

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 31ST ANNUAL GENERAL MEETING OF THE MEMBERS OF CITYGOLD CREDIT CAPITAL LIMITED WILL BE HELD ON MONDAY, 30TH DAY OF SEPTEMBER, 2024 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 2024 along with the Reports of Auditors and Director thereon and in this regard, pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT the audited financial statements of the Company for the financial year ended 31st March 2024 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

- 2. To appoint Mr. Sahil Puri(DIN: 06804517) who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard, pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Sahil Puri (DIN: 06804517), who retires by rotation at this meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

- 3. To appoint Mr. Nitin Krishnalal Minocha (DIN: 07705015) as an Executive Director of the company. and in this regard, pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to Section 152 read with other applicable provisions of the Companies Act, 2013 (‘Act’) read with Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the “Applicable Laws”) and on the recommendation of the Nomination and Remuneration Committee, consent of the members of the company be and is hereby accorded to appoint Mr. Nitin Krishnalal Minocha (DIN: 07705015) as Director of the Company w.e.f. 30.09.2024 who shall be liable to retire by rotation.”

“RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution, matters incidental thereto and/or otherwise considered by them to be in the best interest of the Company.”

4. **To appoint Mr. Nitin Krishnalal Minocha (DIN: 07705015) as Managing Director of the company and fix his remuneration** and in this regard, pass the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), and on the recommendation of the Nomination and Remuneration Committee, and subject to such sanctions as may be necessary, the consent of the members of the company be and is hereby accorded to appoint Mr. Nitin Krishnalal Minocha (DIN: 07705015), as Managing Director of the Company for a period of 5 (five) years with effect from this Annual General Meeting to annual general meeting to be held on 2029 on the terms and conditions including the remuneration as approved by the Nomination and Remuneration Committee of Rs. 12,00,000/- per annum or Rs. 1,00,000/- p.m. and minimum remuneration in the event of absence or inadequacy of profits as set out in the Explanatory Statement relating to this resolution and in the Agreement entered between the Company and Mr. Nitin Krishnalal Minocha and such agreement is hereby approved, with liberty to the Board of Directors (which term shall be deemed to include any duly authorized committee thereof or the time being exercising the power conferred on the Board by this resolution), to alter and vary the terms and conditions and remuneration including minimum remuneration in such manner as it may deem fit and as may be agreed to between the Board of Directors and Mr. Nitin Krishnalal Minocha on the following terms and conditions:

- **Tenure:** 5 years with effect from 30.09.2024.
- **Remuneration:** Total Remuneration of Rs. 12,00,000/- per annum (Rupees Twelve Lakh only), comprising and Variable Pay (including perquisites) of up to Rs. 3,00,000 per annum (Rupees Three Lakh Only), for the period of 5 years from 30.09.2024.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized on behalf of Company to do all such acts, deeds, resolutions and things and execute all such agreements, documents and instruments as may be required from time to time for giving effect to the above resolution and matters related thereto.”

5. **To appoint Mr. Sandeep Kumar Sahu (DIN: 06396817) as an Independent Non-Executive Director of the company** and in this regard, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and on the recommendation of Nomination and Remuneration Committee, Consent of the members of the company be and is hereby accorded to appoint Mr. Sandeep Kumar Sahu (DIN: 06396817) as an Independent Non-Executive Director of the Company, for the term of five years with effect from 30.09.2024 and shall not liable to retire by rotation.”

“**RESOLVED FURTHER THAT** the Board of Directors or the Company Secretary of the Company be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution.”

6. **To appoint Ms. Kanika Kabra (DIN: 10291001) as an Independent Non-Executive Director of the company** and in this regard, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and on the recommendation of Nomination and Remuneration Committee, Consent of the members of the company be and is hereby accorded **to appoint Ms. Kanika Kabra (DIN: 10291001)** as an Independent Non-Executive Director of the Company, for the term of five years with effect from 30.09.2024 and shall not liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution.”

**By Order of the Board
For CITYGOLD CREDIT CAPITAL LIMITED**

Place:- Ludhiana
Date:- 02.09.2024

sd/-
(Sahil Puri)
Managing Director
DIN: 06804517

NOTES:

1. Explanatory Statement pursuant to Section 102(1) of the Companies Act, with respect to the Special Business to be transacted at the 31st Annual General Meeting (the 'Meeting/AGM') is annexed hereto.
2. Pursuant to SS-2 i.e. Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India, the route map for reaching the Meeting venue showing the prominent landmarks is given annexed in this Notice/Annual Report.
3. 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 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.
4. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10 (ten) percent of the total share capital of the company carrying voting rights. A member holding more than 10 (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.
5. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a duly certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
6. 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.
7. Members, attending the meeting in person are requested to bring their attendance slip to the Meeting.
8. In case of joint holders, the member whose name appears as the first holder in the order of names as per the register of members of the Company will be entitled to vote.
9. To support the 'Green Initiative', Members holding Shares in dematerialized mode are requested to register/update their email addresses with the relevant Depository Participant ('DP').

10. In compliance with the General Circulars issued by Ministry of Corporate Affairs (“MCA Circulars”) and Circulars issued by SEBI (“SEBI Circulars”), Notice of the AGM along with the Annual Report 2023-2024 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2023-2024 will also be available on the Company’s website of the company and stock exchanges. Further Notice of the AGM shall also be available at the website of e-voting agency CDSL at www.evoting.india.com
11. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the 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.

All Members and investors are requested to submit PAN, or intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, specimen signature (as applicable) etc., to their DP or to Company’s RTA, Link Intime India Pvt. Ltd through Form ISR-1, Form ISR-2 and Form ISR-3 (as applicable) available on the Company’s website and on the website of RTA at <https://web.linkintime.co.in/>.

12. As per amendment in SEBI (LODR) Regulations by notification dated 08.06.2018 read with notification no. No. SEBI/LAD-NRO /GN/ 2018/49 dated 30.06.2018, Members of the company, who hold securities in physical form and intend to transfer their securities after 1stApril 2019, can do so only in dematerialized form. Therefore, Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares for ease of portfolio management as well as for ease of transfer, if required.

Further SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, the members are advised to dematerialize their holdings.

In view of the same, the members are requested to dematerialize their shares. Members can contact their particulars DP or Company’s RTA for in this regard.

13. As per the provisions of Section 72 of the Act, the facility of making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company’s website. Members are requested to submit the said details to their respective DP in case the

shares are held by them in electronic form and to the Company's RTA, in case the shares are held in physical form.

14. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAEIAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>.

15. Pursuant to the provisions of Section 91 of the Act read with Rule 10 of the Companies (Management and Administration) Rules, 2014, Register of Members and the share transfer book of the company will remain closed from 24.09.2024 to 30.09.2024 (both days inclusive).
16. Any queries regarding the Annual Accounts or otherwise must be sent to Registered Office of the Company at least 15 days before the date of meeting.
17. CS Bhupesh Gupta of M/s B. K. Gupta & Associates Practicing Company Secretaries has 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.
18. 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 of CDSL and will be communicated to the stock exchanges.
19. **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 of remote e- voting (e-voting from a venue other than place of Annual General Meeting) to the Members to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 27.09.2024 at 09.00 a.m. and ends on 29.09.2024 at 05.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23.09.2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below :-

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<ol style="list-style-type: none"> 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 users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/LINKINTIME etc., so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 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: https://eservices.nsdl.com 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

	<p>will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>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.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-22-55-33.</p>

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 evoting@nsdl.co.in or call at toll free no.: 1800-1020-990 and 1800-22-44-30.
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STEP 2: Login method for remote e-Voting for physical shareholders and shareholders other than individual shareholders holding in Demat Form.

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on “Shareholders” module.
3. Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholder holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. 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.
6. If you are a first time user follow the steps given below:-

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (i) After entering these details appropriately, click on “SUBMIT” tab.
- (ii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

- (iii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the EVSN for the relevant <CITYGOLD CREDIT CAPITAL LIMITED> on which you choose to vote.
- (v) 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.
- (vi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (vii) 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.
- (viii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (ix) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (x) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xii) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote E-Voting Only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporate” module.
 - 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 a 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.
 - It is Mandatory that, 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.

- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cgcl1993@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders, please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at - toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL), Central Depository Services (India) Limited, A Wing, 25thFloor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on toll free no. 1800 22 55 33.

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

ITEM NO. 3 & 4

On the recommendation of Nomination and Remuneration Committee and pursuant to the applicable provisions of Section 152, 196 and 197 of Companies Act, 2013 and applicable provisions of SEBI (LODR) Regulation, It is proposed to appoint Mr. Nitin Krishnalal Minocha (DIN 07705015) as Director as well as Managing Director of the Company, his appointment as Managing Director will be for a term of 5 years with effect from 30.09.2024 at a remuneration as detailed set out in the proposed resolution.

He has done BE in Mechanical from Barkat Ullah University. Further he has done MBA in Finance and CFA from Institute of Chartered Financial Analysts of India (ICFAI). He has a rich experience of more than 18 years in the field of sales, marketing and business administration, financial consultancy and fund raising.

Board considers that his association would be of immense benefit to the Company and it is desirable to avail his services as Managing Director to managing in the business operations of the Company.

In this regard, Board has received consent in writing from Mr. Nitin Krishnalal Minocha to act as Director and Managing Director and a declaration under Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of section 164 of the Companies Act, 2013.

As per the provisions of section 196 and 197 read with Schedule V to the Companies Act, 2013 the remuneration payable to the Managing Director of the Company requires approval of the members in general meeting of the company by way of Special Resolution.

Except Mr. Nitin Krishnalal Minocha, no other directors, Key managerial personnel or their relatives thereof is interested or concerned in the proposed resolution.

The Board commends the resolution set out at item no 3 & 4 of the approval members in general meeting as special resolution.

ITEM NO.5

On the recommendation of Nomination and Remuneration Committee and pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and other applicable provisions of the SEBI (LODR) Regulations 2015, Board of Director of the company, proposed to the members, in the ensuing annual general meeting, to appoint Mr. Sandeep Kumar Sahu (DIN: 06396817) as an

Independent Non-Executive Director of the Company, with effect from 30.09.2024 not liable to retire by rotation.

The appointment of Mr. Sandeep Kumar Sahu (DIN: 06396817) for a term of 5 years from the date of his appointed stated in the resolution no. 5, his appointment shall be effective upon approval by the members in the Meeting. Mr. Sandeep Kumar Sahu (DIN: 06396817), is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company and has given declaration to the Board that he meets criteria for independence as provided under section 149(6) of the Act and Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

Except Mr. Sandeep Kumar Sahu, no other directors, Key managerial personnel or their relatives thereof is interested or concerned in the proposed resolution.

The Board commends the resolution set out at item no 5 of the approval members in general meeting as an ordinary resolution.

ITEM NO. 6

On the recommendation of Nomination and Remuneration committee and pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and other applicable provisions of the SEBI (LODR) Regulations, Board of Director of the company proposed to the members, in the ensuing annual general meeting, to appoint Ms. Kanika Kabra (DIN: 10291001) as an Independent Non-Executive Director of the Company, with effect from 30.09.2024 not liable to retire by rotation.

The appointment of Ms. Kanika Kabra (DIN: 10291001) for a term of 5 years from the date of her appointed stated in the resolution no. 6 , her appointment shall be effective upon approval by the members in the Meeting. Ms. Kanika Kabra (DIN: 10291001), is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director of the Company and has given declaration to the Board that she meets criteria for independence as provided under section 149(6) of the Act and Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

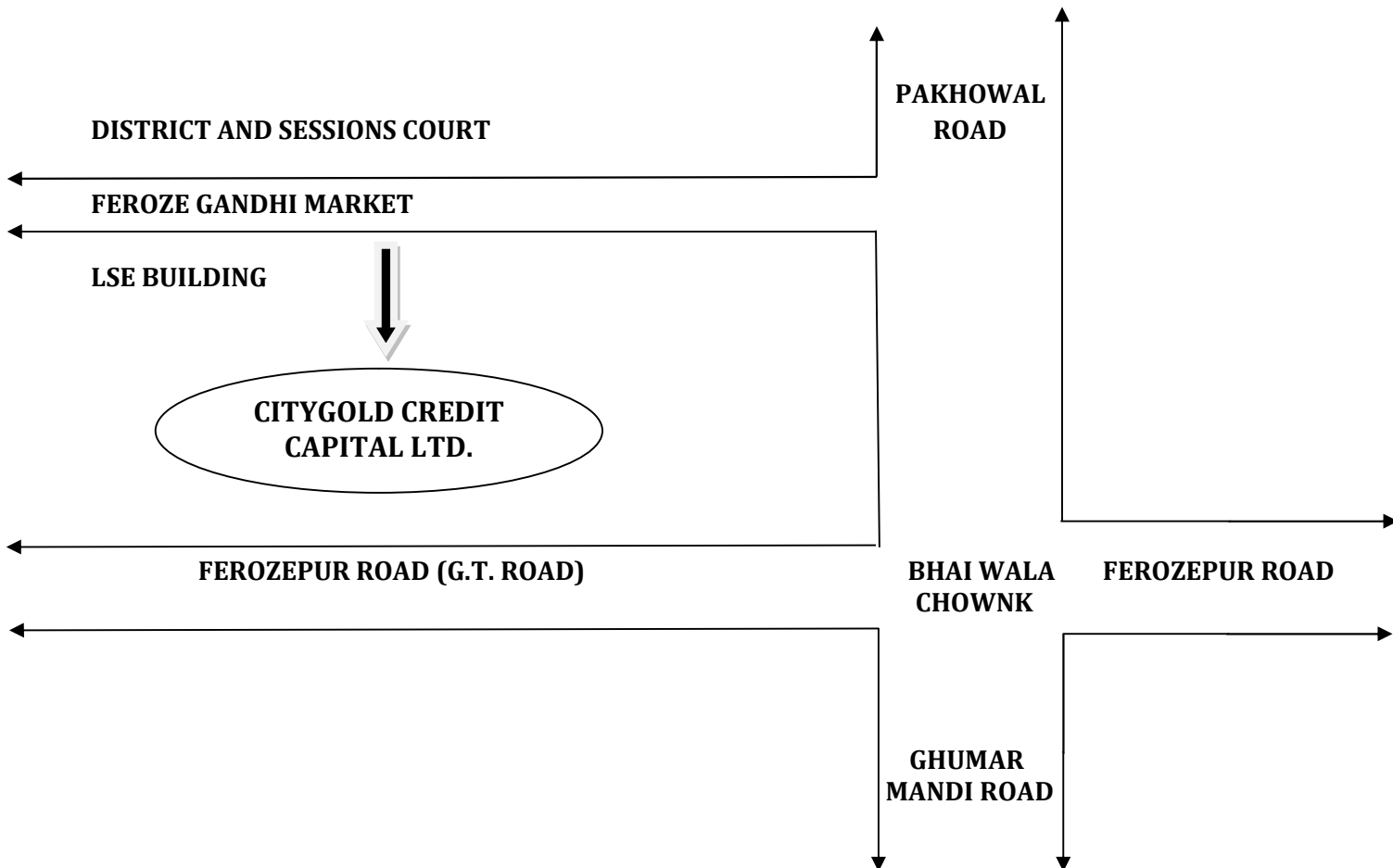
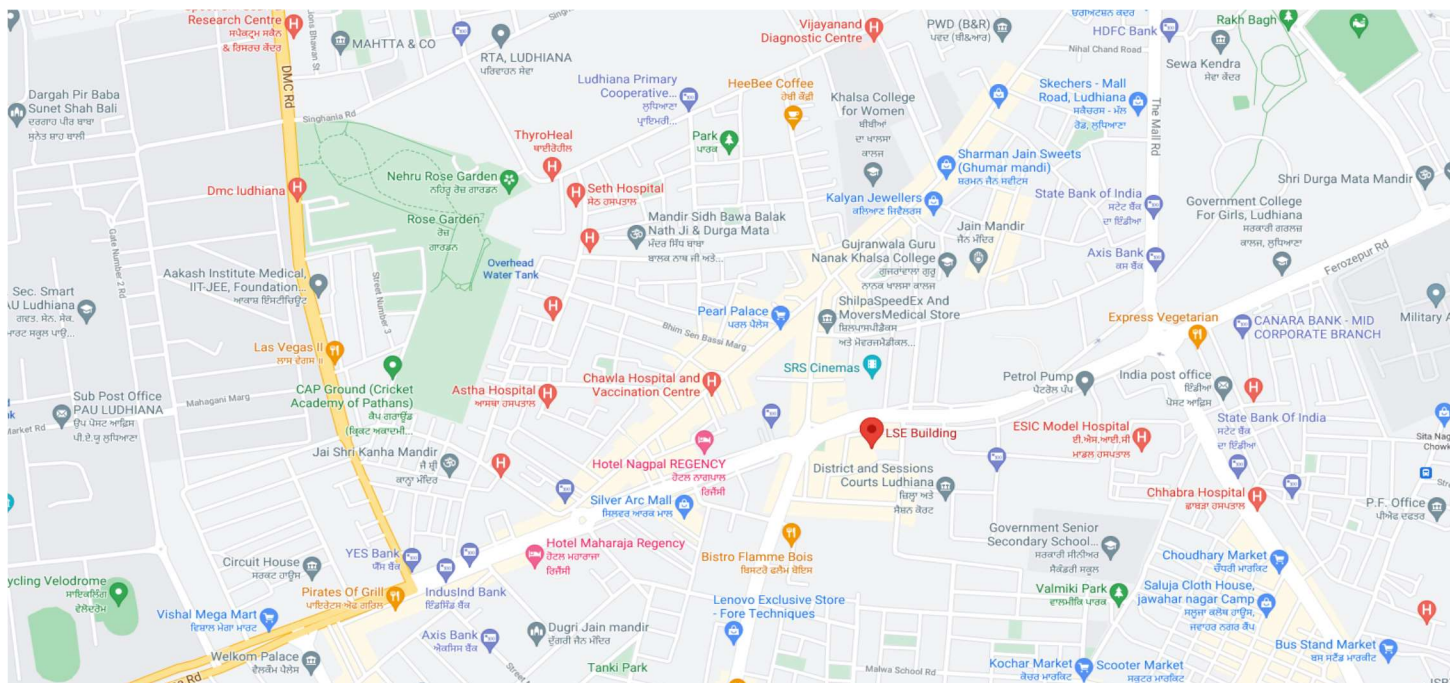
Except Ms. Kanika Kabra, no other directors, Key managerial personnel or their relatives thereof is interested or concerned in the proposed resolution. The Board commends the resolution set out at item no 6 of the approval members in general meeting as an ordinary resolution.

Information pursuant to Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause 1.2.5 of Secretarial Standard on General Meetings (SS-2) regarding the directors seeking appointment/re-appointment at the AGM.

Name	Sahil Puri	Nitin Krishnalal Minocha	Sandeep Kumar Sahu	Kanika Kabra
DIN	06804517	07705015	06396817	10291001
Date of Birth	20/05/1987	29/03/1972	20/10/1984	07/01/1987
Age	37	52	40	37
Qualifications	Post Graduate	CFA	Graduate	Graduate in Commerce (B. Com) and CS
Brief Profile and experience.	He has a very rich experience in Financial, Equity & Commodity Market.	Engineer and CFA and a well-known name in Exhibition and Events Industry. He has experience in the field of investment, finance advisory, M&A, fund raising and business administration.	Mr. Sandeep Sahu is a graduate by profession. He has a wide experience in field of marketing and business administration.	Ms. Kanika Kabra is a member of ICSI. She has a wide experience in the field of Corporate Laws.
Terms and conditions of appointment	Director liable to retire by rotation	5 years w.e.f. 30.09.2024	5 years w.e.f. 30.09.2024	5 years w.e.f. 30.09.2024
Details of remuneration sought to be paid	N.A.	12,00,000/- per annum comprising and Variable Pay (including perquisites) of up to Rs. 3,00,000 per annum for the period of 5 years.	Sitting Fees and Commission, if any, as approved by the Board of Directors	Sitting Fees and Commission, if any, as approved by the Board of Directors
Remuneration last drawn, if applicable	NIL	N.A.	N.A.	N.A.
Date of first appointment on the board	03.02.2014	To be appointed w.e.f 30.09.2024.	To be appointed w.e.f 30.09.2024.	To be appointed w.e.f 30.09.2024.
Relationship between director inter-se	Not related to any director	Not related to any director	Not related to any director	Not related to any director
Directorship held in other companies	Surya scrips Private Limited	Quench Capital Advisors Limited	1. Indian Infotech and Software Limited 2. Panorama Studios International Limited 3. Prismx Global Ventures Limited	Tahmar Enterprises Limited

			4. Panorama Studios Private Limited 5. Tahmar Enterprises Limited 6. Createroi Financial Consultancy Limited	
Membership/ Chairmanship of committees of other boards • Audit Committee (AC) • Nomination and Remuneration Committee (N&RC) • Stakeholder Relationship Committee (SRC)	N.A.	N.A.	Chairmanship in Committee Prismx Global Ventures Limited 1. AC 2. N&R C 3. SRC Membership in Committee Panorama Studio International Limited 1. AC 2. N&R C 3. SRC Tahmar Enterprises Limited 1. AC 2. N&R C 3. SRC	Chairmanship in Committee Tahmar Enterprises Limited 1. AC 2. N&R C 3. SRC
Skills and capabilities required for the role of Independent Directors and the manner in which the proposed person meets such requirements	N.A.	N.A.	He brings with him diverse and technical expertise in the areas of Business Management & Corporate Strategies, & Governance Matters.	Being a CS by profession, she has a wide knowledge and experience about legal and corporate laws and regulatory authorities.
No. of equity shares held in the Company	65,000 Equity Share	NIL	NIL	NIL
Listed entities from which Director has resigned from directorship in last three (3) years	N.A.	N.A.	Zenith Steel Pipes & Industries Limited w.e.f. 17.01.2023	Mayukh Dealtrade Limited w.e.f. 06.04.2024

Venue of Annual General Meeting



CITYGOLD CREDIT CAPITAL LIMITED

Regd. Office: Room No. 555, 5th Floor, LSE Building,
Feroze Gandhi Market, Ludhiana- 141001
L65921PB1993PLC013595

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 31stAnnual General Meeting of the Company held on Monday, 30th day of September, 2024 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.

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 -----

Form No. MGT-11

Proxy Form

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

CIN	L65921PB1993PLC013595
Name of Company	Citygold Credit Capital Limited
Registered Office	Room No. 555, 5 th Floor, LSE Building, Feroze Gandhi Market, Ludhiana (PB) 141001.

Name of the Member(s):		
Registered address:		
E-mail Id:	Folio No/ Client Id:	DP ID

I/ We being the member of, shares of above mentioned company, hereby appoint

Name		Email ID	
Address		Signature	

Or falling him

Name		Email ID	
Address		Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Annual General Meeting of members of the Company, to be held on Monday 30.09.2024 at Room No. 555, 5th Floor, LSE Building, Feroze Gandhi Market, Ludhiana (PB) 141001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Nos.

1. To consider and adopt the audited financial statements of the company for the financial year ended March 31, 2024 (Ordinary Resolution).
2. To appoint Mr. Sahil Puri (DIN: 06804517) who retires by rotation and being eligible, offers himself for re-appointment as a Director (Ordinary Resolution).
3. To appoint Mr. Nitin Krishnalal Minocha (DIN: 07705015) as an Executive Director of the company (Ordinary Resolution).
4. To appoint Mr. Nitin Krishnalal Minocha (DIN: 07705015) as Managing Director of the company and fix his remuneration (Special Resolution).
5. To appoint Mr. Sandeep Kumar Sahu (DIN: 06396817) as an Independent Non-Executive Director of the company (Ordinary Resolution).
6. To appoint Ms. Kanika Kabra (DIN: 10291001) as an Independent Non-Executive Director of the company (Ordinary Resolution).

Signed this (Date)
Signature of Shareholder.....
Signature of Proxy holder(s).....

Affix Revenue Stamp

Note: 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.