



CIN:L52322KA1992PLC013512

September 05, 2022

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

Script Code :521210

Dear Sir,

Sub: Notice of 30th Annual General Meeting

Pursuant to applicable provisions of SEBI (LODR) Regulations 2015, and in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India. Pursuant to Regulation 30 and 34(1) of the SEBI (LODR), Regulations 2015, this is to inform you that the Annual General Meeting of the Company will be held on Friday, 30th September, 2022 at 1:00 P.M through Video Conferencing ("VC") facility/Other Audio-Visual means ("OAVM"). The register of members and share transfer Books will remain closed from September 24, 2022 to September 30, 2022 (Both days inclusive) for the purpose of AGM.

Notice is also given that the cut-off date to ascertain the eligibility of Members to cast their vote is September 23, 2022. During the e-voting period, shareholders of the company, holding shares either physical form or in dematerialised form, as on cut-off date may cast their vote electronically. The company has engaged the Services of CDSL to provide the e-voting facility

E-Voting Period	Commencing From September 27, 2022 (9.00 AM) to September 29, 2022 (5.00 PM)
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Please find attached herewith the NOTICE

This is for your information and record

Thanking You

Yours faithfully

For CITYMAN LIMITED


TN Sajeewan
(CFO)



CITYMAN LIMITED

REGD OFFICE : 153 (OLD NO. 43/35) 2ND FLOOR, PROMENADE ROAD 2ND CROSS, FRASER TOWN, BANGALORE - 560 005.

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

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CITYMAN LIMITED
(CIN:L52322KA1992PLC013512)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 30th Annual General Meeting (AGM) of the members of Cityman Limited, Bengaluru will be held on Friday, the 30th Day of September, 2022 AT 1.00 PM through Video Conferencing (VC) to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2022, together with the Reports of the Board of Directors and the Auditors thereon.
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
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
4. To re-appoint Statutory Auditors and to pass the following resolution as an Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification(s) or re-enactment(s) thereof for the time being in force read with the Companies (Audit and Auditors) Rules, 2014, as amended, NSVM & Associates, Chartered Accountants (FRN: 010072S), having confirmed their eligibility for appointment as the Statutory Auditors of the Company and offered themselves for re-appointment be and are hereby re-appointed as Statutory Auditors of the Company for the second term of 5 (five) consecutive years from the conclusion of 30th Annual General Meeting (AGM) till the conclusion of 35th Annual General Meeting (AGM) to be held in the year 2027, at such remuneration as may be fixed by the Board of Directors (the 'Board') of the Company within the limits and as specified in the statement annexed to the notice.

"RESOLVED FURTHER THAT the Board be and is hereby authorised to undertake all acts, deeds, things and matters and give all such directions as it may in its absolute discretion deem necessary, proper or expedient to give effect to this resolution."

Special Business

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

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

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

"RESOLVED THAT subject to 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 interest free loan from 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 162,371,034 (Rupees Sixteen Crores Twenty Three Lacs Seventy One thousand Thirty Four Only) which is already given to the Company by Santhosh Joseph Karimattom, out of his earned income.



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"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.

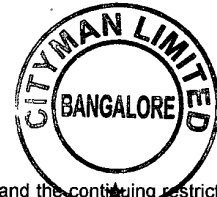
"FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to finalize the other terms and conditions, if any, of the said loan in consultation with Santhosh Joseph Karimattom, Managing Director of the Company.

"FURTHER RESOLVED THAT subject to the Companies Act,1956/2013, rules and regulations, and further subject to the applicable rules, if any, of Securities and Exchange Board of India (SEBI) and further subject to the Listing Agreements entered into by the Company with the Stock Exchanges, approval of the members be and is hereby accorded for the conversion in full or in part of the both the existing loan amount of Rs 162,371,034 (Rupees Sixteen Crores Twenty Three Lacs Seventy One thousand Thirty Four Only) and the future / proposed loan of Rs. 200,000,000(Rupees Twenty Crore only) of Santhosh Joseph Karimattom into Equity Shares ,on future date , as per the terms and conditions agreed between the Company and Santhosh Joseph Karimattom, and after complying with relevant laws, rules and regulations for the said conversion

"FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to sign and submit necessary documents to implement this resolution.

Place: Bangalore
Date : September 5,2022

By Order of the Board
of **CITYMAN LIMITED**
Santhosh
Santhosh Joseph Karimattom
Managing Director



NOTES:

1. In view of the outbreak of COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular nos. 14/2020 and 17/2020 dated 8th April 2020 and 13th April 2020 respectively, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19", General Circular no. 20/2020 dated 5th May 2020, General Circular nos. 02/2021, 21/2021 and 2/2022 dated 13th January, 2021, 14th December 2021 and 5th May 2022 issued by the Ministry of Corporate Affairs ("MCA") (collectively referred to as 'MCA Circulars') and SEBI Circular dated 12th May 2020, 15th January 2021 & 13th May 2022 ('SEBI Circulars') permitted the holding of the AGM through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the above and the relevant provisions of the Companies Act, 2013 ('the Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the AGM of the Company is being held through VC / OAVM only.
2. This Notice is being sent only in electronic form, in accordance with the relaxation granted by the SEBI to all the shareholders whose names appear on the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as at the close of business hours on 2nd September 2022 and who have registered their email ids with the Company represented by its Registrar & Share Transfer Agent or the respective Depositories.
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 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

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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 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. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM i.e. www.evotingindia.com).

8. The Register of Members and the Share Transfer books of the Company will remain closed from 24-09-2022 to 30-09-2022 (both days inclusive)

9. Members are requested to notify any changes in their address to the Company's Registrar & Share Transfer Agent, Integrated Registry Management Services Private Limited

10. The Company has appointed Krishnan Potty Jayaraj, Practicing Company Secretary as Scrutinizer to Scrutinize the e-voting process for AGM in fair and transparent manner

11. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.

12. Members who wish to inspect the Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013 and Relevant documents referred to in this Notice of AGM and explanatory statement on the date of AGM in electronic mode in the Company web site www.cityman.in

13. As per the MCA General Circular 20/2020 dated 05th May, 2020, the Annual Report will be sent through electronic mode to only those Members whose email IDs are registered with the Registrar and Share Transfer Agent of the Company/ Depository participant

14. Further, as per the aforesaid MCA and SEBI Circulars, appointment of proxy has been dispensed with for AGMs to be conducted in electronic mode till 31st December 2022. Accordingly, the Attendance Slip and Proxy Form have not been annexed to the Notice

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

- (i) Remote e-Voting Start Date & Time: 27-09-2022 (09:00 A.M.) and Remote e-Voting End Date & Time: 29-09-2022 (05:00 P.M.) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23-09-2022 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.

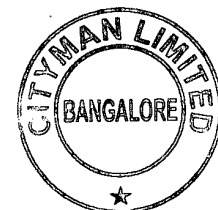


In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders 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.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies. Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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	<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.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider



	website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

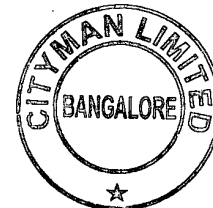
Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a CDSL Mr. Srikanth – 9008944344 (E-mail: srikanthr@cdslindia.com) or Mr. Harish C.S. – 9902103263 (E-mail: csharisha@cdslindia.com)
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 toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

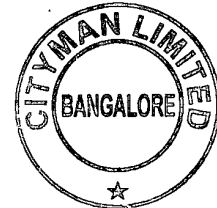
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical 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)	<p>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.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the 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) **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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.



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- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz: info@cityman.in , cityman97@rediffmail.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

- 1) The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- 2) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- 3) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- 4) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- 5) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 6) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 7) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 04 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 04 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
- 8) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- 9) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- 10) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall 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. irg@integratedindia.in**
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.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**Item No:5**

Santhosh Joseph Karimattom ,the Managing Director of the Company, have been giving un secured loan to the Company , out of his earned income . As on date , the said loan amount is Rs 162,371,034 (Rupees Sixteen Crores Twenty Three Lacs Seventy one thousand Thirty Four Only) . Now he has further agreed to give further loan of an amount not exceeding Rs. 200,000,000(Rupees Twenty Crore only),out of his earned income . This amount will be given in installments. The main condition of such a loan is that he should have the option to get the loan amount converted to equity in part or full. He will have the further option to demand repayment in full/part at any time and the loan will be interest free.

This resolution is submitted before the members based on the audit committee and pursuant to Section 62(4) and other applicable sections, if any of the Companies Act, 2013, which provides that conversion of loan equity has to be approved by members by way of special resolution as one of the conditions of such loan and as per SEBI Circular having Ref No SEBI/HO/CFD/CMD1/CIR/P/2022/40 dated March 30, 2022.

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

Item No:6

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

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

The resolution is placed before the members for ratification as provided in the Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, as amended from time to time and especially as per SEBI Circular having Ref No SEBI/HO/CFD/CMD1/CIR/P/2022/40 dated March 30, 2022, and as per Regulation 23(8) of the LODR Regulations

The audit committee and the Board has recommended the resolution.

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

Details of Directors who retire by rotation and seek 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
Date of First appointment	08.09.1992	13.11.2019
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 holds Directorship	NIL	NIL
Name of Committee of the other 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

Date : September 5,2022
Place : Bengaluru

For CITYMAN LIMITED
Santhosh
Managing Director

/TRUE COPY\

By order of the Board

Santhosh Joseph Karimattom
(Managing Director)

