



City Online

Services Limited

Internet Services with world class technology

ANNUAL REPORT
2016 - 2017

**ANNUAL REPORT
2016– 17**

Board of Directors

Mr. S. RaghavaRao	:	Chairman and Managing Director
Mr. Ch. Harinath	:	Executive Director
Mr. R. Krishna Mohan	:	Director (Finance & Administration)
MrV.Satyanarayana	:	Independent Director
Mr. Thomos P. Nicodemus	:	Independent Director
Mr. M. NageswaraRao	:	Independent Director
Mrs. S. Naga Durga	:	Woman Director
Compliance Officer	:	Mr. R. Krishna Mohan
Registered Office	:	701, 7 th Floor, Aditya TradeCenter, Ameerpet, Hyderabad –500 038
Website	:	www.cityonlines.com
CIN	:	L72200TG1999PLC032114
Statutory Auditors	:	M/s. Seshachalam& Co, Chartered Accountants Secunderabad
Internal Auditors	:	M/s. D Rambabu& Co. Chartered Accountants Hyderabad
Secretarial Auditors	:	M/s. VCSR & Associates Company Secretaries Hyderabad
Bankers	:	HDFC Bank, Hyderabad Oriental Bank of Commerce, Hyderabad ICICI Bank, Hyderabad State Bank of India, Vijayawada
Registrars and Share Transfer Agents	:	XL Softech Systems Ltd 3, Sagar Society, Road No.3, Banjara Hills,Hyderabad-500 034.

NOTICE

Notice is hereby given that the 18th Annual General Meeting of the Company will be held on Wednesday the 27th September 2017 at 11.00 A.M. at the Registered Office of the Company situated at 701, 7th Floor, Aditya Trade Centre, Ameerpet, Hyderabad – 500038 to transact the following business:

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March, 2017 and Balance Sheet as at that date together with Directors Report and Auditors Report thereon.
- 2) To appoint a director in place of Sri. S. RaghavaRaowho retires by rotation and being eligible offers himself for re-appointment.
- 3) To appoint a director in place of Sri. R. Krishna Mohanwho retires by rotation and being eligible offers himself for re-appointment.
- 4) Ratification of appointment of Auditors

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Audit and Auditors) Rules, 2016 as amended from time to time, the Company hereby ratifies the appointment of M/s. Seshachalam& Co, Chartered Accountants, Secunderabad as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM to be held in 2018 to examine and audit the accounts of the Company for the financial year 2017-18 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

By Order of the Board of Directors

Place :Hyderabad
Date:14.08.2017

S. RaghavaRao
Managing Director
(DIN - 01441612)

NOTES

1. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 19th September, 2017 to Wednesday, 27th September, 2017 (both days inclusive) for the purpose of Annual General Meeting (AGM).
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
3. A member entitled to attend and vote at the meeting is entitled to appoint a proxy/ proxies to attend and vote instead of him/herself. Such a proxy/ proxies need not be a member of the company.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable

4. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified. Shareholders intending to require information about Accounts to be explained in the Meeting are requested to inform the Company at least 7 days in advance of the Annual General Meeting.
5. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
6. Details under the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their Appointment/reappointment.
7. Electronic copy of the Annual Report for 2017 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2016-17 is being sent in the permitted mode. Copies of the annual report will not be available for distribution to shareholders at the hall.
8. Electronic copy of the Notice of the 18th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

9. Members may also note that the Notice of the 18th Annual General Meeting and the Annual Report for the year 2016-17 will also be available on the Company's website for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id.

10. Voting through electronic means:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and the Listing Regulations executed by the company with the BSE Limited and the National Stock Exchange of India Limited, the company is pleased to provide members the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Ltd (CDSL).

A member may exercise his votes at any General Meeting by electronic means and company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Rules, 2014.

During the e-voting period, members of the company holding shares either in physical form or dematerialized form, as on the cutoff date i.e., 20th September, 2017 may cast their votes electronically.

The e-voting period commences at Saturday, September 23, 2017 (9.00 a.m. IST) and ends on Tuesday, September 26, 2017 (5.00 p.m. IST). The e-voting module shall be disabled by CDSL for voting thereafter.

Once the vote on a resolution is cast by a shareholder, the shareholder shall not be allowed to change it subsequently.

A copy of this notice has been placed on the website of the Company and the website of CDSL.

Mr. Ch. Veeranjanyulu, Practicing Company Secretary (FCS: 6121 CP: 6392), Partner of M/s. VCSR & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman.

The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.cityonlines.com and on the website of CDSL within two (2) days of passing of the resolution at the AGM of the Company and communicated to the Bombay Stock Exchange.

You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

11. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

The process and instructions for e-voting are as under:

- (i) Log on to the e-voting website www.evotingindia.com during the voting period
- (ii) Click on "Shareholders" tab.
- (iii) Now, select "Name of company i.e. City Online Services Limited" from the drop down menu and click on "SUBMIT"
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - d. Next enter the Image Verification Code / Captcha Code as displayed and Click on Login
 - e. If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company/entity, then your existing password is to be used. If you are a first time user follow the steps given below

- (v) Now, fill up the following details in the appropriate boxes:

PAN*	<p>Enter your 10 digit alpha-numeric</p> <p>*PAN issued by Income Tax Department (in Capital) (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. • In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the Bank records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Bank records for the said demat account or folio.</p> <p># Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.</p>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members 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 Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- (ix) Click on the relevant EVSN of Name of company 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 Resolutions.
- (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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xv) If Demat account holder has forgotten the changed password then enter the User ID and image verification code / Captcha Code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) A. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
B. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
C. After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
D. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
E. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- I. Please follow all steps from sl.no. (i) to sl.no. (xvi) above to cast vote.
- II. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

By Order of the Board of Directors

Place: Hyderabad
Date: 14.08.2017

S. RaghavaRao
Managing Director
(DIN - 01441612)

ANNEXURE TO ITEMS 2 AND 3 OF THE NOTICE

Details of Directors seeking re-appointment at the forthcoming Annual General Meeting (in pursuance of The Listing Regulations)

Name of the Director	S RAGHAVA RAO	R KRISHNA MOHAN
Director Identification Number (DIN)	01441612	01678152
Date of Birth	11/04/1959	14/11/1959
Nationality	INDIAN	INDIAN
Date of appointment on Board	20/07/1999	01/09/2001
Qualification	B.Tech	B.Tech
Shareholding in the company	6,84,500	2,70,600
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	1.M/s. Anu Digital Arts Private Limited 2.M/s. City Auto PartsPrivate Limited 3.M/S. City Online Digital Private Limited 4.M/s. City Online Media Private Limited	1.M/s. Andhra Lakshmi Industrial Co Ltd 2.M/S. City Online Digital Private Limited 3.M/s. City Online Media Private Limited
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	No	Audit Committee, Remuneration Committee and Stakeholder's Relationship Committee

There are no inter-se relationships between the Board Members.

DIRECTORS' REPORT

To.,

The Members,

Your Directors have pleasure in presenting their 18th Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2017.

1. Financial summary or highlights/Performance of the Company (Standalone)

The Board's Report shall be prepared based on the stand alone financial statements of the company. (in lakhs)

Particulars	2016-2017	2015-16
Gross Income	1760.66	1319.94
Profit Before Interest and Depreciation	50.47	46.76
Finance Charges	17.98	17.81
Gross Profit	32.49	28.95
Provision for Depreciation	22.46	52.56
Net Profit(Loss) Before Tax	10.02	(23.62)
Provision for Tax	6.36	(28.69)
Net Profit After Tax(Loss)	3.66	(52.31)
Balance of Profit brought forward	3.66	(52.31)
Balance available for appropriation	0.00	0.00
Proposed Dividend on Equity Shares	0.00	0.00
Tax on proposed Dividend	0.00	0.00
Transfer to General Reserve	0.00	0.00
Surplus(loss) carried to Balance Sheet	3.66	(52.31)

2. Performance:

Your company has extended its presence in the entire state of Andhra Pradesh, Telangana and in about 20 towns of Karnataka and is in the processes of entering in more small places in these states which has resulted in increase of revenue by the end of 2017-18 your company will have total presence in these states . Your company has entered into providing of triple play services in gated communities as of now your company has successfully implemented this service in twenty one gated communities the revenue from this sector is very encouraging , hence your company is targeting another ten complexes in this financial year i.e 10000 households. All this factors have helped your company to increase its turnover and the Board of Directors is confident that your company will show growth in financial year 2017-18. Your company started FTH SERVICES i.e.Fibre to Home in 5 gated communities at Bangalore this services will be extended to other cities in AP, Telangana and Karnataka.

3. Dividend

The company has not declared any Dividend during the Financial Year.