

# CITYON SYSTEMS (INDIA) LIMITED

Registered Office: 215, Delhi Chambers, Delhi Gate, Delhi - 110002 CIN: L72900DL2004PLC126096  
Telefax: +91-11-41563395, 43667149 Web.: www.cityonsystems.in E-mail: info@cityonsystems.in

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## NOTICE OF EXTRA ORDINARY GENERAL MEETING

**NOTICE** is hereby given that an Extra Ordinary General Meeting of the members of **Cityon Systems (India) Limited** (CIN: L72900DL2004PLC126096) will be held on Saturday, 21<sup>st</sup> day of January, 2017 at 11:00 a.m. at the Registered Office of the Company at 215, Delhi Chambers, Delhi Gate, Delhi - 110002 to transact the following business:

### **SPECIAL BUSINESS:**

#### **Appointment of Statutory Auditors to fill casual vacancy**

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

**“RESOLVED THAT** pursuant to the provisions of Section 139 (8) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force, M/s Rajani Mukesh & Associates, Chartered Accountants, Kanpur (ICAI Firm Registration No.: 004072C) be and are hereby approved and appointed as Statutory Auditors of the Company to fill the casual vacancy caused by resignation of M/s J Agarwal & Associates, Chartered Accountants, Kanpur and the Auditor, M/s Rajani Mukesh & Associates, shall hold the office from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting of the Company on such remuneration as may be fixed by Board of Directors of the Company in consultation with the Auditors.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts and deeds as may deem necessary to give effect to the above resolution.”

By order of the Board of  
Cityon Systems (India) Limited

Sd/-

(Ravi Kumar Sablok)  
Managing Director  
DIN: 07241345  
Address: Flat No-29, Pushpanjali Garden, Agra -282005 (U.P.)

Date: 24.12.2016

Place: Delhi

**Notes:**

1. An explanatory statement pursuant to Section 102 of the Companies Act 2013 is annexed thereto and form part of the notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE, INSTEAD OF HIMSELF/HERSELF/THEMSELVES AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING.
3. To receive shareholders' communications through electronic means, including annual reports and notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their e-mail address with Registrar and Transfer Agent of the Company, viz. Skyline Financial Services Private Limited, at D-153, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase-1, New Delhi -110020, Ph. No. 011-26812682-83/64732681-88, E-mail: admin@skylinerta.com.
4. Corporate members are requested to send in advance, duly certified copy of the Board Resolution/Power of Attorney authorising their representative to attend the EXTRA ORDINARY GENERAL MEETING.
5. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Notice of Extra-ordinary General Meeting of the Company are being sent to the members who are holding shares or have beneficial/ownership right as on 23<sup>rd</sup> December, 2016 (the date fixed for deciding beneficial/ownership rights to receive Notice of EGM, hereinafter referred to as "cut off date").
7. Members are requested to:
  - a. Bring their copy of Notice of EGM and attendance slip for the meeting.
  - b. Note that all correspondence relating to share transfers should be addressed to Registrar and Transfer Agent of the Company, viz. Skyline Financial Services Private Limited, at D-153, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase-1, New Delhi -110020.
  - c. Quote their DP ID No. /Client ID No. or folio number in all their correspondence.
8. Members are requested to notify immediately any change in their addresses to the Company's Registrar and Share Transfer Agents, Skyline Financial Services Private Limited for shares held in physical form and to their respective Depository Participants (DP) for shares held in electronic form.

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## Explanatory statement pursuant to section 102 of the companies act, 2013

### Item No. 1:

M/s J Agarwal & Associates, Chartered Accountants, Kanpur, have tendered their resignation from the office of Statutory Auditors of the Company effective from 14<sup>th</sup> October, 2016, resulting into a casual vacancy in the office of Statutory Auditors of the Company. The Board of Directors of the Company at their meeting held on 25<sup>th</sup> day of October, 2016, appointed M/s Rajani Mukesh & Associates, Chartered Accountants, Kanpur to fill casual vacancy caused by resignation of M/s J Agarwal & Associates, Chartered Accountants, Kanpur subject to approval by the members within 3 months as provided in Section 139(8) of the Companies Act, 2013.

The Audit Committee and the Board of Directors at their respective meetings held on 5<sup>th</sup> December, 2016 have recommended appointment of M/s Rajani Mukesh & Associates, Chartered Accountants, Kanpur (ICAI Firm Registration No.: 004072C) as Statutory Auditors of the Company, if appointed in the Extraordinary General Meeting will be holding office of Statutory Auditors from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting of the Company. M/s Rajani Mukesh & Associates, Chartered Accountants, Kanpur, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with confirmation that, their appointment, if approved by the shareholders, would be within the limits prescribed under the Act and they do not suffer from any disqualifications and are eligible for appointment as Statutory Auditors of the Company Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons of the Company or their relatives, is in any way, concerned or interested in the said resolution.

By order of the Board of  
Cityon Systems (India) Limited

Sd/-

(Ravi Kumar Sablok)  
Managing Director  
DIN: 07241345  
Address: Flat No-29, Pushpanjali Garden, Agra -282005 (U.P.)

Date: 24.12.2016  
Place: Delhi

# ATTEDANCE SLIP

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**EXTRA-ORDINARY GENERAL MEETING – JANUARY 21, 2017**

**CITYON SYSTEMS (INDIA) LIMITED**

Regd. Office: 215, Delhi Chambers, Delhi Gate, Delhi -110002

CIN: L72900DL2004PLC126096

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DP ID/Client ID/Folio No.

No. of shares held

I certify that I am a member/proxy for the member of the Company.

I, hereby record my presence at Extra-ordinary General Meeting held on Saturday, January 21, 2017 at 11:00 a.m. at the Registered Office at 215, Delhi Chambers, Delhi Gate, Delhi - 110002.

Name of the Member -----

Name of the Proxy -----

Signature -----

*Note: Please complete this Attendance Slip and hand it over at the Attendance Verification Counter at the entrance of the meeting hall. Members are requested to bring their copy of the Notice for reference at the meeting.*

# PROXY FORM

{Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014}

**EXTRA-ORDINARY GENERAL MEETING – JANUARY 21, 2017**

## **CITYON SYSTEMS (INDIA) LIMITED**

Regd. Office: 215, Delhi Chambers, Delhi Gate, Delhi -110002

CIN: L72900DL2004PLC126096

|                         |  |
|-------------------------|--|
| Name of the member(s) : |  |
| Registered Address :    |  |
| E-mail ID :             |  |
| Folio No/Client ID :    |  |
| DP ID :                 |  |

I / We, being the member(s) of the above named Company hold ..... shares, hereby appoint:

|            |            |
|------------|------------|
| Name:      | Address:   |
| E-mail ID: | Signature: |

or failing him/her

|            |            |
|------------|------------|
| Name:      | Address:   |
| E-mail ID: | Signature: |

or failing him/her

|            |            |
|------------|------------|
| Name:      | Address:   |
| E-mail ID: | Signature: |

as my/our proxy to attend and vote (show of hand/ballot/poll) for me/us and on my/our behalf at Extra Ordinary General Meeting of the Company, scheduled to be held on Saturday, 21<sup>st</sup> day of January, 2017 at 11:00 a.m. at the Registered Office of the Company at 215, Delhi Chambers, Delhi Gate, Delhi -110002 and at any adjournment thereof in respect of such resolutions as are indicated below:

**Special Business**

| <b>Resolution No.</b> | <b>Resolution</b>  |
|-----------------------|--|
| <b>1</b>              | Ordinary Resolution for the appointment of M/s Rajani Mukesh & Associates, Chartered Accountants, Kanpur as Statutory Auditors of the Company to fill the casual vacancy caused by resignation of M/s J Agarwal & Associates, Chartered Accountants, Kanpur, to hold office from conclusion of this Extra Ordinary General Meeting till the conclusion of ensuing Annual General Meeting of the Company. |

Signed this ..... day of ..... 2016/2017.

Signature of shareholder: .....

Affix 1 Rupees  
Revenue Stamp

Signature of Proxy holder(s): .....

*Note: 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.*

*2. A person can act as a Proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member.*

Dariya Ganj



Dariya Gani