

NOTICE

Notice is hereby given that the 19th Annual General Meeting of Shareholders of **Cityon Systems (India) Limited** will be held on Thursday, September 21st, 2023 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, 2023 and the Reports of Board of Directors and Auditor's thereon.
2. To appoint a director in place of Mr. Abhishek Tandon (DIN: 03530860), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass with or without modification(s), 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 reenactment(s) thereof for the time being in force) read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, as recommended by the Board of Directors of the Company M/s Srivastava S & Co. Chartered Accountants (ICAI Firm Registration No. 015187C), be and are hereby appointed as Statutory Auditors of the Company, to fill the casual vacancy caused due to the resignation of Rajani Mukesh & Associates, Chartered Accountants, Kanpur (ICAI Firm Registration No.: 004072C), to hold office for a period of 5 years from the conclusion of this, the 19th Annual General Meeting (AGM) of the Company till the conclusion of the 24th AGM of the Company to be held for the financial year 2027 - 2028 to examine and audit the accounts of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, consent of Members be and is hereby accorded to continue to hold office of, Mr. Gaya Prasad Gupta (DIN: 00335302), Independent Director of the company, till his current tenure of appointment which ends on 29.04.2024 notwithstanding that Mr. Gaya Prasad Gupta has already crossed 75 years of age on 30.03.2023."

FOR CITYON SYSTEMS (INDIA) LIMITED

Sd/-

(Radhika Jhunjunwala)

Company Secretary

M. No.: A38550

Place: - Delhi

Date: - 22.08.2023

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 15th, 2023 to September 21st, 2023** (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 19th 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 19th 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.
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-

Name of the Director	Mr. Abhishek Tandon
Date of Birth	14.03.1983
Date of Appointment on the Board	21.05.2013
Number of Shares held in the Company	Nil
Number of Meetings of the Board attended/held	4/4
Directorships held in other public companies(excluding foreign companies and Government Bodies)	NIL
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)	Nil
Expertise	Finance and Investment
Relationship between director's inter-se, if any	No

Name of the Director	Mr. Gaya Prasad Gupta
Date of Birth	20/03/1948
Date of Appointment on the Board	02/01/2008
Number of Shares held in the Company	Nil
Number of Meetings of the Board attended/held	4/4
Directorships held in other public companies(excluding foreign companies and Government Bodies)	2
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)	Nil
Expertise	Business and Trade
Relationship between director's inter-se, if any	No

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Mr. Gaya Prasad Gupta, Independent Director, was appointed on the Board of the company on 02/01/2008 in compliance of Section 149 of the Companies Act, 2013, and his appointment as an Independent Director of the company for a fixed term of 5 years was made at the Annual General Meeting held on 26.09.2019 His current term in the office of Independent Director is up to 29.09.2024.

Mr. Gaya Prasad Gupta is currently holding the Chairman position of and Nomination and Remuneration Committee of the Board. He is also a member of Audit Committee and Stakeholder Relationship Committee

In terms of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015—

[(1A) No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.]

Recently, on 20.03.2023 he has attained the age of 75 years and hence, as per the requirement of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a special resolution needs to be passed seeking the approval of the shareholders for continuation of his/her directorship in the company.

However this clause is not applicable to our company as we are listed on Innovators Growth Platform (IGP) exchange of BSE and are exempted from the provisions of Corporate Governance.

As a company with good corporate governance, we are voluntarily complying with the provisions of SEBI (LODR), 2015

Mr. Gaya Prasad Gupta (75) is very experienced person and have knowledge in the various fields, and the Board is considering that appointment of Mr. Gaya Prasad Gupta as Independent Director of the Company will be beneficial for the Company. The Board is of the opinion that the continued valuable contribution of Mr. Gaya Prasad Gupta could be of great help as he is the oldest member in the Board of Directors of the company as has been successfully running the company for more than a decade.

Other than Mr. Gaya Prasad Gupta, none of the Directors, Key Managerial Personnel of the company and their respective relatives, are concerned or interested in the above Resolution, financially or otherwise.

The Board commends the above-mentioned Resolution as set out in Item No. 4. as a Special Resolution for your approval.

FOR CITYON SYSTEMS (INDIA) LIMITED

Sd/-

(Radhika Jhunjhunwala)

Company Secretary

M. No.: A38550

Place: - Delhi

Date: - 22.08.2023

ATTENDANCE SLIP

19th ANNUAL GENERAL MEETING – SEPTEMBER 21ST, 2023

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 19th Annual General Meeting held on Thursday, September 21, 2023 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.

PROXY FORM

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

**19th ANNUAL GENERAL MEETING – SEPTEMBER 21ST, 2023
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:

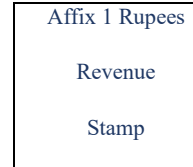
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 19th Annual General Meeting of the Company, to be held on Thursday, September 21, 2023 at 03:00 p.m. at 215, Delhi Chambers, Delhi Gate, Delhi – 110002 and at any adjournment thereof in respect of such resolutions as are indicated below:

S.NO	RESOLUTION	VOTE	
		FOR	AGAINST
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 2023		
2.	To appoint a director in place of Mr. Abhishek Tandon (DIN: 03530860), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	To appoint M/s Srivastava S & Co. Chartered Accountants as Statutory Auditors for a period of 5 years.		

4.	To continue holding office of, Mr. Gaya Prasad Gupta (DIN: 00335302), as Independent Director of the company		
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Signed this day of 2023.

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.

ROUTE MAP TO THE VENUE OF AGM

215, DELHI CHAMBERS, DELHI GATE, DELHI - 110002

