



September 03, 2026

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

Script Code :521210

Dear Sir,

Sub: Notice of 34th Annual General Meeting

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015, please find attached herewith the Notice of 34th Annual General Meeting (AGM) of the Members of the Company scheduled to be held on Wednesday,30th September,2026 at 1:00 P.M through Video Conferencing("VC")facility/Other Audio-Visual means ("OAVM"),to transact the business as stated in the Notice convening the AGM.

Attached herewith the NOTICE

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



CITYMAN LIMITED
(CIN:L52322KA1992PLC013512)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 34th Annual General Meeting of Cityman Limited will be held on Wednesday, the 30th day of September 2026 at 1.00 p.m. IST through Video Conferencing (VC) 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 March 31, 2026

To consider and adopt as Ordinary Resolutions, the audited financial statement of the Company for the Financial Year ended 31st March, 2026 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, 2026 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 reappointed 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 reappointed as a Director of the Company."

Special Business

4. 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.20,00,00,000/- (Rupees Twenty Crores only) in addition to the existing loan of Rs14,31,05,754/-(Rupees Fourteen Crores Thirty One Lakhs Five Thousand Seven Hundred Fifty Four Only) which is already given to the Company by Mr. 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 Mr. Santhosh Joseph Karimattom, Managing Director of the Company.

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

Reappointment of Mr Anup Kumar(DIN: 00017047) as a Non-Executive Director

"RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force) , and as per Regulation 17 of SEBI LODR and on the recommendation of Nomination and Remuneration Committee and the Board of Directors, Mr Anup Kumar(DIN: 00017047) be and is hereby re-appointed as Non-Executive Non Independent Director, of the Company, liable to retire by rotation with effect from 30-09-2026."

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

Appointment of Mr. Parapattu Varughese Nainan as an Independent Director

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Rules read with Schedule IV to the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015, including any statutory modification(s) or re-enactment thereof, Mr. Parapattu Varughese Nainan (DIN 11871483), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 years"

By Order of the Board

Place: Bengaluru
Date : 27th August 2026

Santhosh Joseph Karimattom
(Managing Director)
DIN:00998412

NOTES:

1. The 34th Annual General Meeting (AGM) will be held on Wednesday, the 30th September 2026 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 and latest general circular no.03/2025 dated September 22, 2025 (collectively "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its circular Nos. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 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 34th Annual General Meeting 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.

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2. The Company has notified Wednesday, 23rd September, 2026 as the Record/Cut off date, closure of the Register of members and the Share Transfer Books from Thursday, 24th September 2026 to Wednesday, 30th September 2026 (both days inclusive), E-Voting start from Sunday, 27th September 2026 at 9.00 am and end at Tuesday, 29th September 2026 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 EGM/AGM will be provided by CDSL.
4. The Members can join the EGM/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 at least 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 EGM/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 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 i.e. www.evotingindia.com).
8. The AGM 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/NSDL 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.

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- (i) The voting period begins on Sunday 27th September 2026 at 9:00 am and ends on Tuesday, 29th September 2026 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 Wednesday, 23rd September 2026 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/NSDL 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/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	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.cdsiindia.com and click on login icon & My Easi New (Token) Tab.

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	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.cdsiindia.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.cdsiindia.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	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. 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 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 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.
Individual Shareholders (holding securities in demat mode) login through their	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

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Depository Participants (DP)	remote e-Voting period or joining virtual meeting & voting during the meeting.
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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.com 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) 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. 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.

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- (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, cityman97@rediffmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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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 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 to (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 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.

- a. 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**.
- b. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
- c. 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, AVP, (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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No:04

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 14,31,05,734/- (Rupees Fourteen Crores Thirty One Lakhs Five Thousand Seven Hundred and Thirty Four Only). Now he has further agreed to give further loan

CITYMAN LIMITED

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BENGALURU - 560 005. Email: info@cityman.in, cityman97@rediffmail.com website : www.cityman.in

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

CIN : L52322KA1992PLC013512



of an amount not exceeding Rs20,00,00,000/- (Rupees Twenty Crores 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 shareholder approval. The resolution is placed before the members as per Regulation 23 of SEBI LODR.

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 appointment and 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

Reappointment of Mr Anup Kumar(DIN: 017047) as a Non-Executive Director

He was an independent director in Cityman Limited till July 2024. His profile, in brief is given below

Education

B.A., M.A Economics, Diploma in Business Administration (DELHI) and Computer Science Diploma Kerala University

Experience

In the year 1974 he joined Syndicate Bank as Probationary Officer. Took Voluntary Retirement from Bank in 1996. Subsequently joined a Merchant Banking Company Invest Credit Capital and Kerala's only Share Registry Company Coastal Securities as Executive Director. Resigned in 1998 and started own Financial Consultancy Company in late 1998. He has decades of experience in the sectors like Real Estate, Retail Trade, Entertainment, Automobile, Hospitality, Health Sector etc.

He has been a member of the Board of Directors of many companies including the following:

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Company Name	Date of Appointment	Date of cessation
Southfield Rubber Works Private Limited	18/02/2005	-
Kerala Travels Inter Serve Limited	23/09/2017	-
Alps Rubber Works Pvt Limited	07/09/2004	-
Cityman Limited	28/09/2012	23/07/2024
Vertex Securities Limited	02/03/2002	31/07/2008
Vertex Commodities And Finpro Pvt Ltd	30/10/2004	31/07/2008
Kerala Travels Inter Serve Limited	27/04/2017	23/09/2017
City Projects & Entertainment Pvt Limited	01/12/2011	25/03/2015

The Nomination and remuneration committee has recommended his reappointment as non-executive director . The Company has received consent in writing Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014

Appointment of Mr. Parapattu Varughese Nainan as an Independent Director

Parapattu Varughese Nainan born on 24-01-1960 passed his HSLC from Don Bosco High school, Gwalior, Assam. In the year 1995, he qualified his ICWAI examination. He took his MBA with specialization in Finance of IGNOU. He took his Diploma in Computerized Accounting and End user computing. He passed Central Institute of English and Foreign Languages examinations. He successfully completed "Emotional Health care Program" conducted by Transform 4 Life, Australia. He also successfully completed Microsoft Excel using AI workshop

He was a director, Institute of Cost Accountants of India, Cochin Chapter from Feb 2011 to December 2016. He was associated with Cityman in the year 1993

The Nomination and remuneration committee has recommended his appointment as Independent Director. The Company has received consent in writing Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014

By Order of the Board

Place :Bangalore
Date : 27th August 2026

Santhosh Joseph Karimattom
(Managing Director)
DIN:00998412

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