

**CITY ONLINE  
SERVICES LIMITED**

**24th  
ANNUAL REPORT  
2022-23**

# CITY ONLINE SERVICES LIMITED

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## Corporate Information

### Board of Directors:

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|----------------------------|--|
| 1. Mr. S. Raghava Rao      | - Chairman & Managing Director (DIN: 01441612)         |
| 2. Mr. M. Nageswara Rao    | - Non-Executive & Independent Director (DIN: 03267864) |
| 3. Mr. Thomos P. Nicodemus | - Non-Executive & Independent Director (DIN: 00444241) |
| 4. Mr. V. Satyanarayana    | - Non-Executive & Independent Director (DIN: 03267751) |
| 5. Mrs. S. Naga Durga      | - Non-Executive Director (DIN: 06697556)               |
| 6. Mr. Ch. Harinath        | - Whole-time Director (DIN: 01441704)                  |
| 7. Mr. R. Krishna Mohan    | - Whole-time Director & CFO (DIN: 01678152)            |

### Company Secretary:

Deepika Vaid

### Registered Office:

701, 7th Floor, Aditya Trade,  
Ameerpet, Hyderabad -500038,  
Telangana  
Ph No: 040-66416882, Fax: 66416891

### Statutory Auditors:

M/s. Laxminivas & Co.  
Chartered Accountants  
Hyderabad

### Internal Auditors:

M/s. D. Rambabu & Co  
Chartered Accountants  
Hyderabad

### Secretarial Auditors:

M/s. Vivek Surana & Associates  
Practicing Company Secretaries  
Hyderabad.

## BANKERS

HDFC Bank Ltd, Hyderabad  
Oriental Bank of Commerce, Hyderabad  
ICICI Bank Ltd, Hyderabad

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## AUDIT COMMITTEE:

1. Mr. M. Nageswara Rao - Chairman
2. Mr. Thomos P. Nicodemus - Member
3. Mr. R. Krishna Mohan - Member

## NOMINATION & REMUNERATION COMMITTEE:

1. Mr. Thomos P. Nicodemus - Chairman
2. Mr. M. Nageswara Rao - Member
3. Mrs. S. Naga Durga - Member

## STAKEHOLDER RELATIONSHIP COMMITTEE:

1. Mr. M. Nageswara Rao - Chairman
2. Mr. Thomos P. Nicodemus - Member
3. Mr. R. Krishna Mohan - Member

## INDEPENDENT DIRECTORS:

1. Mr. M. Nageswara Rao
2. Mr. Thomos P. Nicodemus
3. Mr. V. Satyanarayana

## REGISTRAR & SHARE TRANSFER AGENTS

XI Softech Systems Ltd  
3, Sagar Society, Road No. 3  
Banjara Hills, Hyderabad – 500 034, Telangana.  
Ph: 040 - 23545913, E-mail: xlfield@gmail.com

**LISTED AT** : BSE Limited  
**ISIN** : INE158C01014  
**WEBSITE** : www.cityonlines.com  
**INVESTOR E-MAIL ID** : corp@cityonlines.com

**CORPORATE IDENTITY NUMBER** : L72200TG1999PLC032114

# **CITY ONLINE SERVICES LIMITED**

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## **NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE 24TH ANNUAL GENERAL MEETING OF MEMBERS OF CITY ONLINE SERVICES LIMITED WILL BE HELD ON THURSDAY, THE 28TH DAY OF SEPTEMBER, 2023 AT 10.00 A.M. AT REGISTERED OFFICE OF THE COMPANY SITUATED AT 701, 7TH FLOOR, ADITYA TRADE CENTER, AMEERPET, HYDERABAD, TELANGANA — 500038, TO TRANSACT THE FOLLOWING BUSINESS:**

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Statement of Assets and Liabilities as at March 31st, 2023, the Statement of Profit and Loss and Cash Flow Statement for the Financial Year ended on that date together with the Notes attached thereto, along with the Report of Auditors and Directors thereon.
2. To appoint a Director in place of Mrs. S. Naga Durga (DIN: 06697556), who retires by rotation and being eligible, offers herself, for re - appointment.

**For and on behalf of the Board  
City Online Services Limited**

**Sd/-**

**S. Raghava Rao  
Chairman & Managing Director  
(DIN: 01441612)**

**Place: Hyderabad  
Date: 14.08.2023**

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- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The instrument of Proxy in order to be effective shall be deposited at the Registered Office of the Company by not less than 48 hours before the commencement of the Meeting.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith.

2. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
3. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID Numbers for identification.
4. Corporate Members intending to send their authorized representative/(s) u/s 113 of the Companies Act, 2013 (the Act), are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the meeting.
5. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
6. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agents (M/s. XL Softech Systems Limited.)
7. With a view to using natural resources responsibly, we request shareholders to update their email address with their Depository Participants to enable the Company to send communications electronically.
8. Members holding shares in the same name under different ledger folios are requested to apply for consolidation of such folios and send the relevant share certificates to M/s. XL Softech Systems Limited, Share Transfer Agents (for demat) of the Company and Company for shares held in physical for their doing the needful.

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9. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the AGM.
10. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.
11. The Securities and Exchange Board of India issued a circular for submission of Aadhar number by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit Aadhar card details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their Aadhar card details to the Company/ Registrar and Share Transfer Agents (M/s. XL Softech Systems Limited.)
12. Members holding shares in the same name under different ledger folios are requested to apply for Consolidation of such folios and send the relevant share certificates to M/s. XL Softech Systems Limited, Share Transfer Agents of the Company for their doing the needful.
13. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company and correspond with them directly regarding share transfer/ transmission/ transposition, Demat /Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
14. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
15. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
16. Electronic copy of the Annual Report 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 is being sent in the permitted mode.
17. Members may also note that the Annual Report 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 for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such

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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: corp@cityonlines.com.

18. SEBI has decided that securities of the listed companies can be transferred only in dematerialized form which effective from 01.04.2019. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.

### 19. INSTRUCTIONS FOR E-VOTING

- a. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations and applicable circulars, the Members are provided with the facility to cast their vote electronically (through remote e-Voting as well as the e-Voting system on the date of the AGM), through the e-Voting services provided by CDSL, on all the resolutions set forth in this Notice.
- b. The remote e-Voting period commences on Monday, September 25, 2023 (9.00 A.M. IST) and ends on Wednesday, September 27, 2023 (5.00 P.M. IST). During this period, Members holding shares either in physical mode or in demat mode, as on Thursday, September 21, 2023 i.e., cut-off date, may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter. A person who is not a member as on the Cut-off date should treat Notice of this Meeting for information purposes only.
- c. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e., Thursday, September 21, 2023.
- d. Any person or non-individual Shareholders (in physical mode/ demat mode) who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow the steps mentioned below.
- e. Login method for e-Voting and voting during the meeting for Individual Shareholders holding securities in demat mode.

In terms of the SEBI circular dated December 9, 2020 on the e-Voting facility provided by listed companies and as part of increasing the efficiency of the voting process, e-Voting process has been enabled to all individual Shareholders holding securities in demat mode to vote through their demat account maintained with depositories / websites of depositories / depository participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility. Login method for Individual Shareholders holding securities in demat mode is given below:

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Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>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 URL for users to login to E a s i / E a s i e s t are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service P r o v i d e r s i . e . CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page o r c l i c k o n <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>



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<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"><li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 &amp; voting during the meeting.</li><li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li><li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 &amp; voting during the meeting.</li></ol>
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Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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 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 above mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL**

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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30