



May, 29 2025

**To,**

**The Manager,  
Listing Department  
BSE Limited  
PhirozeJeeJeeBhoy Towers  
Dalal Street  
Mumbai-400001**

**Script Code: 521210**

**Dear Sir,**

**Sub: Annual Secretarial Compliance Report for the Financial Year ended 31<sup>st</sup>  
March 2025**

In compliance with Regulation 24A of SEBI(Listing Obligations and Disclosure Requirements) Regulations,2015, please find enclosed herewith the Annual Secretarial Compliance Report issued to the Company by Pramil Dev, Practicing Company Secretary for the year ended 31<sup>st</sup> March 2025.

Thanking You

Yours faithfully

**For CITYMAN LIMITED**

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

**CITYMAN LIMITED**

REGD OFFICE : 153 (OLD NO. 43/35) 2ND FLOOR, PROMENADE ROAD 2ND CROSS, FRASER TOWN,  
BENGALURU - 560 005.Email:info@cityman.in,cityman97@rediffmail.com website :www.cityman.in

PH: +91-80-25540183, FAX : +91-80-25540193

**CIN : L52322KA1992PLC013512**



PRAMIL DEV  
**Practicing Company Secretary**

No.3/6-4, Second Floor, 3rd  
Cross, 2nd Block, Koramangala  
Hosur Main Road, Madiwala,  
Bangalore – 560068  
Mob: 8722297222  
Email: cspramil@gmail.com

To

**CITYMAN LIMITED**

NO. 153, (OLD NO. 43/35), 2ND FLOOR,  
PROMENADE ROAD 2ND CROSS, FRAZER TOWN,  
BANGALORE, KARNATAKA, INDIA, 560005

Sir

**Annual Secretarial Compliance Report for the Financial Year 2024-25**

I have been engaged by CITYMAN LIMITED (hereinafter referred to as 'the Company') bearing CIN: L52322KA1992PLC013512 whose equity shares are listed on BSE Limited (Script Code: 521210) to issue the Annual Secretarial Compliance Report in terms of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, read with SEBI's Circular No. C/R/CFD/CA/D1/27/2019 dated 8<sup>th</sup> February, 2019.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and Circulars/Guidelines issued thereunder from time to time and to ensure that the systems are adequate and are operating effectively.

My responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and Circulars/Guidelines issued thereunder from time to time and issue a report thereon.



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My certification was conducted in accordance with the Guidance Note on Annual Secretarial Compliance Report issued the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose.

Annual Secretarial Compliance Report is enclosed.



**PRAMIL DEV**

**Practicing Company Secretary**

**Membership No. A26632**

**CP. No. 9821**



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**ANNUAL SECRETARIAL COMPLIANCE REPORT  
OF  
CITYMAN LIMITED  
(CIN: L52322KA1992PLC013512)  
FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup>MARCH' 2025  
[Pursuant to Regulation 24A (2) read with SEBI (Listing Obligations and  
Disclosures Requirements) (Second Amendment) Regulations, 2021]**

To

**CITYMAN LIMITED**

CIN: L52322KA1992PLC013512

NO. 153, (OLD NO. 43/35), 2ND FLOOR,  
PROMENADE ROAD 2ND CROSS, FRAZER TOWN,  
BANGALORE, KARNATAKA, INDIA, 560005

I, Pramil Dev, Practising Company Secretary have conducted the Secretarial Compliance Audit of the applicable SEBI (Securities and Exchange Board of India) Regulations and the circulars/guidelines issued thereunder for the Financial Year ended 31st March' 2025 for CITYMAN LIMITED ("the Company") The Audit was conducted in a manner that provided me with a reasonable basis for evaluating the statutory compliances and expressing my opinion thereto.

I have examined:

- (a) All the documents and records made available to me and explanation provided by CITYMAN LIMITED ("the Company-)
- (b) The filings/submission made by the Company to the stock exchanges.
- (c) Website of the Company.
- (d) Any other documents/filings. as may be relevant, which has been relied upon to make this certification,

for the year ended 31" March' 2025 ("Review Period") in respect of compliance with the provisions of:



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- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the regulations, circulars, guidelines issued thereunder by the SEBI;  
The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -
- (a) Securities and Exchange Board of India (LODR) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) other regulations as applicable and circulars/ guidelines issued thereunder;



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and based on the above examination, I hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:-

<b>Sr. No.</b>	<b>Compliance Requirement (Regulations/circulars/guidelines including specific clause)</b>	<b>Regulation / Circular No.</b>	<b>Deviations</b>	<b>Action Taken by</b>	<b>Type of Action</b>	<b>Details of Violation</b>	<b>Fine Amount</b>	<b>Observations /Remarks of the Practicing Company Secretary (PCS)</b>	<b>Management Response</b>	<b>Remarks</b>
NONE										

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

<b>Sr. No.</b>	<b>Observations/ Remarks of the Practicing Company Secretary (PCS) in the previous reports)</b>	<b>Observations made in the Secretarial Compliance report for the year ended 31.03.2024</b>	<b>Compliance Requirement (Regulations/circulars/guidelines including specific clause)</b>	<b>Details of violation / Deviations and actions taken /penalty imposed, if any, on the listed entity</b>	<b>Remedial actions, if any, taken by the listed entity</b>	<b>Comments of the PCS on the actions taken by the listed entity</b>
NONE						



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I. I hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS*
1	<b>Secretarial Standards:</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	None
2	<b>Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"><li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.</li><li>All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/ circulars/guidelines issued by SEBI.</li></ul>	Yes  Yes	None  None
3.	<b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"><li>The Listed entity is maintaining a functional website</li><li>Timely dissemination of the documents/ information under a separate section on the website</li><li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website</li></ul>	Yes  Yes  Yes	None  None  None
4.	<b>Disqualification of Director:</b>	Yes	None



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	None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.		
<b>5.</b>	<b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b> <ul style="list-style-type: none"><li>• Identification of material subsidiary companies</li><li>• Disclosure requirement of material as well as other subsidiaries</li></ul>	N. A.	The company does not have any subsidiary during the reporting period.
<b>6.</b>	<b>Preservation of Documents:</b> <ul style="list-style-type: none"><li>• The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</li></ul>	Yes	None
<b>7.</b>	<b>Performance Evaluation:</b> <ul style="list-style-type: none"><li>• The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</li></ul>	Yes	None
<b>8.</b>	<b>Related Party Transactions:</b> <ul style="list-style-type: none"><li>• The listed entity has obtained prior approval of Audit Committee for all related party transactions: or</li><li>• The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved / ratified / rejected by the Audit Committee, in case no prior approval has been obtained.</li></ul>	Yes  As per the explanations given by the management all the related party transactions are on Arm's length basis and in the ordinary	None  None



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		course of business	
9.	<b>Disclosure of events or information:</b> <ul style="list-style-type: none"><li>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</li></ul>	Yes	None
10.	<b>Prohibition of Insider Trading:</b> <ul style="list-style-type: none"><li>The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</li></ul>	Yes	None
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> <ul style="list-style-type: none"><li>No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or)</li></ul>	Yes	None
12.	<b>Resignation of statutory auditors from the listed entity or its material subsidiaries:</b> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR</p>	Yes	None



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	Regulations by listed entities.		
<b>13. Additional Non-compliances, if any:</b>	No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.	Yes	None

We further, report that the listed entity is in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations.

**Assumptions & limitation of scope and review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.



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4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.



**PRAMIL DEV**  
**Practicing Company Secretary**  
**Membership No. A26632**  
**CP. No. 9821**

**Place:** Bangalore  
**Date:** 28/05/2025  
**UDIN:** A026632G000462375