

NOTICE

Notice is hereby given that the 25th Annual General Meeting of the Members of **CITYGOLD CREDIT CAPITAL LIMITED** will be held on Wednesday 26th day of September, 2018 at 11.00 A.M. at the Registered Office of the Company at Room No. 555, 5th Floor, LSE Building, Feroze Gandhi Market, Ludhiana (Pb.)-141001 to transact the following business:

ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March, 2018 including Audited Balance Sheet as at March 31, 2018 the statement of Profit & Loss and Cash Flow Statement for the year ended on that date along with the Reports of the Auditors and Directors thereon.
2. To appoint Sh. Sanjeev Kumar Puri (DIN 02787155), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS :-**3. TO RE-APPOINT MR. SAHIL PURI AS MANAGING DIRECTOR OF THE COMPANY**

“RESOLVED THAT pursuant to Section 196, 197,203 read with Schedule V, read with Companies(Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable provisions, if any, of the Companies Act,2013 (including any statutory amendment(s), modification(s), or re-enactment(s) therefore for time being in force), the approval of members of the Company be and are hereby accorded to appoint Mr. Sahil Puri as Managing Director of the Company at a remuneration within the limits as prescribed in section 197 read with schedule V of the Companies Act, 2013 for the period of five years, w.e.f. 30.12.2018 whose term will be liable to retirement by rotation on the terms and conditions including remuneration as may be approved by the board of directors (herein after referred to as “Board” which term shall be deemed to include the Nomination & Remuneration Committee constituted by the Board) with liberty to the Board of Directors to alter and vary the said remuneration in such form and manner or with such modifications as the Board may deem fit and agreed to by Mr. Sahil Puri, Managing Director.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to vary/alter at any time the remuneration, terms and conditions of the said appointment in such manner as may be approved by the Board of Directors of the Company and acceptable to the Mr. Sahil Puri, Managing Director as permissible under the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution and also to make such

alternations and modifications, as may be required within the limits of Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all formalities, acts, matter and things which may be necessary, proper and expedient to give effect to this Resolution.”

By Order of the Board
For CITYGOLD CREDIT CAPITAL LIMITED

Date: - 14.08.2018	sd/- (Sahil Puri) Managing Director DIN: 06804517 H. No. 203, Krishna Nagar, Ludhiana- 141001	sd/- (Sanjeev Kumar Puri) Director & CFO DIN: 02787155 18-A, Model Gram, Nr. Railway Station, Ludhiana- 141002
Place: - Ludhiana		

NOTES:

- i) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- ii) 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 person or shareholder.**
- iii) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.**
- iv) 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 their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company.**
- v) The register of members and the share transfer book of the company will remain closed from 19.09. 2018 to 26.09.2018 (both days inclusive).**
- vi) The Notice of the AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company or with the Depository Participant(s), unless members have requested for the hard copy of the same, physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to the Members who have not registered their email address with the Company Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Gate of Venue of the AGM.**
- vii) Members are requested to bring their copies of Annual Reports along with them, as copies of the report will not be distributed at the meeting.**
- viii) Members/proxies are requested to bring their attendance slips sent herewith duly filled in for attending the meeting.**
- ix) Any queries regarding the Annual Accounts or otherwise must be sent to Registered Office of the Company at least 10 days before the date of meeting.**
- x) Ms. B.K. Gupta & Associates, Company Secretaries have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner (including the ballot forms received from members who do not have access to the e voting**

process). The scrutinizer shall upon the conclusion of General Meeting, unblock the votes in presence of at least two witnesses not in employment of the Company and make a report of the votes cast in favour or against, if any, forthwith to the chairman of the Company.

- xi)** The Results of the resolutions passed at the AGM of the Company will be declared within 48 working hours of the conclusion of AGM. The Results declared along with the Scrutinizer's report shall be placed on Company's website and website of CDSL and will be communicated to the stock exchanges.
- xii) Voting through Electronic Means:** Pursuant to the Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management And Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to the Members a facility to exercise their right to vote at the 25th Annual General Meeting (AGM) by electronic means.
- xiii) The instructions for shareholders voting electronically are as under:**
 - a. The Members whose name appears in the Register of Members of the Company as on 18.09.2018 (CUT OFF DATE) may cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting). The remote e-voting shall commence on 23.09.2018 at 9:00 AM and ends on 25.09.2018 at 05:00 PM. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The e-voting module shall be disabled by CDSL for voting thereafter.
 - b. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting value.
 - c. The shareholders should log on to the e-voting website **www.evotingindia.com** during the voting period.
 - d. Click on "Shareholders" tab.
 - e. Now Enter your User ID
 - I. For CDSL: 16 digits beneficiary ID,
 - II. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - III. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - f. Next enter the Image Verification as displayed and Click on Login.
 - g. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - h. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (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 8 digits of the sequence number in the PAN Field. In case the sequence 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 sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company 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 company records for the said demat account or folio.</p> <ul style="list-style-type: none"> 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 member id / folio number in the Dividend Bank details field as mentioned in instruction (e).

- i. After entering these details appropriately, click on "SUBMIT" tab.
- j. Members holding shares in physical form will then directly reach the Company 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.
- k. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- l. Click on the EVSN for the <CITYGOLD CREDIT CAPITAL LIMITED> on which you choose to vote.
- m. 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.
- n. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- o. 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.
- p. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- q. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- r. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- s. Note for Non-Individual Shareholders and Custodians
 - Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporate.
 - 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 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
 - Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 18.09.2018 may follow the same instructions as mentioned above for e-voting.
- t. 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.
- u. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

Members holding equity shares in electronic form and proxies thereof are requested to bring their DP ID and client ID for identification.

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

ITEM NO. 3

To meet the requirement of Company Act, 2013 the Board of Directors in their meeting held on 14.08.2018 and also on the basis of recommendation of the Nomination and Remuneration Committee, proposed to re-appoint Sh. Sahil Puri (DIN 06804517), as Chairman cum Managing Director of the Company.

The term of directorship of Sh.Sahil Puri will be under the category of liable to retire by rotation. Sh.Sahil Puri who is existing Managing director in the board, is having very rich experience in relation to administration of business. It would be in the interest of the Company to appoint her as a Managing Director of the Company.

Pursuant to provision of Sec. 197 read with Schedule V of the Companies Act 2013, in the absence of inadequacy of profits in any financial year the remuneration as set out in the resolution to be paid as the minimum remuneration to Sh. Sahil Puri. The Board of Directors recommends the above resolution for your approval.

Sh. Sahil Puri, being the appointee himself and Sh. Sanjeev Kumar Puri, Director and Chief Financial Officer, being relative of Sh. Sahil Puri is interested in the proposed resolution.

Except them, none of the Directors or Key Managerial Personnel is interested in the resolution. The above may be treated as an abstract of the terms and conditions of the designation of Sh. Sahil Puri pursuant to Section 197 of the Companies Act, 2013.

Information pursuant to Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) regarding the Directors seeking appointment/re-appointment in the AGM.

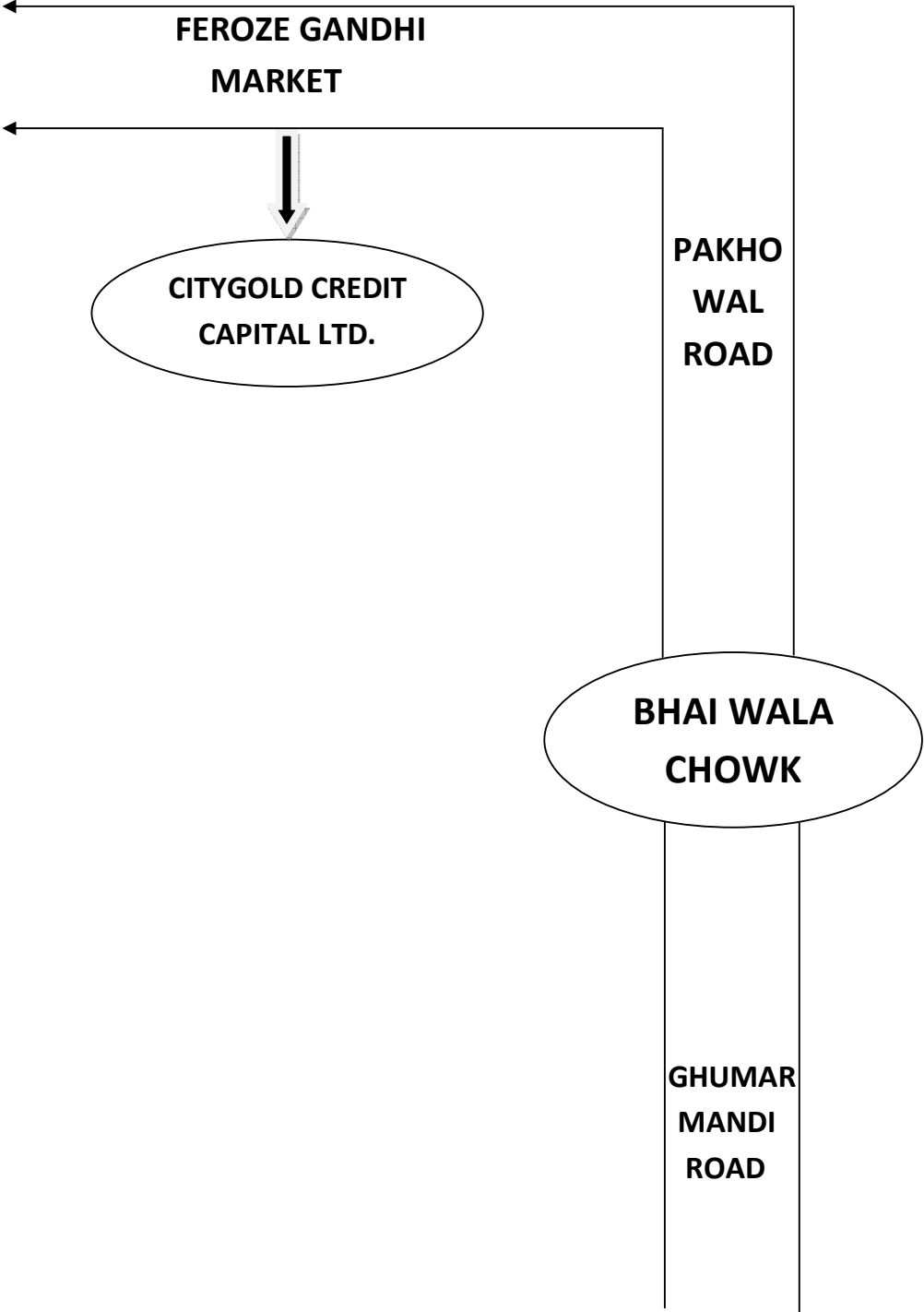
Name of the Director	Sh. Sanjeev Kumar Puri
Date of Birth	27/05/1964
Date of Appointment	15/05/2010
Qualification	Matriculation
Expertise in Specific functional Area	He has a very rich experience in Equity and Commodity Market
No. of Shares Held in the Company	75,200
Directorships held in other companies	Nil
Position held in mandatory committees of other companies	Nil
Relationship with other Directors	Sh. Sanjeev Kumar Puri does not have any pecuniary relationship with the Company.

By Order of the Board

For CITYGOLD CREDIT CAPITAL LIMITED

	sd/- (Sahil Puri) Managing Director DIN: 06804517 H. No. 203, Krishna Nagar, Ludhiana- 141001	sd/- (Sanjeev Kumar Puri) Director & CFO DIN: 02787155 18-A, Model Gram, Nr. Railway Station, Ludhiana- 141002
Date: - 14.08.2018		
Place: - Ludhiana		

Venue of Annual General Meeting



CITYGOLD CREDIT CAPITAL LIMITED

Regd. Office: Room No. 555, 5th Floor, LSE Building, Feroze Gandhi Market, Ludhiana- 141001
U65921PB1993PLC013595

ATTENDANCE SLIP

Member's Folio No. :
Client ID No.
DP ID No. :
Name of the Member
Name of Proxy holder
No of shares held

I hereby record my presence at the 25th Annual General Meeting of the Company held on Wednesday, 26th day of September, 2018 at 11.00 A.M. at the Registered Office of the Company at Room No. 555, 5th Floor, LSE Building, Feroze Gandhi Market, Ludhiana- 141001.

Signature of Member/Proxy

NOTES :

1. **Members/Proxy holders are requested to produce the attendance slip duly signed for admission to the meeting hall.**

NO GIFTS/COUPONS SHALL BE DISTRIBUTED AT THE MEETING

----- CUT HERE -----

CITYGOLD CREDIT CAPITAL LIMITED

Regd. Office: Room No. 555, 5th Floor, LSE Building, Feroze Gandhi Market, Ludhiana- 141001
U65921PB1993PLC013595

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s) :
Registered address
E-mail Id:
Folio No./ Client Id :
DP ID :
I/We, being the Member(s) of
shares of the above named company, hereby appoint

Name:..... E-mail: Id:

Signature: or failing him

Name: E-mail:..... Id:

Signature:....., or failing him

Name:..... E-mail:..... Id:

Signature:.....,or failing him the as my/our proxy to a(end and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the Company held on Wednesday, 26th day of September, 2018 at 11.00 A.M. at the Registered Office of the Company Room No. 555, 5th Floor, LSE Building, Feroze Gandhi Market, Ludhiana- 141001 and at any adjournment thereof in respect of such resolution as are indicated below:

**Affix Re. 1/-
Revenue
Stamp here**

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Resolution No.	Resolution	For	Against
1.	To consider audited financial statements of the company for the financial year ended March 31, 2018.		
2.	To appoint Director in place of Sh.Sanjeev Kumar Puri (DIN 02787155), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	To re-appoint Mr.Sahil Puri as Managing Director of the company.		

Note :

- A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote on poll instead of himself/herself.
- If it is intended to appoint a proxy, the form of proxy should be deposited at the Registered Office of the Company at least 48 hours before the commencement of meeting.