

Notice of the 21st Annual General Meeting

Notice is hereby given that the 21st Annual General Meeting of Shareholders of **Cityon Systems (India) Limited** will be held on Friday, September 12th, 2025, at 10:00 A.M. at the registered office of the company at 215, Delhi Chambers, Delhi Gate, Delhi - 110002, to transact the following businesses:

ORDINARY BUSINESS

1. ADOPTION OF AUDITED FINANCIAL STATEMENTS

To receive, consider and adopt the Audited Financial Statements for the financial year ended on 31st March, 2025, and the Reports of the Board of Directors and Auditor's thereon.

2. APPOINTMENT OF MR. ABHISHEK TANDON (DIN: 03530860) AS DIRECTOR, LIABLE TO RETIRE BY ROTATION

To appoint a director in place of Mr. Abhishek Tandon (DIN: 03530860), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. REGULARIZATION OF THE APPOINTMENT OF MRS. SUSHILA AGGARWAL (DIN:10918000) AS NON-EXECUTIVE INDEPENDENT DIRECTOR.

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 161 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, subject to the approval of the members at the ensuing Annual General Meeting, the appointment of Mrs. Sushila Aggarwal (DIN:10918000), who was appointed on 11.02.2025 as an Additional Director of the Company pursuant to Section 161(1) of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby regularized as a Non-Executive Independent Director of the Company for a term of five consecutive years.

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.

4. APPOINTMENT OF V. AGNIHOTRI & ASSOCIATES AS THE SECRETARIAL AUDITOR FOR A TERM OF 5 YEARS FROM 2025-26 TO 2029-30.

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

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and upon the recommendation of the Board and Audit Committee, consent of the members be and is hereby accorded to appoint M/s. V. Agnihotri & Associates, Practicing Company

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



Secretary (COP No. 21596), as the Secretarial Auditor of the Company for a term of 5 (five) financial years commencing from Financial Year 2025–26 to 2029–30 to conduct the Secretarial Audit and provide the Secretarial Audit Report in the prescribed format for each financial year.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to fix the remuneration and alter the terms and conditions of appointment as may be mutually agreed with the Secretarial Auditor, and to do all such acts, deeds and things as may be necessary or expedient to give effect to this resolution.”

FOR CITYON SYSTEMS (INDIA) LIMITED

Sd/-

(Radhika Jhunjhunwala)

Company Secretary

M. No.: A38550

Place: Delhi

Date: 12.08.2025

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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 5th, 2025 to September 12th, 2025** (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 21st 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 21st Annual General Meeting of the Company.
9. Members are requested to bring their identity cards along with copy of Annual Report to the Meeting.

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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.

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.09/2024dated September 19, 2024, issued by MCA and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, 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).

14. Pursuant to SEBI Circular No.SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655, dated November 03, 2021, shareholders holding shares in physical form are required to update their KYC in a way as prescribed in the above mentioned circular till 31st December, 2025 otherwise the matter would be referred to the administering authority under the Benami Transactions (Prohibitions) Act, 1988.

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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-

Name	Mr. Abhishek Tandon
A brief resume of the director	An experienced professional with strong expertise in corporate governance, strategic planning, and business leadership. Possesses proven skills in decision-making, risk management, and operational oversight, contributing significantly to the company's vision and growth. Committed to upholding the highest standards of compliance, ethics, and stakeholder value creation.
Nature of expertise in specific functional areas	Business & Finance
Relationship between director's inter-se, if any	N.A
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board, along with listed entities from which the person has resigned in the past three years.	N.A
Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	Nil
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	N.A

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2. Name of the Director	Ms. Sushila Aggarwal
A brief resume of the director	She holds a postgraduate degree in finance and economics. She brings strong domain knowledge and business insight, contributing effectively to strategic planning and decision-making. Her practical experience and financial acumen make her a key driver of the company's long-term growth and stability.
Nature of expertise in specific functional areas	Business & Finance
Relationship between director's inter-se, if any	N.A
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board, along with listed entities from which the person has resigned in the past three years.	<p>Rich Universe Network Limited</p> <ul style="list-style-type: none"> • Audit Committee (Chairperson) • Nomination and Remuneration Committee (Member) • Stakeholder Relationship Committee. (Member) <p>Nikki Global Finance Limited</p> <ul style="list-style-type: none"> • Audit Committee (Member) • Nomination and Remuneration Committee (Chairperson) • Stakeholder Relationship Committee. (Chairperson) <p>Not resigned from any Listed Company in the past three years.</p>
Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	Nil
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Refer Explanatory statement given below.

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ATTENDANCE SLIP

21st ANNUAL GENERAL MEETING – SEPTEMBER 12th, 2025

CITYON SYSTEMS (INDIA) LIMITED

Regd. Office: 215, DELHI CHAMBERS, DELHI GATE, DELHI - 110002

CIN: L72900DL2004PLC126096

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 21st Annual General Meeting held on Friday, September 12, 2025 at 10:00 A.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}

21ST ANNUAL GENERAL MEETING - SEPTEMBER 12TH, 2025**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:

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as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21st Annual General Meeting of the Company, to be held on Friday, September 12, 2025 at 10:00 a.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 Balance Sheet, Profit & Loss, report of Directors and Auditors for the financial year 31st March, 2025		
2.	To appoint a director in place of Mr. Abhishek Tandon (DIN: 10918000), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	To regularize the appointment of Mrs. Sushila Aggarwal (DIN:10918000) as a Non-Executive Independent Director of the Company for a term up to five consecutive years.		
4.	To appoint V. Agnihotri & Associates, Practicing Company Secretary Firm as Secretarial Auditor for 5 years from 2025-26 to 2029-30.		

Signed this day of 2025

Signature of shareholder:

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.

Affix 1
Rupees
Revenue
Stamp

Cityon Systems (India) Ltd.



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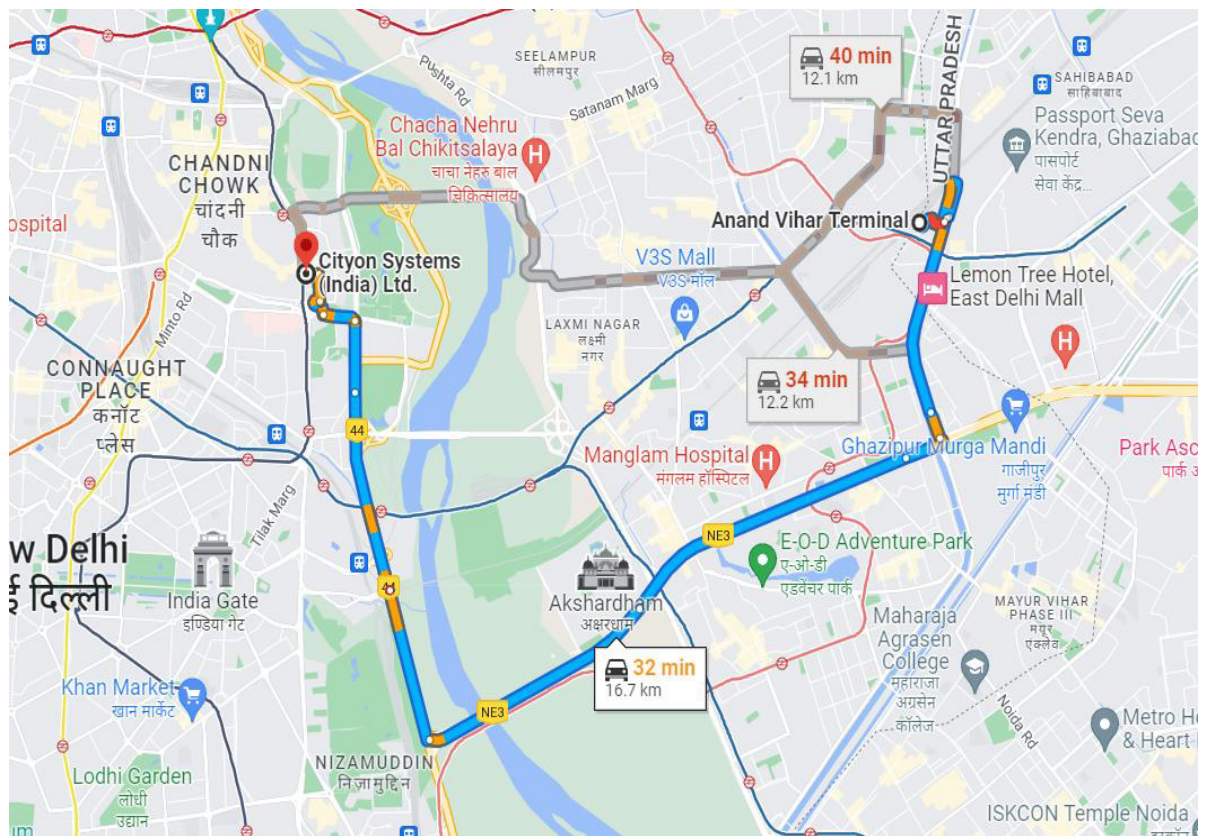
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ROUTE MAP TO THE VENUE OF AGM

215, Delhi Chambers, Delhi Gate, Delhi - 110002



EXPLANATORY STATEMENT

Under Section 102 of the Companies Act, 2013.

ITEM NO. 3

The Board of Directors of the Company, at its meeting held on 11.02.2025, appointed Mrs. Sushila Aggarwal (DIN: 10918000) as an Additional Director of the Company pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the applicable Articles of Association of the Company. In terms of the provisions of the said section, Mrs. Sushila Aggarwal holds office as Additional Director up to the date of this Annual General Meeting.

Mrs. Sushila Aggarwal has consented to act as Director and confirmed that she is not disqualified from being appointed as a Director under Section 164, 149 of the Companies Act, 2013. The Company has received declarations from her confirming compliance with the conditions prescribed under applicable laws, including SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

An Independent Director is expected to possess suitable qualifications, experience, and meet legal independence norms. This Director meets these standards through strong professional background, governance expertise, and unbiased decision-making, adding value to board deliberations and safeguarding stakeholder trust.

A brief profile of Mrs. Sushila Aggarwal, along with other details, as required under Regulation 36 of SEBI (LODR) Regulations, 2015 and Secretarial Standard-2 issued by ICSI, is annexed to the Notice.

The Board recommends the resolution for the appointment of Mrs. Sushila Aggarwal as a Non-Executive Independent Director for approval by the members.

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ITEM NO. 4

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with regulation 24A of SEBI (LODR) Regulations, 2015. The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment of V. Agnihotri and Associates, Practicing Company Secretary Firm, (proprietor CS Vaibhav Agnihotri), COP No. 21596, as the Secretarial Auditor of the Company for a term of 5 financial year i.e. 2025-26 to 2029-30, to conduct the secretarial audit under the provisions of the Companies Act, 2013 and rules made thereunder subject to the approval of the members in their meeting.

CS Vaibhav Agnihotri (V. Agnihotri and Associates) has given their consent for the said appointment and confirmed their eligibility and independence under the Act and relevant regulations. The Board recommends the resolution for the appointment of V. Agnihotri and Associates, a peer-reviewed firm, as Secretarial Auditor of the Company for the aforesaid term for the approval of the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the said resolution.

FOR CITYON SYSTEMS (INDIA) LIMITED

Sd/-

(Radhika Jhunjunwala)

Company Secretary

M. No.: A38550

Place: Delhi

Date: 12.08.2025