

# Cityon Systems (India) Ltd.



**Regd. Office :**

215, Delhi Chambers, Delhi Gate, Delhi - 110002

CIN : L72900DL2004PLC126096

Phone No. : +91-11-41563395, 43667149

E-mail : info@cityonsystems.in Website : www.cityonsystems.in

## NOTICE

Notice is hereby given that the 20<sup>th</sup> Annual General Meeting of Shareholders of **Cityon Systems (India) Limited** will be held on Thursday, September 19<sup>th</sup>, 2024 at 03:00 P.M. at the registered office of the company at 215, Delhi Chambers, Delhi Gate, Delhi - 110002, to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements for the financial year ended on 31st March, 2024 and the Reports of Board of Directors and Auditor's thereon.
2. To appoint a Director in place of Mr. Mukesh Kumar (DIN: 06573251), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, read with Schedule V to the Act (including any statutory modifications or re-enactment thereof for the time being in force) as recommended by the Nomination & Remuneration Committee in their meeting held on 31st day of July, 2024, approval of the members of the Company is hereby accorded to re-appointed, Mr. Mukesh Kumar (DIN: 06573251), as Managing Director of the Company under the category of Key Managerial Personnel, liable to retire by rotation subject to the condition that his tenure will not be effected by such retirement and will be re-appointed in the same meeting, for a further period of 5 (five) years effective from 31<sup>st</sup> day of July, 2024 to 30<sup>th</sup> day of July, 2029 on the following terms and conditions: -

#### **I) Salary**

Rs. 20,000/- (Rupees Twenty Thousand only) per month and further as mutually decided by the Board of Directors time to time pursuant to the provisions of the Companies Act, 2013.

#### **II) Perquisites**

As per policy of the Company.

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**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include the Nomination & Remuneration Committee or any other Committee of the Board constituted to exercise its powers conferred by this resolution) be and is hereby authorized and empowered to approve annual increments in Salary paid or payable to Mr. Mukesh Kumar with effect from 1st April, or such other date as may be decided in each year within the maximum limit of consolidated salary to the extent of Rs. 20,000.00 p.m.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the term of office of the Managing Director, the Company will pay him remuneration by way of salary and perquisites not exceeding the ceiling laid down in Part II of Schedule V of the Companies Act, 2013(including any statutory modification or re-enactment thereof, for time being in force) as may be applicable from time to time.

**RESOLVED FURTHER THAT** the Managing Director will not be entitled to any sitting fee for the meetings of the Company.

**RESOLVED FURTHER THAT** Ms. Radhika Jhunjhunwala Company Secretary of the Company or any other Director of the company be and are hereby jointly or severally authorized to do all acts, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns along with filing of necessary E-form with the Registrar of Companies, NCT of Delhi Haryana and to do all things, deeds and matters as may be necessary in this regard.”

4. To consider and if thought fit, to pass with or without modification, if any, the following resolution as a **Ordinary Resolution**:-

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150 152, 160 and any other applicable provisions (if any) of the Companies Act, 2013, and any rules made there under read with Schedule V of the Companies Act, 2013, and on the recommendations made by the Nomination & Remuneration Committee, Mr. Gyan Singh (DIN: 07385171), be and is hereby elected and appointed as Non- Executive Independent Director of the Company for a term up to five consecutive years commencing from the Annual General Meeting of the Company to the date of the Annual General Meeting to be held in the year 2029.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution any of the Directors or KMPs of the Company be and is hereby authorized to do all acts, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns along with filing of necessary E-form with the Registrar of Companies.

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, 160 and any other applicable provisions (if any) of the Companies Act, 2013, and any rules made there under read with Schedule V of the Companies Act, 2013, and on the recommendations made by the Nomination & Remuneration Committee, Mr. Yugank Gadi (DIN: 10734950) be and is hereby appointed as a Non-Executive Independent Director of the Company for a term up to five consecutive years commencing from this Annual General Meeting of the Company to the date of the Annual General Meeting to be held in the year 2029.

**“RESOLVED FURTHER THAT** any of the Directors/ KMP of the Company be and are hereby responsible to do all such acts, deeds and things as may be necessary and expedient to give effect to the aforesaid resolution.”

## FOR CITYON SYSTEMS (INDIA) LIMITED

Sd/-

(Radhika Jhunjhunwala)

Company Secretary

M. No.: A38550

Place: Delhi

Date: 20.08.2024

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## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. The Proxy Form should be lodged with the Company at the Registered Office at least 48 hours before the time of the Meeting.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. 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 a proxy for any other shareholder.
3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. The Register of Members and Share Transfer Books will remain closed from **September 12<sup>th</sup>, 2024 to September 19<sup>th</sup>, 2024** (both days inclusive) for the purpose of AGM.
5. Shareholders are requested to promptly notify any changes in their address to the Company's Registrar and Share Transfer Agents, **Skyline Financial Services Private Limited**
6. Members who have not registered their e-mail id addresses so far are requested to register their email address in case of physical holding with the Company and in case of demat holding with the Depository Participant.
7. Electronic copy of the notice of the 20<sup>th</sup> Annual General Meeting of the Company inter alia indicating the e-voting procedure along with the attendance slip and proxy form is being sent to all the members whose e-mail address are registered with the Company/Depository Participant for communication purposes unless any member has requested for a hard copy of the same.
8. All documents referred to in the Notice and the annexure to notice shall be open for inspection at the Registered Office of the Company during office hours on all working days except Saturdays between 11.00 a.m. to 1.00 p.m. up to the date of the 20<sup>th</sup> Annual General Meeting of the Company.
9. Members are requested to bring their identity cards along with copy of Annual Report to the Meeting.
10. Members desirous of obtaining any information concerning accounts of the Company are requested to address their questions to the Company Secretary, so as to reach at least 7 days before the date of meeting, to enable the information required to be made available at the Meeting, to the extent possible.

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11. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in demat / electronic form, the nomination form may be filed with the respective Depository Participant.

12. Corporate Members are requested to send to the Company, a duly certified copy of the Board resolution/Power of Attorney, authorizing their representatives to attend and vote at the Annual General Meeting.

13. With reference to Rule 20 of the Companies (Management and Administration) Amendment Rules 2015, your company is listed on SME Platform of BSE under the regulation of chapter X of the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Erstwhile chapter XB of SEBI (Issue of Capital and Disclosure Requirement) Regulations 2009, is not required to provide the e-voting process for the consideration of resolutions, proposed at the General Meeting.

**ELECTRONIC DISPATCH OF ANNUAL REPORT**-In accordance with, the General Circular No. 2/2021 dated 13th January, 2021 issued by MCA and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).

**Information of Directors being appointed/re-appointed as required under Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -II-**

<b>1.Name of the Director</b>	<b>Mr. Mukesh Kumar</b>
<b>Date of Birth</b>	20.10.1959
<b>Date of Appointment on the Board</b>	04.05.2013
<b>Number of Shares held in the Company</b>	2687332
<b>Number of Meetings of the Board attended/held</b>	4/4
<b>Directorships held in other public companies(excluding foreign companies and Government Bodies)</b>	NIL
<b>Chairman/Member in the committees of the Boards of Companies in which he is Director (includes only Audit Committee, Stakeholder relationship Committee and Nomination and Remuneration Committee)</b>	Nil
<b>Expertise</b>	Accounting, Finance and Investment
<b>Relationship between director's inter se, if any</b>	No

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<b>2. Name of the Director</b>	<b>Mr. Gyan Singh</b>
<b>Date of Birth</b>	06.06.1967
<b>Date of Appointment on the Board</b>	19.09.2024
<b>Number of Shares held in the Company</b>	Nil
<b>Number of Meetings of the Board attended/held</b>	0/0
<b>Directorships held in other public companies (excluding foreign companies and Government Bodies)</b>	2
<b>Chairman/Member in the committees of the Boards of Companies in which he is Director (includes only Audit Committee, Stakeholder relationship Committee and Nomination and Remuneration Committee)</b>	<ul style="list-style-type: none"><li>• Rich Universe Network Limited</li><li>• Nikki Global Finance Limited</li></ul> Audit Committee Member
<b>Expertise</b>	Business
<b>Relationship between director's inter-se, if any</b>	N/A

<b>3. Name of the Director</b>	<b>Mr. Yugank Gadi</b>
<b>Date of Birth</b>	28.11.1989
<b>Date of Appointment on the Board</b>	19.09.2024
<b>Number of Shares held in the Company</b>	Nil
<b>Number of Meetings of the Board attended/held</b>	0/0
<b>Directorships held in other public companies (excluding foreign companies and Government Bodies)</b>	0
<b>Chairman/Member in the committees of the Boards of Companies in which he is Director (includes only Audit Committee, Stakeholder relationship Committee and Nomination and Remuneration Committee)</b>	N.A
<b>Expertise</b>	Business
<b>Relationship between director's inter-se, if any</b>	N/A

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## ATTENDANCE SLIP

20<sup>th</sup> ANNUAL GENERAL MEETING – SEPTEMBER 19<sup>th</sup>, 2024

CITYON SYSTEMS (INDIA) LIMITED

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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 the 20<sup>th</sup> Annual General Meeting held on Thursday, September 19, 2024 at 03:00 P.M. 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 Annual Report for reference at the meeting.*

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## PROXY FORM

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

**20th ANNUAL GENERAL MEETING – SEPTEMBER 19<sup>th</sup>, 2024**

**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



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Name:	Address:
E-mail ID:	Signature:

or failing him/her

Name:	Address:
E-mail ID:	Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 20<sup>th</sup> Annual General Meeting of the Company, to be held on Thursday, September 19, 2024 at 03:00 p.m. at 215, Delhi Chambers, Delhi Gate, Delhi – 110002 and at any adjournment thereof in respect of such resolutions as are indicated below:

S.NO	RESOLUTION	VOTE	
		FOR	AGAINST
1.	To Adopt the statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 2024		
2.	To appoint a director in place of Mr. Mukesh Kumar (DIN: 06573251), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	To re-appoint Mr. Mukesh Kumar as the Managing Director of the Company under the category of Key Managerial Personnel.		
4.	To appoint Mr. Gyan Singh (DIN: 07385171), as Non-Executive Independent Director of the Company for a term up to five consecutive years.		
5.	To appoint Mr. Yugank Gadi (DIN: 10734950) as a Non-Executive Independent Director of the Company for a term up to five consecutive years.		

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Signed this ..... day of ..... 2024

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.

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## ROUTE MAP TO THE VENUE OF AGM

215, DELHI CHAMBERS, DELHI GATE, DELHI - 110002

