at 31 st March 2025						
Borrowings – Non-current	1,39,782.73	1,39,782.73				1,39,782.73
As at 31 st March 2024						
Borrowings – Non-current	1,36,758.26	1,36,758.26				1,36,758.26

30. Financial instruments - Fair values and risk measurement

The carrying value and fair value of financial instruments by categories are as below:

	Carrying Value as at		Fair Value at	
	As at 31 st March 2025	As at 31 st March 2024	As at 31 st March 2025	As at 31 st March 2024
Financial Assets				
Financial assets measured at amortised cost				
Other financial assets	450.00	450.00	450.00	450.00
Other Non-current financial asset	1,200.00	1,200.00	1,200.00	1,200.00
Cash and cash equivalents	107.57	136.35	107.57	136.35
Total assets	1,757.57	1,786.35	1,757.57	1,786.35
Financial liabilities				
Financial liabilities measured at amortised cost				
Other financial liabilities (Other Expenses)	126.30	119.40	126.30	119.40
Trade Payables	160.25	77.59	160.25	77.59
Loan from Related Party	1,39,782.73	1,36,758.26	1,39,782.73	1,36,758.26
Total liabilities	1,40,069.28	1,36,955.25	1,40,069.28	1,36,955.25

Notes to the Financials Statements

(All amounts in ₹ Thousands Unless otherwise stated)

Note:

Fair value hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

Transfers between Level 1, Level 2 and Level 3

There were no transfers between Level 1, Level 2 or Level 3 during the year ended 31 March 2025 and 31 March 2024 respectively.

31. Capital management

For the purpose of the Company’s capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders. The primary objective of the Company’s capital management is to maximise the shareholder value.

The Company's policy is to maintain share capital at its minimum Management monitors the return on capital.

In order to maintain or adjust the capital structure, the company may issue new shares or sell assets to reduce debt. Consistent with others in the industry, the company monitors capital on the basis of the following gearing ratio:

Net debt (total borrowings net of cash and cash equivalents) divided by total equity (as shown in the balance sheet)

(a) Gearing Ratio :

Particulars	As at 31st March 2025	As at 31 March 2024
Net debt (A)	1,40,907.86	1,37,763.15
Total equity(B)	(65,697.98)	(62,550.06)
Capital and net debt	75,209.88	72,213.09
Net debt to equity ratio	2.14	2.20

The company evaluates the performance based earning before interest, tax, depreciation and amortisation:

32. Additional Regulatory Information

- I. The title deeds to land and building as disclosed under Property, Plant and Equipment are held in the name of the Company.
- II. There are no proceedings that have been initiated or pending against the Company for holding any any benami property under the Benami Transactions (Prohibitions) Act, 1988 (45 of 1988) and the Rules made thereunder.
- III. The Company has no borrowings from banks or financial institutions on the basis of security of current assets, hence for the year ended March 2025, the Company is not required to file any quarterly statements or returns with Banks and Financial Institutions.
- IV. The Company has not availed any borrowings from banks or financial institutions on the basis of security of current assets for the year ended March 2025. The quarterly return and statements filed by the company with Banks or Financial Institutions are in agreement with the books of accounts.

Notes to the Financials Statements

(All amounts in ₹ Thousands Unless otherwise stated)

- V. The Company has not been declared as a willful defaulter by any bank or financial institution or any other lender
- VI. The Company has no transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.
- VII. The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- VIII. The company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.
- IX. Scheme of Arrangements
There are no scheme of arrangements that have been approved by the competent authority in terms of Section 230 to 237 of Companies Act,2013
- X. The Company has not traded or invested in Crypto Currency or Virtual Currency during the financial year ended 31st March 2025.
- XI. Utilisation of Borrowed Funds and Share premium
 - (A) The Company has not advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”) with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries).
 - (B) The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

The Company declares that the Relevant Provisions of the FEMA Act ,1999 and Companies Act have been Complied with and are not in violation of the Prevention of Money-Laundering Act ,2002.

33. Analytical Ratios

(a) Ratios for the year ended 31st March 2025

Ratios	Numerator	Denominator	Ratio as at 31 March 2025	Ration as at 31 March 2024	% Variance	Reason for Variance
a. Current Ratio	Current Assets	Current Liabilities	244.54	350.47	(30.22)	Refer point (A) below
b. Debt- Equity Ratio	Total Debt	Total Equity	(2.13)	(2.19)	(2.69)	N A
c. Debt Service Coverage Ratio.	EBIT	Interest + Principal Repayment	-	-	-	Refer Point (C) below
d. Return on Equity Ratio	Net Profit	Share Holder's Equity	(0.05)	(0.06)	(15.51)	-
e. Inventory Turnover Ratio	Cost of goods sold	Average Inventory	-	-	-	Refer Point (C) below
f. Trade Receivables Turnover Ratio	Credit Sales	Average Accounts receivables	-	-	-	Refer Point (C) below
g. Trade Payables Turnover Ratio	Credit Purchases	Average accounts payables	-	-	-	Refer Point (C) below
h. Net Capital Turnover Ratio	Turnover	Working Capital of current period	-	-	-	Refer Point (C) below
i. Net Profit Ratio	Net Profit	Revenue From Operations	-	-	-	Refer Point (C) below
j. Return on capital employed	EBIT	Total Equity + Borrowings	(0.04)	(0.05)	(10.90)	Refer Point (A) below
k. Return on Investment	EBIT	Total Equity	-	-	-	Refer Point (C) below

Notes to the Financials Statements

(All amounts in ₹ Thousands Unless otherwise stated)

Point (A) - The variance is on account of increase in borrowings from Director.

Point (B) - The variance is on account of losses incurred during the year.

Point (C) - The company has not made any sales / purchases / repayments of borrowings / interest payment during the years and hence reporting under this clause is not applicable to the company.

(b) Ratios for the year ended 31st March 2024

Ratios	Numerator	Denominator	Ratio as at 31 March 2024	Ratio as at 31 March 2023	% Variance	Reason for Variance
a. Current Ratio	Current Assets	Current Liabilities	350.47	70.97	(79.75)	The improvement in current ratio is due to the reduction in Income Tax Liability
b. Debt- Equity Ratio	Total Debt	Total Equity	(2.19)	(2.27)	3.80	N A
c. Debt Service Coverage Ratio	EBIT	Interest + Principal Repayment	-	-	-	NA
d. Return on Equity Ratio	Net Profit	Share Holder's Equity	0.06	(0.40)	(795.57)	Refer Point (A) Below
e. Inventory Turnover Ratio	Cost of goods sold	Average Inventory	-	-	-	-
f. Trade Receivables Turnover Ratio	Credit Sales	Average accounts receivables	-	-	-	-
g. Trade Payables Turnover Ratio	Credit Purchases	Average accounts payables	-	-	-	-
h. Net capital Turnover Ratio	Turnover	Working Capital of current period	-	1.50	-	Refer Point (A) Below
i. Net Profit Ratio	Net Profit	Revenue From Operations	-	0.27	-	Refer Point (A) Below
j. Return on capital employed	EBIT	Total Equity + Borrowings	(0.05)	0.43	(993.24)	Refer Point (A) Below
k. Return on Investment	EBIT	Total Equity	-	-	-	Refer Point (A) Below

Point (A) - The variance is on account of land being sold and repayment of loan to Director during F Y 2022-23.

34. Other Notes

Previous year figures have been regrouped and reclassified wherever necessary to make them comparable to current year figures.

Confirmations in respect of some of the receivables/sundry creditors have been received. Where ever confirmations in respect of these are not received, they are subject to confirmations/reconciliations or adjustments if any.

Notes to the Financials Statements

(All amounts in ₹ Thousands Unless otherwise stated)

The notes referred to above form an integral part of these financial statements

As per our report of even date attached

For and on behalf of the Board of Directors
of **Cityman Limited**

for NSVM & Associates

Chartered Accountants

Firm registration number : 010072S

Santhosh Joseph Karimattom

Managing Director/CEO

DIN: 00998412

Juliana Santhosh

Director

DIN: 08551525

B. Manohar Babu

Partner

Membership Number: 221455

Place : Bengaluru

Date : 29th May 2025

Place : Bengaluru

Date : 29th May 2025

Place : Bengaluru

Date : 29th May 2025

Subramanian Vishnu

Company Secretary

Place : Bengaluru

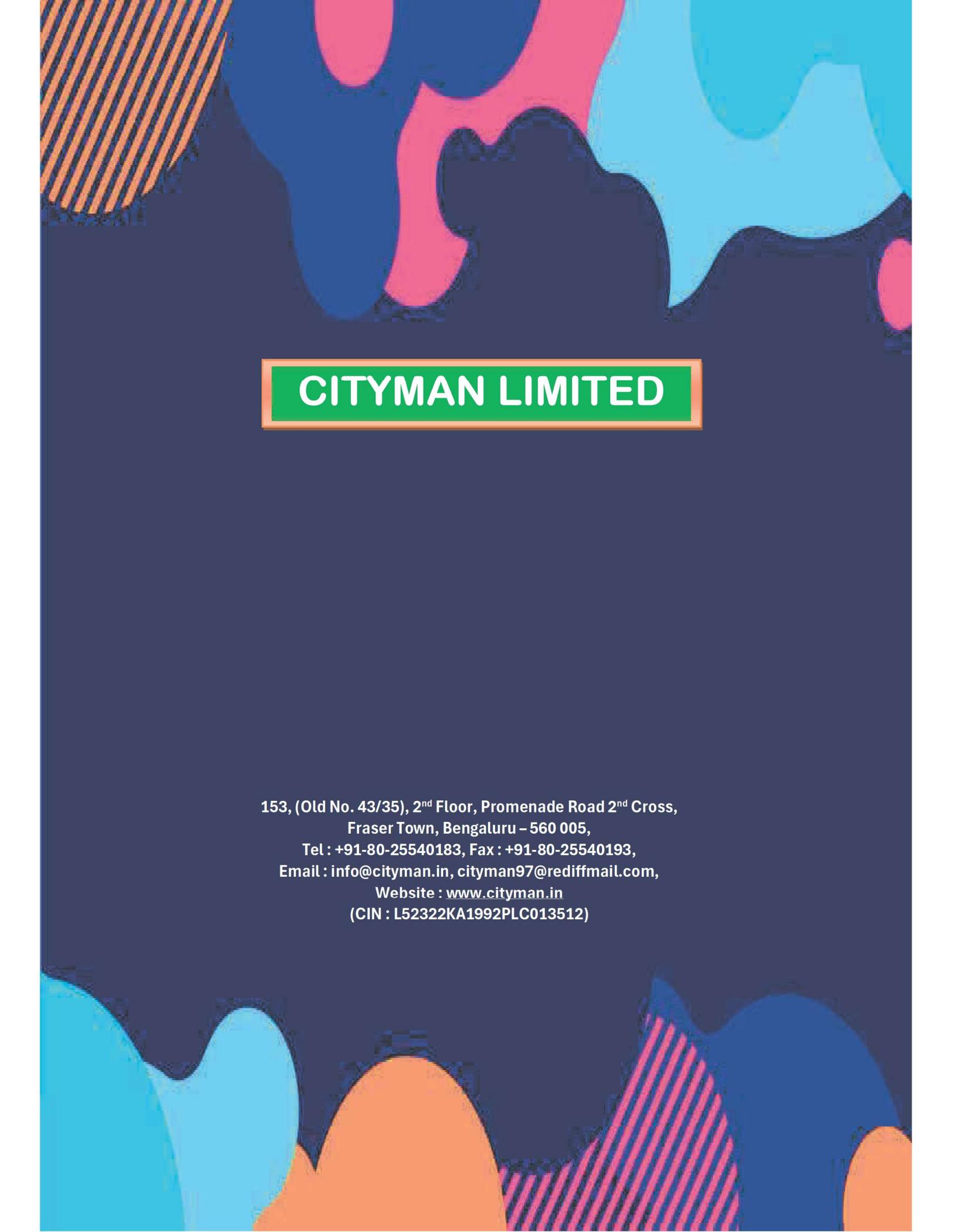
Date : 29th May 2025

T.N. Sajeewan

Chief Financial Officer

Place : Bengaluru

Date : 29th May 2025



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Email : info@cityman.in, cityman97@rediffmail.com,
Website : www.cityman.in
(CIN : L52322KA1992PLC013512)