

CITYMAN LIMITED

19TH

**ANNUAL REPORT
2010 - 11**



City-man®

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CITYMAN LIMITED

BOARD OF DIRECTORS

Sri.Santhosh J Karimattom - Director
Sri.George Jacob - Director
Sri.Kandumpully Rajesh - Director
Sri.Rajendra Patil - Director

COMPANY SECRETARY

Sri D.E. Chandrasekaran

REGISTERED OFFICE OF THE COMPANY

13, Padmalaya, 2nd Floor, Buddha Vihar Road, Frazer Town, Bangalore - 560 005
Tel : +91-80-41524846 / 47 Fax : +91-80-41524845
E-mail : info@cityman.co.in Website : www.cityman.co.in

AUDITORS

M/s. Chandy & Zacheria
Chartered Accountants
Kottayam - 1, Kerala

BANKERS

Bank of Baroda
Frazer Town
Bangalore - 560 005

SHARE TRANSFER AGENTS :

INTEGRATED ENTERPRISES (INDIA) LIMITED

(Formerly known as Alpha Systems Pvt.Ltd.)
No.30Ramana Residency,4th Cross,
Sampige Road,Malleswaram,Bangalore-560003
Tel:080-23460815 to 818 Fax 080-23460819
Email: alfint@vsnl.com

NOTICE TO THE SHAREHOLDERS

To
The Shareholders,

NOTICE is hereby given that Nineteenth Annual General Meeting of the members of the Company will be held at Aishwarya Kalyana Mantapa , TC Palaya Main Road, Akshaya Nagar, Kowdenahally, Bangalore-560016 on the 30th of September, 2011, at 10.00 am to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the audited Balance Sheet as on 31st March 2011 and Profit and Loss Account for the year ended as on that date, together with Report of Directors' and the Auditors' thereon.
2. To appoint a Director in place of Mr. George Jacob who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint the Auditors of the Company to hold office from conclusion of this meeting till the conclusion of next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

1. Preferential Allotment

To consider, and if thought fit, to pass with or without modification, the following resolution as Special Resolution:

"RESOLVED THAT in accordance with the provisions of Section 81, Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof, for the time being in force), subject to the provisions of Memorandum and Articles of Association of the Company, listing agreements entered into by the Company with the stock exchanges where the equity shares of the Company are listed, Chapter VII of Securities Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2009 as amended ("SEBI (ICDR) Regulations"), the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 1997, as amended from time to time, and in accordance with the applicable rules, regulations, guidelines issued by SEBI and subject to all necessary approvals, consents, permissions and / or sanctions of SEBI, stock exchanges, Government of India, Reserve Bank of India, Foreign Investment Promotion Board, Secretarial of Industrial Approvals under the Foreign Exchange Management Act, 1999 (including any statutory modification or reenactment thereof, for the time being in force) and all other appropriate, regulatory or otherwise, as may be necessary or expedient under the applicable laws, rules and regulations and subject to such terms and conditions as may be determined by the board of directors of the company (hereinafter referred to as "The Board" which expression shall include a committee, constituted for the time being in force or will be constituted to exercise its powers including the powers conferred by this resolution) and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions or sanctions and agreed to by the Board, the consent and approval of the company be and is hereby accorded to Board and the Board be and is hereby authorised to offer, issue and allot on a preferential basis, up to 80,00,000 (Eighty Lakh) equity shares of the Company having a face value of Rs. 10/- each ("Equity Shares") at a price of Rs. 10/- each, such price being higher than the minimum price computed in accordance with Chapter VII of SEBI (ICDR) Regulations in one or more tranches to Mr. Santhosh J. Karimattom, Promoter of the Company.

RESOLVED FURTHER THAT the Equity Shares issued by the Company on Preferential basis to Mr. Santhosh J Karimattom, chief Promoter of the Company, shall be locked in for a period as prescribed under SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT the purpose of this preferential allotment is to convert the unsecured loan of Rs.800,00,000 provided by Mr. Santhosh J Karimattom, to the Company

RESOLVED FURTHER THAT the Equity Shares referred to above shall in all respect rank pari-passu with the existing fully paid up equity shares of the Company, provided that they shall confer on the holders of the right to dividend, if any, for the financial year in which they are allotted pari-passu from the date of allotment of new shares.

RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid equity shares shall be made within 15 days from the date of passing of this resolution subject to the applicable statutory regulatory provisions and the SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT the Relevant Date for the purpose of determining the issue price under SEBI (ICDR) Regulations in relation to the Equity Shares to be issued on preferential basis shall be 31-08-2011, being the date, 30 days prior to the date of passing this resolution

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised to agree, make and accept all such term(s), condition(s), modification(s) and alteration(s) as it may deem fit, including, condition(s), modifications(s) and alteration(s) stipulated or required by any relevant authorities or by their bye-laws, rules, regulations or guidelines, and the Board is also hereby authorised to create, offer, issue or allotment of the aforesaid Equity Shares and listing of the aforesaid equity shares with the stock exchanges(s) as appropriate and resolve and settle all questions, difficulties or doubts that may arise in regard to such offer, issue and allotment, to finalise and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have given approval thereto expressly by the authority of this resolution, approach SEBI and / or any other competent authority to do all such acts, deeds, matters and things as may be necessary, appropriate and proper or expedient for giving effect to the above Resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to delegate any or all the powers conferred upon it by this resolution, to any committee formed thereof or Chairman or any other director or officer(s)/ individuals authorised by the Board or committee constituted thereof to give effect to the aforesaid resolution.

By Order of the Board

Place : Bangalore
Dated : 03-09-2011

D E Chandrasekaran
(Company Secretary)

Note:

- (1) Explanatory statement u/s 173(2) of the Companies Act,1956 is enclosed and forms part of this Notice
- (2) A member who is entitled to attend and vote at the meeting is entitled to appoint a proxy and that the proxy need not be a member of the Company.

- (3) A proxy to be valid should reach the Registered Office of the Company at least 48 hours before the commencement of the Meeting.
- (4) Shareholders are requested to notify their change of address if any, in case of shares held in electronic form to the concerned depository participant quoting their ID number and in case of Shares held in physical form to the Company to the Company.
- (5) Shareholders attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting place. Duplicate admission slips will not be provided at the hall.
- (6) Members who hold Shares in dematerialized form are requested to write their client ID and DP ID Numbers and those who hold shares in physical form are requested to write their folio no. in the attendance slip for attending the Meeting.
- (7) In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- (8) All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours on any working day between 10 a.m to 5.00p.m. till the date of the meeting.
- (9) The Register of Members and the Share Transfer Book will remain closed from 23-09-2011 to 30-09-2011 (both days inclusive)

EXPLANATORY STATEMENT AS PER SECTION 173(2) OF THE COMPANIES ACT, 1956

As per Section 81(1A) of the Companies Act, 1956, approval of the shareholders in the General Meeting is required for allotment of shares on preferential basis and hence the resolution is placed before the shareholders.

The required disclosure as per regulation 73(1) of SEBI (ICDR) Regulations regarding Proposed issue is as under:-

1) Objects of this issue:

The object of the issue is to convert part of the unsecured loan extended by Mr. Santhosh J. Karimattom into equity share capital of the Company. The amount received by the Company pursuant to the said unsecured loan was primarily deployed towards repayment of loans taken by the Company from Banks and for other approved corporate purposes.

2) Intention of Promoters /Directors /Key management persons to subscribe to the offer :

Mr. Santhosh J Karimattom, is the Promoter of the Company, and intends to subscribe to the Equity Shares proposed to be issued.

3) Shareholding pattern before and after the issue:-

The shareholding pattern before and after completion of the proposed preferential issue would be as under:-

Category	Pre - issue (as on 30-06-2011)		Post Preferential Issue	
	No. of shares	% of Capital	No. of shares	% of Capital
Indian Promoters	1,080,220	22.98	9,080,220	71.49
Promoters' relatives	5,810	0.12	5,810	0.05
Central Government/ State Government(s)	0	0	0	0
Bodies Corporate	0	0.00	0	0.00
Financial Institutions/ Banks	0	0	0	0
Foreign Promoters	0	0	0	0
Total	1,086,030	23.10	9,086,030	71.54
Public shareholding				
Institutions				
Mutual Funds	2,000	0.04	2,000	0.02
Sub-Total	2,000	0.04	2,000	0.02
Non-institutions				
Bodies Corporate	385,529	8.20	385,529	3.04
i. individual holding capital up to Rs. 1 lakh.	2,422,955	51.54	2,422,955	19.08
ii. Individual holding in excess of Rs. 1 lakh.	426,176	9.07	426,176	3.36
NRI	377,500	8.03	377,500	2.97
Clearing Member	910	0.02	910	0.01
Sub-Total	3,613,070	76.86	3,613,070	28.45
Total Public Shareholding	3,615,070	76.90	3,615,070	28.46
GRAND TOTAL	4,701,100	100	12,701,100	100

Notes:-

- 1) The above shareholding pattern has been prepared on the basis of shareholding reported on 30/06/2011 as provided by the Registrar and Share Transfer Agent.
 - 2) The post- issue shareholding pattern has been arrived based on the assumption that 80,00,000 equity shares will be issued by the Company.
- 4) **Proposed Time within which the allotment shall be completed.**
The Company shall complete the allotment(s) of the Equity Shares as aforesaid within a period of 15 days from the date of passing of shareholders' resolution according consent to the preferential allotment. In the

event of that the allotment(s) are pending on account of pendency of any approval of such allotment by any regulatory authority of the Central Government, then the allotment(s) shall be completed within 15 days of such approval.

5) The Identity of the proposed allottee and the percentage of post preferential issue capital that may be held by him:

Mr. Santhosh J Karimattom is the Promoter and founder of the Company. His share holdings (before and after the issue) will be as follows:

Particulars	Number of Shares	Percentage of Holdings
Pre -issue -	404,210	8.60
Post issue -	8,404,210	66.17

* The post-allotment shareholding has been arrived at assuming that the entire 80,00,000 equity shares have been issued and subscribed.

6) Lock- In

The Equity Shares to be allotted on preferential basis shall be subject to lock in as per the applicable SEBI (ICDR) Regulations. .

7) Change in the control or composition of the Board

Since the allotment is to the key promoter, there will neither be any change in the composition of the Board nor any change in the control of the Company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to preferential allotment.

8) Price of the issue

In accordance with the provisions of Chapter VII of SEBI (ICDR) Regulations, the minimum price as on the relevant date is less than Rs. 10.00 per share. However, the Board of Directors has proposed a price higher than the minimum price computed in accordance with the SEBI (ICDR) Regulations. Accordingly, the Securities are proposed to be issued at Rs.10/- per share.

9) Undertaking

The Company hereby also undertakes that it shall re-compute the price of the specified securities in terms of the provision of SEBI (ICDR) Regulations where it is required to do so. Further the allottee hereby undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked- in till the time such amount is paid by the allottee

10) The Certificate issued by Chandy & Zacheria., Chartered Accountants, the Statutory Auditors of the Company as to the Pricing of the issue and that this preferential issue of securities is being made in accordance with the guidelines on Preferential Allotment issued by SEBI is being placed before the shareholders at the Meeting and also available for inspection at the Registered Office of the Company during the business hours between 10.00 am to 5.00 pm on any working days and will also be placed before the meeting.

In view of the above, it is proposed to issue upto 80,00,000 (Eighty Lacs) equity shares each of Rs.10/- each (Equity Shares) fully paid-up to Mr. Santhosh J Karimattom, Promoter of the Company, on preferential basis at par. This is higher than the minimum issue price calculated in accordance with the criteria given under the SEBI (ICDR) Regulations.

Section 81 of the Companies Act, 1956 provides, inter alia, that when it is proposed to increase the subscribed capital of a Company by allotment of further shares, such further shares shall be offered to the existing shareholders of the Company unless shareholders in general meeting decide otherwise by passing a special resolution. Hence the consent of the shareholders is being sought.

Mr. Santhosh J Karimattom, director of the Company may be deemed to be interested in this resolution to the extent securities that may be allotted. The Board recommends the special resolution set out in the notice for approval by the members.

Place : Bangalore
Dated : 03-09-2011

By Order of the Board

D E Chandrasekaran
(Company Secretary)

DIRECTORS' REPORT

Your Directors have pleasure in presenting the Annual Report together with audited statement of accounts for the year ended 31st March, 2011

WORKING RESULTS

(Amount in Rs)

Particulars	31-3-2011	31-03-2010
Sales	20,166	32,440
Profit(Loss) before Tax	(4,749,530)	(7,912,057)
Provision for Tax	NIL	NIL
Profit (loss) after Tax	(4,749,530)	(7,912,057)
Balance brought forward	(221,077,270)	(213,165,213)
Balance carried to Balance Sheet	(225,826,800)	(221,077,270)

OPERATIONS AND FUTURE PLANS

Your Directors are glad to report that as a First step and as mentioned in the earlier reports the Company's shares have been relisted on the Bombay and other stock exchanges. This is a big step and the Directors express their thanks to all those who worked to make this possible. This is also a vindication of the Directors sincerity in revamping and ramping up the business with the sole objective of bringing value to the shareholders.

The Directors are working on a number of plans and are hopeful that they would start bearing fruits from the year 2011-2012.

Your Directors have proposed to allot up to 80,00,000 (Eighty Lacs only) equity shares of Rs. 10.00 each at face value to Mr. Santhosh J Karimattom , Promoter of the Company. The purpose of this preferential allotment is to convert the unsecured loan of Rs.800,00,000 provided by Mr. Santhosh J Karimattom, to the Company. The proposed resolution and explanatory statement is included in the Notice convening the Annual General Meeting and is being sent to the members

DIVIDEND :

Since the Company could not generate any profits, your directors do not propose any dividend for the year 2010-11

DIRECTORS

Mr. George Jacob retires at the ensuing Annual General Meeting and being eligible offers themselves for reappointment.

Mr. Rajendra Patil was appointed as additional director of the Company with effect from 12-08-2010 and he was reappointed at the last AGM.

Mr. M S Roy resigned from the Board with effect from 12-08-2010

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors state:

- i) that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanations relating to material departure;
- ii) that the Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and the loss of the Company for the period;
- iii) that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) Regarding the observation of auditors about nonpayment of Rs. 18.57 Lacs of income tax we submit that, we have requested the I.T. department to allow us to pay the amount in installments and the same is being paid. the balance amount due as on date is Rs. 14.57 Lacs.
- v) That the Directors had prepared the annual accounts on a going concern basis.

FIXED DEPOSITS

Your company has neither invited nor accepted any Fixed Deposits from the public during the financial year under review.

CORPORATE GOVERNANCE AND COMPLIANCE CERTIFICATE:

Separate notes on Corporate Governance and Management Discussion and Analysis Report are set out as Annexure "A" and "B" respectively. A Certificate from the Auditor of the Company certifying compliance conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement is attached to this report.

LISTING AGREEMENTS REQUIREMENTS:

The securities of your company are listed at Bombay, Bangalore, Madras, Cochin Stock Exchanges.

BUY-BACK OF SHARES

There was no buy-back of shares during the year under review.

PARTICULARS OF THE EMPLOYEES:

None of the employees employed during the year was in receipt of remuneration in excess of the prescribed limit specified in section 217 (2A) of the Companies Act 1956 Hence, furnishing of particulars under the Companies (Particulars of Employees) 1975 does not arise.

AUDITORS

CHANDY & ZACHERIA, Chartered Accountants, Kerala, Auditors of the Company retire at the ensuing Annual General Meeting. They have expressed their willingness for reappointment.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

During the year under review, there were no activities, which required heavy consumption of energy. However adequate measures have been taken to make sure that there is no wastage of energy. Since the requisite information with regard to the conservation of energy, technology absorption (Disclosures of Particulars in the in the report of Board of Directors) Rules are irrelevant/not applicable to the Company during the year under review , the same are not reported.

FOREIGN EXCHANGE EARNINGS AND OUTGO: NIL

ACKNOWLEDGEMENTS

The Board of Directors wish to place on record their appreciation for the co-operation and support received from all

Place : Bangalore
Date: 03-09-2011

By Order of the Board

Santhosh J Karimattom
Director

George Jacob
Director

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

Cityman is committed to have a good corporate governance which ensure transparency and professionalism in all decisions, through conforming to guidelines on Corporate Governance, as provided in the Clause 49 of the Listing agreement, the details of which are as under:

1. BOARD OF DIRECTORS:

The total strength of the Board is four. Out of this, two belongs to Promoters' group and the remaining two are independent Directors

The Board of the Company met 8 times during the last financial year on the following dates

30-04-10, 28-05-10, 31-07-10, 12-08-10, 01-09-10, 30-10-10, 31-01-11, 04-02-11

Code of conduct:

Code of Conduct for all Board Members and Senior Management of the Company in compliance with Clause 49 (1) of the Listing Agreement, is already implemented by the Company. The applicability of the said codes were very limited, since the activities of the company was very minimal during the year under review

The constitution of the Board and the attendance of the Directors are given below:

Name of the Director	Category of the Director	No. of other Directorship (*)	No of Board meetings Attended	Attendance at Last AGM
Santhosh J Karimattom	Executive / Chairman	NIL	2	No
Kandumpully Rajesh	Non-Executive/ independent Director	NIL	8	Yes
George Jacob (Appointed on 30-7-09)	Director belonging to the promoters' group	NIL	8	Yes
Roy Moolayil Sebastian (Resigned on 12-8-10)	Non-Executive/ independent Director	NIL	4	Yes
Rajendra Patil	Non-Executive/ independent Director	NIL	4	Yes

- Excludes Directorship in Indian Private Limited Companies, Foreign Companies, Companies u/s 25 of the Companies act, 1956
- The Director(s) are neither Chairman nor members of any other committee(s) other than Audit committee, grievance committee of cityman Limited as mentioned in this report
- Leave of absence was given to Directors who were unable to attend the Board meetings

The Directors are provided, in advance, with all the relevant documents and information in the forms of detailed Agenda / Notice of the Board meetings. The Board discuss / deliberate and decides on all the topics/ matters including those suggested in the Listing Agreement, as and when the requirement arises.

Risk Mitigation Plan: Since the activities of the Company during the year under review were very minimal, risk mitigation plan, suitable to the activities of the Company was adopted. During the year under review there were no activities that required the assessment of risk.

Secretarial Standards: The secretarial and operating practices of the Company are in line with the Secretarial Standards published by the Institute of Company Secretaries of India

Accounting Treatment: Prescribed Accounting standards have been followed in the preparation of financial statements

2. AUDIT COMMITTEE:

The total strength of the Audit Committee consists of three directors. While the Chairman is independent Director / non-executive, of the remaining two, one is independent and the other belongs to the promoters' group - executive Director. The said committee is constituted to exercise powers and discharge functions as stipulated in Clause 49 of the Listing Agreement and other relevant statutory and regulatory provisions.

During the year under review, since there was limited operations, the functions of the audit committee was limited to reviewing / analyzing the quarterly results and making necessary recommendations and suggestions wherever required.

During the relevant financial year, five Audit Committee Meetings were held on 29-04-10, 30-07-10, 28-08-10, 29-10-10, and 30-01-11

The constitution of the Committee and the attendance of each member of the Committee is given below, for the year ended 31-03-2011

Name of the Member	Category	Attendance (No:)
Kandumpully Rajesh	Non-Ex. Director	05
George Jacob:	Executive Director	05
Roy Moolayil Sebastian (Resigned on 12-8-10)	Non-Ex. Director	02
Rajendra Patil (Appointed on 12-8-10)	Non-Ex. Director	03

3. SHARE HOLDERS GRIEVANCE/ SHARE TRANSFR COMMITTEE:

Share Holders' Grievance Committee

Share Holders Grievance Committee consists of two independent Directors, and one compliance officer who have met on 29-04-10, 30-07-10, 29-10-10, and 30-01-11

The data for the year is as follows: No of Complaints received during the year:- 4, resolved - 4. There were 12 unresolved complaints pertaining to the previous year(s). All these unresolved grievances /complaints pertained to the non- listing of shares. The shares were relisted at the Bombay Stock Exchange in the month of October 2010, and with this all the pending complaints have been resolved. There are no unresolved complaints as on today

During the year company had affected transfers of 714,935 equity shares involving 76 transfers

The constitution of the Committee as on 31-03-2011 is as under:

Name of the Member	Category	Attendance
Kandumpully Rajesh	Chairman/Independent	04
Rajendra Patil	non-Ex. Director	04
D.E.Chandrasekaran	Company Secretary	04

Share Transfer Committee

The same members of Share Holders Grievance Committee are the members of this committee also. The Committee has met five times on 29-04-10, 30-07-10, 28-08-10, 29-10-10, and 30-01-11

4. REMUNERATION COMMITTEE

The Directors have decided that till the financial crisis is sorted / solved, they will not draw any remuneration from the Company. So remuneration committee was not set up during the year under review.

5. OTHER DETAILS /INFORMATIONS

The details of Annual General Meeting held in last 3 years are as under:

Year Ended	Venue	Date	Time
31-03-08	B-1, Sattar Sahabe Dinne, Koppa Gate, Bukkasagara Village. Jigani Hobli, Anekal Taluk, Bangalore-560083	30-09-08	10:00 am
31-03-09	Vagdevi Seshappa Hall, 1637-38,1st Cross Rammohanpura (Behind Devayya Park Srirampuram, Bangalore-560021	30-09-09	10.00 am
31-03-10	Vagdevi Seshappa Hall, 1637-38,1st Cross Rammohanpura (Behind Devayya Park Srirampuram, Bangalore-560021	30-09-10	10.00 am

The Company has not passed any special resolutions during these years, and there was no Extra Ordinary General Meetings of the members of the Company during the relevant period.

During the current year, Board has decided to amend the objects clause of the memorandum of Association of the Company and has initiated process of postal ballot process as required in Section 192A of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules 2001. The result of the postal ballot will be announced on 20-09-2011.

- **Means of communication:**

The Company submits all the quarterly / half yearly / annual results of the company with the Stock Exchanges and press releases are made in English (New Indian Express) and in one Kannada news paper (Kannada Prabha / Times of India - Kannada) as stipulated in the Listing Agreement. The Company has a

web site., which is periodically updated . It also has not displayed in official news releases and no presentations were made to institutional investors or to the analysts. We do not send half yearly financial reports to the share holders. The management Discussion and Analysis is a part of the Annual Report.

- **Compliance of Insider Trading Norms:**

Company has adopted the code of internal procedures commensurate with the activities and thus complies with the insider trading norms.

- **General shareholder's information**

a) AGM Date and Venue

Venue	Date	Time
Aishwarya Kalyana Mantapa TC Palaya Main Road Akshaya Nagar Kowdenahally Bangalore-560016	30-09-2011	10.00 am

b) Financial year ending 31st March 2011

c) Book closure date 23-09-2011 to 30-09-2011 (both the days inclusive)

d) Listing on stock exchanges.

The shares are listed in Bangalore, Mumbai, Chennai, and Cochin Stock exchanges.

All the dues regarding the Listing Fee have been paid

e) Distribution schedule as on 31-03-2011

Category	Number of Shareholders	% (percentage)	Number of Shares Held	% (percentage)
Upto 500	8324	90.32	1555701	33.09
501 - 1000	564	6.12	447718	9.52
1001 - 2000	174	1.89	259390	5.52
2001 - 3000	51	0.55	128855	2.74
3001 - 4000	18	0.20	63913	1.36
4001 - 5000	30	0.33	138438	2.94
5001 - 10000	33	0.36	259563	5.52
10001 and above	22	0.24	1847522	39.30
Total	9216	100.00	4701100	100.00

f) Share price movements:

The shares were relisted at the Bombay Stock exchange with effect from 13th October 2010, and the price details (monthly high and low and the number of shares traded) from that date till 31-3-2011 are given below

Month	Open Price	High Price	Low Price	Close Price	No. of Shares	No. of Trades
Oct 10	30.00	35.00	8.91	8.98	81,782	534
Nov 10	8.56	13.46	8.21	10.02	93,415	391
Dec 10	10.02	10.52	8.60	10.38	8,212	94
Jan 11	10.89	11.42	8.91	9.00	3,708	89
Feb 11	9.00	9.76	7.75	9.74	6,524	82
Mar 11	9.26	10.20	8.14	9.05	15,030	68

g) Share holding Pattern as on 31-03-2011

Category	No of shares	% of Equity
Promoters	1,080,221	22.98
Relatives of promoters	3,810	0.08
Resident Body Corporate	382,511	8.14
Banks/FI/FII MF/Trust	2,000	0.04
NRI/OCB/FFI	380,100	8.09
Resident Individuals	2,852,459	60.67
Total	4,701,100	100.00

Shares held by independent Directors

Rajendra Patil 400 (0.009%)

Kandumpully Rajesh NIL

h) Additional information:

a) Director retiring by rotation :

Mr. George Jacob who retires by rotation and being eligible offers himself for reappointment. He is a graduate from Regional Engineering College in Dundalk, Ireland Undergone training for Financial Management in London School of Management. Worked in Larryfay Limited and later Chetwood International as a marketing Manager. Later became Director of the Company. In 1986, came back to India. Started "George Jacob Exports" specialized in granite, and export quality certifying of granite and granite products. Later on became inspection agents of Auglatiers BV, Belfeld, Holland. Also worked for MAXBoese Nalurstine, Fulda, Germany.

b) The ISIN for the dematerialized share of the company is INE 117CO1010

- c) Share transfer system: Both demat and physical form. Integrated Enterprises (India) Limited (previously known as Alpha Systems Private Limited) having regd office at No.30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bangalore -560003 is the Company's R&T Agents. Company receives periodical reports from them and necessary delegations have been made for proper execution of all the related work.
- d) The Company has not proposed / declared any dividend during the year.
- e) Financial Calendar: April to March

For the current financial year, following is the calendar (tentative and subject to change)

Financial reporting for:2011-2012

- 1st Quarter -31-7-2011
 - 2nd Quarter-31-10-2011
 - 3rd Quarter-31-01-2012
 - Financial year closing : 31-03-2012
 - 4th Quarter- 25-04-2012
- f) Plant Location (as on 31-03-2011) B-3, Sattar Sahabe Dinne, Koppa Gate, Bukkasagara Village. Jigani Hobli, Anekal Taluk, Bangalore-560083
- g) Address for correspondence

Regd Office: No: 13, Padmalaya, 2nd Floor, Budha Vihar Road, Frazer Town, Bangalore - 560005

- E-mail id of the Company : info@cityman.co.in, cityman97@rediffmail.com
- Website : www.cityman.co.in
- Email id of the compliance officer: dechandrakaran@cityman.co.in
- Telephone No: 080-41524846, 080-41524847
- Fax : 080-41524845

Share Transfer Agents:

Integrated Enterprises (India) Limited
(formerly known as Alpha Systems Private Limited),
No.30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bangalore -560003

- h) Stock Code - 521210 (Bombay Stock Exchange)
- i) Dematerialization of shares & liquidity as on 31-03-2011

Sl.No.	Particulars	No.of share holders	No. of shares	%
1	Physical Shares	7,732	3,912,620	83.23
2	Electronic Shares	1,484	788,480	16.77
	Total	9,216	4,701,100	100.00

- j) Outstanding GDRs/ADRs/Warrants or any Convertible instruments, Conversion date and likely impact on equity NIL
- k) SEBI guidelines on Corporate Governance : The Company has fully complied the said guidelines
- l) Conversion date and likely impact on Equity Shares: No such warrants/ instruments have so far been issued by the Company.
- m) The details of related parties viz., Promoters, Directors or the Management , their Subsidiaries or relatives conflicting with Company's interest : NIL
- n) Penalties or strictures have been imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets during the period under review:

There were no penalty or strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter

- o) Performance in comparison to broad-based indices such as BSE Sensex, CRISIL index etc.

Performance report -in comparison - is not given because of the following:

- a) Relisting of shares took only in October 2010
- b) CRISIL rating was not done during the year under

Whistle Blower policy : The Company is yet to implement such a system due to the low level of operations.

- p) Training of Board Members: Company is yet to commence such a programme, shortage of fund was one of the reasons.
- q) Mechanism for evaluating non-executive Board Members: At present company does not have any such mechanism, because the activities of the company are still in a minimum scale which does not call for such an evaluation.

AUDITORS CERTIFICATE ON CORPORATE GOVERNANANCE

To,
The Members
Cityman Limited
Bangalore

We have examined the compliance of the conditions of Corporate Governance by Cityman Limited (The Company) for the year 31st March, 2011 as stipulated in clause 49 of the Listing Agreement with the Stock Exchanges.

The Compliance of the conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the Compliance of the conditions of Corporate Governance. It is neither an audit nor an expression on the financial statements of the Company.

In our opinion and to the best of our information, and according to the explanations given to us, we certify, that the Company has complied with all the mandatory conditions of the Corporate Governance as stipulated in the above mentioned listing agreement. The company has unresolved/not redressed complaints received during the previous years

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company

For CHANDY & ZACHERIAS
Chartered Accountants
FRN NO. 00064S

(Thankachan Zacheries)
Partner
M. No. 023421

Camp : Bangalore
Date : 03.09.2011

Management Discussion And Analysis

Overall review, industry Structure and Developments:

The Company was undergoing serious cash crunch for all these years, Now, with the help of funds , brought in by the promoters, the Company has repaid all the debts and is now a zero debt Company. The Company is still in the process of rebuilding its businesses. So at this juncture, a comparison of industrial structure and review of Global industry scenario will not serve the desired purpose, So an attempt towards that is not done

Opportunities and Threat

The Company is at present in the process of evaluating businesses and options. Therefore an attempt is not made here to evaluate the opportunities and threats.

Segment wise Performance

The Company does not have multiple products/segments

Out look

The Board is positive on the future outlook of the company and is examining various business options as explained above.

Internal control System

Company at present has internal control procedures, which is commensurate with the present requirements. Internal controls are being monitored, reviewed and upgraded on an ongoing basis

Human relations

At present, the Company does not have a full fledged HR Department due to low level of activity The Board is keen to have a fully equipped HR Department, once the activity is started in a big way.

Financial performance with respect to operational performance

(Amount in Rs)

Particulars	31-3-2011	31-03-2010
Sales	20,166	32,440
Profit(Loss) before Tax	(4,749,530)	(7,912,057)
Provision for Tax	NIL	NIL
Profit (loss) after Tax	(4,749,530)	(7,912,057)
Balance brought forward	(-)221,077,270	(-)213,165,213
Balance carried to Balance Sheet	(-)225,826,800	(-)221,077,270

Caution:

The actual performance of the company may vary due to economic fluctuations, both national and international, government regulations, tax laws and other unforeseen factors which are beyond the control of the Company.

CEO & CFO CERTIFICATION

The Board of Directors
Cityman Limited

Re-financial Statements for the year 2010-11 - Certification

We, Santhosh J Karimattom, Chairman & Executive director and T. N. Sajeevan , CFO, on the basis of the review of the financial statements and the cash flow statement for the financial year ending March 31, 2011 and to the best of our knowledge and belief, thereby certify that:-

1. These statements do not contain any materially untrue statements or omit any material fact or contains statements that might be misleading.
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. There are to the best of our knowledge and belief, no transaction entered into by the company during the year ended March 31, 2011 which are fraudulent, illegal or violative of the Company's code of conduct.
4. We accept responsibility for establishing and maintaining internal controls for financial reporting, we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee those deficiencies, of which we are aware, in the design or operation of the internal control systems and that we have taken the required steps to rectify these deficiencies.
5. We further certify that :
 - (a) there have been no significant changes in the internal control over financial reporting during this year.
 - (b) there have been no significant changes in accounting policies during this year and that the same have been disclosed in the notes to the financial statements.
 - (c) there have been no instances of significant fraud of which we have become aware and the involvement therein, of management or an employee having significant role in the Company's internal control systems over financial reporting.

Santhosh J Karimattom
Chairman & Executive Director

T.N. Sajeevan
CFO

Place : Bangalore
Date : 03.09.2011

DECLARATION – COMPLIANCE WITH THE CODE OF CONDUCT

In accordance with clause 49 of the Listing Agreement with the Stock Exchanges, I Santhosh J Karimattom, Chairman & Executive Director of the Company, hereby declare that the Board Members and Senior Management Personnel have affirmed compliance with the said Code of Conduct, as mentioned in this report, for the year ended March 31, 2011.

Place Bangalore
Date : 03.09.2011

For Cityman Limited
Santhosh J Karimattom
Chairman & Executive Director

SECRETARIAL AUDIT REPORT

To,
The Board of Directors
Cityman Limited
No.13, Padmalaya, 2nd Floor
Budha Vihar Road
Frazer Town,
Bangalore

I have examined the registers, records and documents of Cityman Limited ("the Company") for the financial year ended March 31, 2011 according to the provisions of :-

- The Companies Act, 1956 and the Rules made under that Act;
 - The Depositories Act, 1996 and the Regulations and Bye-laws framed under that Act;
 - The Following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992('SEBI Act')
 - The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997;
 - The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - The Securities Contracts (Regulation) Act, 1956 ('SCRA'), the Rules made under that Act; and
 - The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
1. Based on my examination and verification of the registers, records and documents produced to me and according to the information and explanations given to be by the Company, I report that the Company has, in my opinion, complied with the provisions of the Companies act, 1956 ("the Act") and the Rules made under the Act and the Memorandum and Articles of Association of the Company, with regard to:
- (a) Maintenance of various statutory registers and documents and making necessary entries therein;
 - (b) Closure of the Register of Members/ Debenture holders;
 - (c) Forms, returns, documents and resolutions required to be filed with the Registrar of Companies and Central Government;
 - (d) Service of documents by the Company on its Members
 - (e) Notice of Board meetings and Committee meetings of Directors;
 - (f) The meetings of Directors and Committees of Directors including passing of resolutions by circulation;
 - (g) 18th Annual General Meeting held on 30-09-2010;
 - (h) Minutes of proceedings of General Meetings and of Board and its Committee meetings;

- (i) Approvals of the Members, the Board of Directors, the Committees of Directors and government authorities, wherever required;
- (j) Constitution of the Board of Directors/ Committee(s) of Directors and appointment, retirement and re-appointment of Directors including the Managing Director and Whole-time Directors;
- (k) Appointment and remuneration of Auditors;
- (l) Transfers and transmissions of the Company's shares and debentures, issue and allotment of shares and debentures and issue and delivery of original and duplicate certificates of shares and debentures;
- (m) Investment of the Company's funds including inter corporate loans and investments and loans to others;
- (n) Form of Balance Sheet as prescribed under Part I of Schedule VI to the Act and requirements as to Profit and Loss Account as per Part II of the said Schedule;
- (o) Board's report;
- (p) Contracts, common seal, registered office and publication of name of the Company; and I further report that:
 - (a) The directors have complied with the requirements as to disclosure of interests and concerns in contracts and arrangements, shareholdings/ debenture holdings and directorships in other companies and interests in other entities;
 - (b) The Directors have complied with the disclosure requirements in respects of their eligibility of appointment, their being independent and compliance with the code of Business Conduct & Ethics for Directors and Management Personnel;
 - (c) The Company has obtained all necessary approvals under the various provisions of the Act; and
 - (d) There was no prosecution initiated and no fines or penalties were imposed during the year under review under the Companies Act, SEBI Act, SCRA, Depositories Act, Listing Agreement and Rules, Regulations and Guidelines framed under these Acts against/ on the Company, its Directors and Officers.
 - (e) The Company has not made any investments; or given guarantees or provided securities to other business entities during the year under review.
 - (f) The Company has not defaulted in the repayment of public deposits, unsecured loans, debentures, facilities granted by bank(s) / financial institution(s) and non-banking financial companies
 - (g) The Company has not created, modified or satisfied any charges on the assets of the company
 - (h) The Company has not declared dividend
 - (i) The Company was not required to pay any amount to the Investor Education and Protection Fund

2. I further report that:

- (a) The Company has complied with the requirements under the Equity Listing Agreements entered into with the Stock Exchange
- (b) The Company has complied with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 including the provisions with regard to disclosures and maintenance of records required under the Regulations;
- (c) The Company has complied with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 including the provisions with regard to disclosures and maintenance of records required under the Regulations;
- (d) Since there was no employee stock option scheme, the Company was not required to comply with the provisions of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 with regard to implementation of Employee Stock Option Scheme, grant of Options and other aspects; and
- (e) Since the Company has not issued any debt securities, the Company was not required to comply with the provisions of the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008.

Mr. K.JAYARAJ
Practicing Company Secretary
CP No:4410
Dated:03-09-2011

AUDITOR'S REPORT

To,

The Members,
Cityman Limited.

We have audited the attached Balance Sheet of **CITYMAN LIMITED** as at 31st March, 2011 and the Profit and Loss Account for the year ended on that date annexed there to and report that:

1. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with accounting standards generally accepted in India. These standards require that, we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidences assessing the accounting principles used and significant estimates made by the management as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditors Report) Order, 2003 issued by the Central Government of India in terms of sub-section 4A of Section 227 of the Companies Act, 1956, and on the basis of such checks of the books and records of the company as we considered appropriate and according to the information and explanations given to us during the course of our audit, we enclose in the annexure, a statement on the matters specified in paragraph 4 & 5 of the said order to the extent applicable to the company.
4. Further to our comments in the Annexure referred to in paragraph 3 above we report that:
 - a. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b. Proper books of account as required by law have been kept by the company so far as it appears from our examination of such books.
 - c. The Balance Sheet and the Profit and Loss Account referred to in this report are in agreement with the books of account.
 - d. In our opinion, the Profit and Loss Account and Balance Sheet comply with the accounting standard referred to in sub - section 3 C of Section 211 of the Companies Act, 1956.
 - e. On the basis of the written representation received from the Directors as on 31st March, 2011 and taken on the record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2011 from being appointed as a Director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
 - f. In our opinion and to the best of our information and according to the explanations given to us, the said accounts read with the notes thereon, give the information required by the Companies Act, 1956, in the manner so required and also give a true and fair view in conformity with the accounting principles generally accepted in India.

- i) in so far as it relates to the Balance Sheet, of the state of affairs of the company as at 31st March, 2011 and,
- ii) in so far as it relates to the Profit and Loss Account, of the Loss of the company for the year ended on that date.

For CHANDY & ZACHERIAS
Chartered Accountants
FRN.NO. 000664S

(Thankachan Zacheries)
Partner
M. No. 023421

Camp: Bangalore
Date:03.09. 2011

ANNEXURE TO THE AUDITOR'S REPORT

Referred to in paragraph 1 of our report of even date on the accounts of CITYMAN LIMITED, for the year ended 31st March, 2011.

1. We are informed that detailed records showing quantitative particulars and situation of fixed assets are being updated. We are also informed that physical verification was conducted of plant and machinery, furniture and fittings and other major assets by the management during the year and no material discrepancies were noticed on such verification except loss of land by encroachment, which has been *properly dealt within the books of account.*
2. None of the fixed assets have been revalued during the year.
3. The company has disposed off only the obsolete fixed assets during the year and is retaining all unimpaired fixed assets and in the opinion of the board of directors the fixed assets disposed off during the year do not amount to substantial portion of the total usable fixed assets.
4. The company is maintaining proper records of inventory.
5. We are informed that physical verification of inventory was conducted at reasonable intervals by the management during the year.
6. According to the information and explanations given to us and in our opinion, the procedure for physical verification of stock followed by the management are reasonable and adequate in relation to the size of the company and nature of its business.

7. The discrepancies noticed on verification between the physical stock and records were not material having regard to the size of the company and operations of business of the company.
8. In our opinion and on the basis of our examination of the stock records and having regard to the information and explanations given to us, the valuation of stock is fair and proper and is in accordance with the normally accepted accounting principles and is on the same basis as in the previous year.
9. (a) We are informed that the company has not taken or granted any loans, secured or unsecured from/to companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956 except trade advances in the course of regular trade as per commercial expediency and the terms and conditions of which are in our opinion, not prima facie prejudicial to the interest of the company

(b) The company has given Rs.12 lakhs as interest free refundable deposit to a partnership firm in which one of the director is a partner for using the brand name owned by them for a period of 99 years in addition to royalty payment of 1% of the turnover of the company under the brand name to the above firm for using its Brand name.

(c) The above payments mentioned in (b) have been approved by the shareholders of the company.
10. In respect of loans and advances in the nature of loans given/taken by the company, the company/parties are generally repaying the principal amounts and interest as per terms of granting/receiving the same.
11. There is no overdue repayable advance amount of Rupees One Lakhs or more due from any party listed in the register maintained under section 301 of the Companies Act, 1956.
12. In our opinion and according to the information and explanations given to us, there are adequate internal control procedure commensurate with the size of the company and the nature of it's business with regard to purchase of inventory, fixed assets and with regard to the sale goods. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal controls.
13. The company has neither purchased nor sold any goods and materials or services in pursuance of contracts or arrangement entered in the register maintained under section 301 of the Companies Act, 1956 during the year under reference.
14. As explained to us unserviceable or damaged stores, raw materials and finished goods are determined by the management and provisions have been made in the accounts for the loss so determined.
15. We are informed that the company has not accepted any deposits from public during the year.
16. We are informed that the company has no realizable scrap which is material. There are no by-products.
17. In our opinion, the company has an adequate internal audit system commensurate with the size of the company and nature of its business.
18. According to the information and explanations given to us and as per the records of the company and on the basis of test checks conducted by us, no personal expenses have been charged to revenue account, other than those payable under contractual obligations or in accordance with generally accepted business practices.
19. The company is not a sick industrial unit with in the meaning of clause (o) of subsection 1 of section 3 of the sick industrial companies (special provisions) Act, 1985.

20. As per the records, the company has a reasonable system of recording the receipts, issues and consumption of materials and stores and allocating materials consumed to relative jobs, commensurate with the size of the company and nature of its business.
21. As per the records, the company has a reasonable system of allocating man-hours utilized to the relative jobs, commensurate with the size of the company and nature of its business.
22. As per the records, there is a reasonable system of authorization at proper levels and an adequate system of internal control commensurate with the size of the company and nature of its business on issue of stores and allocation of stores and labour to job.
23. Damaged goods were determined in the class of goods traded in by the company and adequate provision has been made in accounts for the loss so determined.
24. We have been informed that the Central Government has not prescribed maintenance of cost records under section 209 (1) (d) of the Companies Act, 1956, for the year under reference.
25. According to the information and explanations given to us, employees coming within the purview of ESI and EPF Acts are not presently employed with the company.
26. (a) According to the records of the company, the company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund and employees state insurance, investor education and protection fund, sales tax, income tax and other statutory dues applicable to it, except income tax dues of Rs.18,57,000/- and interest there on from April 2008.
(b) According to the information and explanations given to us, there are no undisputed amounts payable in respect of income tax, wealth tax, sales tax, customs duty and excise duty which have remained outstanding as at 31st March, 2011 for a period of more than six months from the date they become payable except income tax payable, Rs.18,57,000/- and interest there on from April 2008.
(c) There is no disputed dues of sales tax, income tax, customs duty, wealth tax, excise duty and cess, which have not been deposited by the company except income tax demand of Rs.18,57,000/-
27. The company has an accumulated loss of Rs.22,58,26,800/- as at the end of the financial year and has incurred a cash loss of Rs.47,13,380/- during the financial year and has incurred cash loss of Rs. 77,44,330/- during the immediately preceding financial year.
28. The company has not taken any term loan from financial institutions or banks, nor has issued any debentures during the year under reference. There are no dues from the company to any bank or financial institution as at 31st March 2011.
29. The company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities and hence we have no comments to offer in respect of clause 4 (xii) of the Companies (auditor's report) Order, 2003.
30. In our opinion, the company is not a chit fund or a nidhi/mutual benefit fund/society. Therefore, the provisions of clause 4 (xiii) of the Companies (auditor's report) Order, 2003 are not applicable to the company.
31. In our opinion, the company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4 (xiv) of the Companies (auditor's report) Order, 2003 are not applicable to the company.

32. In our opinion and according to the information and explanations given to us, the company has not given any guarantees for loans taken by others from banks or financial institutions and hence we have no comments to offer in respect of clause 4 (xv) of the Companies (auditor's report) Order, 2003.
33. The company has not obtained any term loans. Accordingly the question of reporting on its application does not arise.
34. According to the information and explanations given to us and on an overall examination of the balance sheet of the company as at 31st march 2011, we report that no funds raised on short-term basis have been used for long-term investment and also that no long-term funds have been used to finance short-term assets except working capital.
35. The company has not made any preferential allotment of shares to parties and companies listed in the register maintained under section 301 of the Companies Act, 1956. Accordingly, the question of reporting on whether the price at which such shares have been issued is prejudicial to the interest of the company does not arise.
36. The company has neither issued any debentures during the year nor there is any outstanding debentures as on 31st March, 2011 and hence we have no comments to offer in respect of clause 4 (xix) of the Companies (auditor's report) Order, 2003.
37. The company has not raised money by public issue during the year and hence we have no comments to offer in respect of clause 4 (xx) of the Companies (auditor's report) Order, 2003.
38. According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

For CHANDY & ZACHERIAS
Chartered Accountants
FRN.NO. 000664S

(Thankachan Zacherias)
Partner
M. No. 023421

Camp: Bangalore
Date:03.09.2011

BALANCE SHEET AS AT 31st MARCH 2011

PARTICULARS	SCH. NO.	CURRENT YEAR		PREVIOUS YEAR	
		31.03.2011		31.03.2010	
		Rs.	Ps.	Rs.	Ps.
I SOURCES OF FUNDS :					
A. SHARE HOLDERS FUNDS					
1. CAPITAL	1	47,011,000		47,011,000	
2. RESERVES AND SURPLUS	2	57,896,529		57,896,529	
TOTAL (A)		104,907,529		104,907,529	
B. DEFERRED TAX LIABILITY NET (B)			NIL		NIL
C. LOAN FUNDS					
1. SECURED LOANS	3		NIL		NIL
2. UNSECURED LOANS	4	119,515,836		112,073,400	
TOTAL (C)		119,515,836		112,073,400	
TOTAL FUNDS EMPLOYED (A + B + C)		224,423,365		216,980,929	
II APPLICATION OF FUNDS :					
A. FIXED ASSETS					
1. GROSS BLOCK			765,132		4,411,846
2. LESS: DEPRECIATION			553,117		2,318,428
3. NET BLOCK (A)	5		212,015		2,093,418
B. INVESTMENTS (B)			NIL		NIL
C. DEFERRED TAX ASSET NET (C)			NIL		NIL
D. CURRENT ASSETS, LOANS AND ADVANCES					
1. INVENTORIES	6		20,230		43,120
2. CASH AND BANK BALANCES	7		67,165		77,333
3. LOANS AND ADVANCES	8		1,203,000		1,200,000
TOTAL			1,290,395		1,320,453
LESS: CURRENT LIABILITIES AND PROVISIONS	9		2,905,845		7,510,212
NET CURRENT ASSETS (D)			(1,615,450)		(6,189,759)
E. MISCELLANEOUS EXPENDITURE (E)	10		225,826,800		221,077,270
TOTAL FUNDS APPLIED (A+B+C+D+E)			224,423,365		216,980,929
NOTES ON ACCOUNTS	16				

Schedule 1 to 10 and notes form part of this Balance Sheet

As per our report of even date attached

For and on behalf of the Board of Directors

Santhosh J. Karimattam
Director

George Jacob
Director

D.E. Chandrasekaran
Company Secretary

For CHANDY & ZACHERIA
Chartered Accountants
FRN NO. 000664S

(Thankachan Zacherias)

Parnter, M. No. 023421

Camp : Bangalore

Date : 03-09-2011

Place : Bangalore

Date : 03-09-2011

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31st MARCH 2011

PARTICULARS	SCH NO.	CURRENT YEAR 31.03.2011		PREVIOUS YEAR 31.03.2010	
		Rs.	Ps.	Rs.	Ps.
1 INCOME					
A. SALES	11		20,166		32,440
B. OTHER INCOME	12		NIL		1,374,545
C. INCREASE / (DECREASE) IN STOCK	13		(22,890)		(35,070)
TOTAL			<u>2,724</u>		<u>1,371,915</u>
2 EXPENDITURE					
A. MANUFACTURING AND OTHER EXPENSES	14		4,703,576		9,112,798
B. FINANCIAL EXPENSES	15		7,080		3,447
C. DEPRECIATION	5		36,150		167,727
TOTAL			<u>4,746,806</u>		<u>9,283,972</u>
3 PROFIT / (LOSS) BEFORE TAX			(4,749,530)		(7,912,057)
4 TAX EXPENSES					
i. PROVISION FOR CURRENT TAX			NIL		NIL
ii. PROVISION FOR DEFERRED TAX			NIL		NIL
iii. FRINGE BENEFIT TAX			NIL		NIL
5 PROFIT / (LOSS) AFTER TAX			(4,749,530)		(7,912,057)
6 PRIOR PERIOD ADJUSTMENTS					
i. EXPENSES PERTAINING TO PREVIOUS YEAR			NIL		NIL
ii. PROVISION FOR TAXATION FOR EARLIER YEARS			NIL		NIL
7 ADD/LESS DEFERRED TAX ASSET/LIABILITY FOR EARLIER YEARS			NIL		NIL
8 BALANCE BROUGHT FORWARD FROM PREVIOUS YEAR			(221,077,270)		(213,165,213)
9 BALANCE CARRIED TO BALANCE SHEET			(225,826,800)		(221,077,270)
NOTES ON ACCOUNTS	16				

Schedule 11 to 15 and notes form part of this Profit and Loss Account

For and on behalf of the Board of Directors

As per our report of even date attached

Santhosh J. Karimattam
Director

George Jacob
Director

D.E. Chandrasekaran
Company Secretary

For CHANDY & ZACHERIA
Chartered Accountants
FRN NO. 000664S

(Thankachan Zacheries)
Partner, M.No. 023421
Camp : Bangalore
Date : 03-09-2011

Place : Bangalore
Date : 03-09-2011

**SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31st MARCH 2011
AND PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31st MARCH 2011**

	CURRENT YEAR		PREVIOUS YEAR	
	31.03.2011		31.03.2010	
	Rs.	Ps.	Rs.	Ps.
<u>SCHEDULE 1. - SHARE CAPITAL</u>				
<u>AUTHORISED</u>				
2,50,00,000 EQUITY SHARES OF Rs.10/- EACH	250,000,000		250,000,000	
ISSUED SUBSCRIBED AND PAID UP				
47,01,100 EQUITY SHARES OF Rs.10/- EACH FULLY PAID	47,011,000		47,011,000	
TOTAL	47,011,000		47,011,000	
<u>SCHEDULE 2 - RESERVES AND SURPLUS</u>				
1 CAPITAL RESERVE	56,938,529		56,938,529	
2 INVESTMENT SUBSIDY	958,000		958,000	
TOTAL	57,896,529		57,896,529	
<u>SCHEDULE 3. - SECURED LOANS</u>				
TOTAL		NIL		NIL
<u>SCHEDULE 4. - UNSECURED LOANS</u>				
1 FROM DIRECTORS	119,515,836		112,073,400	
TOTAL	119,515,836		112,073,400	

SCHEDULE 5. FIXED ASSETS

Name Of Assets	Gross Block				Depreciation				Net Block As On 31.03.2011	Balance As On 31.03.2010
	As On 01.04.2010	Additions During The Year	Sales/trf During Year	Balance As On 31.03.2011	As On 01.04.10	For The Year	Adj. for The Year	Balance As On 31.03.2011		
1	2	3	4	5	6	7	8	9	10	11
Land	889,378	NIL	889,378	NIL	NIL	NIL	NIL	NIL	NIL	889,378
Plant And Machinery	2,433,039	NIL	2,344,925	88,114	1,572,295	4,185	1,519,978	56,502	31,612	860,744
Furniture And Fittings	56,692	NIL	27,600	29,092	40,788	1,842	15,160	27,470	1,622	15,904
Office Equipments	433,764	33253	418,064	48,953	276,701	1,672	266,323	12,050	36,903	157,063
Electrical Equipment & Fittings	598,973	NIL	NIL	598,973	428,644	28,451	NIL	457,095	141,878	170,329
Total	4,411,846	33253	3,679,967	765,132	2,318,428	36,150	1,801,461	553,117	212,015	2,093,418
Previous Year As On 31.03.2010	8,280,703	NIL	3,868,857	4,411,846	4,699,433	167,727	2,548,732	2,318,428	2,093,418	3,581,270

SCHEDULE 6. - INVENTORIES

(at lower of cost or net realisable value as valued and certified by the management)

1 FINISHED GOODS	20,230	43,120
TOTAL	20,230	43,120

SCHEDULE 7. - CASH AND BANK BALANCES

1 CASH IN HAND	21,575	22,845
2 BALANCE WITH SCHEDULED BANKS:		
i) IN CURRENT ACCOUNT	45,590	54,488
TOTAL	67,165	77,333

SCHEDULE 8. - LOANS AND ADVANCES

(unsecured considered good)

1 ADVANCES RECOVERABLE IN CASH OR IN KIND OR FOR VALUE TO BE RECEIVED	1,203,000	1,200,000
TOTAL	1,203,000	1,200,000

SCHEDULE 9. - CURRENT LIABILITIES AND PROVISIONS

1 <u>CURRENT LIABILITIES</u>		
A. SUNDRY CREDITORS	560,058	714,336
B. OTHER LIABILITIES	59,218	2,815,307
TOTAL	619,276	43,529,643
2 <u>PROVISION</u>		
1. FOR TAXATION	1,857,000	3,551,000
2. FOR GRATUITY	429,569	429,569
TOTAL	2,286,569	3,980,569
GRAND TOTAL	2,905,845	7,510,212

SCHEDULE 10. - MISCELLANEOUS EXPENDITURE

(to the extent not written off or adjusted)

1 BALANCE IN PROFIT AND LOSS ACCOUNT	225,826,800	221,077,270
TOTAL	225,826,800	221,077,270

SCHEDULE 11. - SALES

A. LOCAL

1 GARMENTS LESS RETURNS	20,166	32,440
TOTAL	20,166	32,440

SCHEDULE 12 - OTHER INCOME

1 UNCLAIMED CREDIT REVERSED	NIL	NIL
2 EXCHANGE RATE FLUCTUATION	NIL	1,374,545
TOTAL	NIL	1,374,545

SCHEDULE 13. - INCREASE / DECREASE IN STOCK

1 <u>CLOSING STOCK</u>		
A. FINISHED GOODS	20,230	43,120
TOTAL	20,230	43,120
2 <u>OPENING STOCK</u>		
B. FINISHED GOODS	43,120	78,190
TOTAL	43,120	78,190
3 INCREASE / (DECREASE) IN STOCK	(22,890)	(35,070)

SCHEDULE 14. - MANUFACTURING AND OTHER EXPENSES

1 SALARIES AND ALLOWANCES	891,400	826,757
2 EMPLOYEES WELFARE EXPENSES	NIL	1,104
3 ADVERTISEMENT AND SALES PROMOTION	352,432	699,247
4 RATES AND TAXES	464,407	461,500
5 POSTAGE AND COURIER	79,038	105,653
6 PRINTING AND STATIONERY	135,660	194,619
7 TRAVELLING EXPENSES - OTHERS	79,808	743,722
8 TELEPHONE CHARGE	5,170	2,184
9 MEMBERSHIP & SUBSCRIPTION	25,000	NIL
10 REPAIRS AND MAINTENANCE	1,850	1,056
11 LEGAL AND PROFESSIONAL CHARGES	813,404	5,806,515
12 AUDITORS REMUNERATION	55,515	50,000
13 GENERAL EXPENSES	116,936	154,016
14 LOSS ON SALE OF FIXED ASSETS	793,578	66,425
15 IMPARMENT OF FIXED ASSETS	889,378	NIL
TOTAL	4,703,576	9,112,798

SCHEDULE 15. - FINANCIAL EXPENSES

BANK CHARGES	7,080	3,447
TOTAL	7,080	3,447

NOTES TO ACCOUNTS

SCHEDULE – 16.

Notes on accounts forming part of the Balance Sheet as at 31st March, 2011 and the Profit and Loss Account for the year ended on that date.

A. SIGNIFICANT ACCOUNTING POLICIES

1. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements are prepared under the historical cost convention, under going concern basis and on an accrual basis of accounting and in accordance with the generally accepted accounting principles, adopted consistently by the company and in compliance with the accounting standards issued by the Institute of Chartered Accountants of India (ICAI) and referred to in section 211 (3C) of the Companies Act, 1956 to the extent applicable. The accounting policies applied by the company are consistent with those applied in the previous year.

2. ACCOUNTING ESTIMATES

The preparation of financial statements in conformity with the generally accepted accounting principles often requires estimates and assumptions to be made that affect the reported amount of assets and liabilities and disclosure of contingent liabilities on the date of financial statements and reported amount of revenues and expenses during the reporting period. Any difference between the actual results and estimates are recognized in the period in which the results are known/materialized.

3. FIXED ASSETS AND DEPRECIATION

Fixed assets are stated at cost of acquisition less accumulated depreciation and impairment losses if any. Cost comprises the purchase price and any attributable cost of bringing the assets to its working condition for its intended use. Depreciation is provided on the straight line method at old rates for assets acquired up to 30th November 1993 and at new rates for assets acquired after that date. On additions and disposals, depreciation is provided for the period of use during the year. The rates of depreciation are determined on the basis of useful lives of the assets estimated by the management, which are rates specified in schedule XIV to the Companies Act, 1956.

4. IMPAIRMENT

- (a) The carrying amounts of assets are reviewed at each Balance Sheet date, if there is any indication of impairment based on internal/external factors. An impairment loss is recognized, wherever the carrying amount of an assets exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.
- (b) Depreciation on impairment assets is provided on the revised carrying amount of the assets over its remaining useful life.
- (c) A previously recognized impairment loss is increased or reversed depending on changes in circumstances. However the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation, if there was no impairment.

5. INVESTMENT

Investments are stated at cost.

6. TRANSACTION IN FOREIGN CURRENCIES

Current assets and current liabilities are translated at yearend exchange rates or on actual basis, where they are available at the time of finalisation of accounts.

7. INVENTORIES

Inventories are valued at lower of cost or net realisable value. Finished goods are valued on full absorption cost and includes material, labour and overheads.

8. MISCELLANEOUS EXPENDITURE

Preliminary expenses and public issued expenses have been fully written off.

9. CONTINGENT LIABILITIES

Contingent liabilities not provided for, are reflected in the notes on accounts.

10. SALES

Sales are inclusive of all charges, but net of normal trade discount and returns.

11. RETIREMENT AND OTHER EMPLOYEES BENEFIT

The company has made appropriate provision for gratuity cum settlement benefit for all workers of the company. The company has made appropriate provision for gratuity to other employees, who have completed eligible number of years of service under the relevant acts.

12. CAPITAL SUBSIDY

Subsidy referable to specific fixed assets are deducted from cost of assets, while subsidies not referable to specific fixed assets are credited to capital reserve account.

13. TAXATION

Tax expenses comprises of current and deferred tax . Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing difference of earlier years.

14. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

A provision is recognized when an enterprises has a present obligation as a result of past event. It is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each balance Sheet date and adjusted to reflect the current best estimates.

Contingent liability is disclosed in case of

- (a) A present obligation arising from a past event, when it is not probable that an outflow of resources will be required to settle the obligation.
- (b) A possible obligation, unless the probability of outflow of resources is remote.

Contingent assets are neither recognized nor disclosed.

Contingent liabilities and contingent assets are reviewed at each Balance Sheet date.

15. EARNINGS PER SHARES

Basic earnings per shares are calculated by dividing the net profit or loss for the period attributable to equitable share holders by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they were entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period are adjusted for events of bonus issue; bonus elements in a right issue to existing share holders; share split; and reverse share split (consolidation of shares).

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equitable shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilative potential equity shares.

16. CASH FLOW STATEMENT

Cash flow statement has been prepared under indirect method.

B. NOTES TO THE BALANCE SHEET

1. Previous year figures have been regrouped or recast wherever necessary to suit with current year's disclosure and layout.
2. CAPITAL RESERVE: Capital reserves includes the following:-
 - a) Principal loan amount waived by consortium of banks and financial institutions (Indus Ind Bank Ltd., State Bank of India , UTI (Axis) Bank Ltd. and Karnataka State Industrial Development Corporation Ltd.) on One Time Settlement of dues to them and
 - b) Subsidy received for the project from the department of industries and commerce, Government of Karnataka.

3. FIXED ASSETS

Land

The 4831.25 sq. ft. of land belonging to the company in Sy. No. 77/1A, Hulimavu Village, Bangalore south is fully subject to encroachment, and the value of the land has been written off fully as impairment loss during the year, as the company does not foresee any possibility of repossessing the encroached area

4. CURRENT ASSETS, LOANS AND ADVANCES

- (a) In the opinion of the board of directors, the current assets, loans and advances have the values at which they are stated in the balance sheet as and when realized in the ordinary course of business.

- (b) Confirmation of balances have not been obtained from debtors and for advance payments.
- (c) Advances include interest free refundable deposit of Rs.12,00,000/- due from a firm in which one of the Director is a partner.

5. DEFERRED TAX LIABILITY/ASSETS

The deferred tax liability/assets as per accounting standard 22 issued by the Institute of Chartered Accountants of India for the current year as well as for the previous year as per re-calculation is NIL, as the company does not foresee any reasonable certainty in generation of profit in the coming years.

6. CURRENT LIABILITIES AND PROVISIONS

- (a) Confirmations of balances have not been obtained from many of the creditors.
- (b) No provision for income tax has been made, since the company has incurred loss during the year.
- (c) provisions include provision for income tax relating to previous years amounting to Rs.18,57,000/-
- (d)
 - (i) The information regarding amounts due to Micro and Small Enterprises have been determined based on the information available with the company and have been relied upon by the auditors.
 - (ii) Principal amount remaining unpaid to Micro and Small Enterprises as at the end of the accounting year: Rs. NIL
 - (iii) Interest due on principal amount remaining unpaid as at the end of the accounting year: Rs. NIL.
 - (iv) Amount of interest paid by the company along with the payment made to the suppliers beyond the appointed day during the year: Rs. NIL.
 - (v) Amount of interest due and payable for the period of delay in making payment (amount have been paid, but after the appointed day) but without interest specified under Micro Small and Medium Enterprises Development Act, 2006: Rs. NIL.
 - (vi) Interest accrued and remaining unpaid as at the end of the accounting year: Rs. NIL.
 - (vii) Unpaid interest brought forward to current year: Rs.NIL.

7. SEGMENT REPORTING

(a)The company has only one business segment and geographical segment viz. manufacturing and selling of readymade garments, hence the enterprise accounts are representing the segmental accounts.

8. DISCLOSURE IN ACCORDANCE WITH ACCOUNTING STANDARD - 18 RELATED PARTY TRANSACTION

(a) NIL

(b) Name of key management personnel Amount of remuneration

1. Mr. Santhosh J. Karimattam - Director	Nil
2. Mr. George Jacob - Director	Nil

(c) Transaction with related parties, referred to item (a) above Nil

9. EARNINGS PER SHARE

	Y.E. 31.03.2011		Y.E. 31.03. 2010	
	Rs.	Ps.	Rs.	Ps.
(a) Net loss	47,49,530		79,12,057	
(b) Earnings per share	(1.01)		(1.70)	

10. The Small Scale Industrial Undertaking ("SSI Unit") to whom amount outstanding for more than 30 days is Rs. Nil.

11. SALES TAX DEMAND

(a) Sales tax assessment of all the previous years completed and the amount determined as payable by authorities relating to all previous years have been paid in full.

(b) INCOME TAX:- Provision is being made for additional income tax demand relating to earlier years under the head provision for taxation for earlier years as and when demands are intimated to the company.

12. CONTINGENT LIABILITIES NOT PROVIDED FOR

	AS AT	AS AT
	31.03.2011	31.03.2010
1. Claims against the company not acknowledged as debts.	Nil	Nil
2. Estimated amount of contracts remaining to be executed on capital account not provided for	Nil	Nil
3. Other money for which the company is contingently liable		
(a) Cheque discounted	Nil	Nil
(b) Bank guarantees	Nil	Nil
(c) Guarantee on behalf of others	Nil	Nil
4. Export bill discounted	Nil	Nil

C. NOTES TO THE PROFIT AND LOSS ACCOUNT

1. Previous year figures have been regrouped or recast wherever necessary to suit with current year's disclosure and layout.

2. Remuneration paid to Directors consist of the following

	Current Year Rs.	Previous Year Rs.
(a) Salary to the Director	Nil	Nil
(b) Prerequisites:		
i) House rent allowance		
#. Managing Director	Nil	Nil
##. Executive Director	Nil	Nil
ii) Insurance - Whole Time Director	Nil	Nil
iii) Medical reimbursement to Executive Director	Nil	Nil
(c) Directors sitting fee	Nil	Nil

3. Payment to auditors consists of the following

(a) Audit fee	44,120	40,000
(b) Other services	11,395	10,000

4. Value of imports calculated on CIF basis

(a) Capital goods	Nil	Nil
(b) Materials and components	Nil	Nil

5. Expenditure in foreign currency

(a) Import of materials	Nil	Nil
(b) Travelling expenses	Nil	Nil
(c) Commission	Nil	Nil

6. Earnings in foreign exchange - exports

Nil

7. Value of exports on FOB basis

Nil

8. Information with regard to Opening Stock, Purchases, Production, Sales & Closing Stock

	Current Year			Previous Year	
	Unit	Quantity	Value	Quantity	Value
(a) Opening stock					
i) Woven garments	Nos.	616	43,120	1116	78,190
ii) Fabrics	Mtrs.	Nil	Nil		Nil
iii) Other materials			Nil		Nil
iv) Work in progress			Nil		Nil
Total		616	43,120	1116	78,190

(b) Purchases					
i) Woven garments & Semi-finished goods	Nos.	Nil	Nil	Nil	Nil
ii) Fabrics	Mtrs.	Nil	Nil	Nil	Nil
iii) Packing & other Materials			Nil		Nil
Total		Nil	Nil	Nil	Nil
(c) Production (including job work)					
Woven garments	Nos.	Nil	Nil	Nil	Nil
(d) Sales					
i) Woven garments	Nos.	327	20,166	500	32,440
ii) Fabrics	Mtrs.	Nil	Nil	Nil	Nil
iii) Other materials			Nil		Nil
Total		327	20,166	500	32,440
(e) Closing stock					
i) Woven garments	Nos.	289	20,230	616	43,120
ii) Fabrics	Mtrs.	Nil	Nil	Nil	Nil
iii) Other materials			Nil		Nil
iv) Work in progress			Nil		Nil
Total		289	20,230	616	43,120

Note:

1. Purchase are net of returns
2. Sales are net of returns but includes damages and compliments
3. Production is net of damages in production process

9. Information with regards to raw materials and components consumed

(a) Fabrics	Mtrs.	Nil	Nil	Nil	Nil
(b) Other materials			Nil		Nil
Total			Nil		Nil
Consumption					
(a) Fabrics			Nil		Nil
(b) Imported			Nil		Nil
(c) Indigenous			Nil		Nil
Other materials					
(a) Imported			Nil		Nil
(b) Indigenous			Nil		Nil

10. Quantitative information in regard to licensed and installed capacity of the goods manufactured

Item	Measure- ment	Unit of capacity	Licenced capacity	Installed production	Actual production during the year	Previous year production
Woven garments	Nos.N.A.	N.A.	N.A.	Nil	Nil	

Signatures to schedule 1 to 16

As per our report of even date attached

For and on behalf of the Board of Directors

Santhosh J. Karimattam
Director

George Jacob
Director

D.E. Chandrasekaran
Company Secretary

For CHANDY & ZACHERIA
Chartered Accountants
FRN NO. 000664S

(Thankachan Zacherias)
Partner, M. No. 023421

Place : Bangalore
Date : 03.09.2011

Camp : Bangalore
Date : 03.09.2011

CITYMAN LIMITED

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2011

(Amount in Rs. 000's)

I REGISTRATON DETAILS			
REGISTRATON NO.	13512	STATE CODE	08
BALANCE SHEET DATE	31.03.2011		
II CAPITAL RAISED DURING THE YEAR (AMT IN RS. LACS)			
PUBLIC ISSUE	NIL	RIGHTS ISSUE	NIL
BONUS ISSUE	NIL	PRIVATE PLACEMENT	NIL
III. POSITON OF MOBILISATION AND DEPLOYMENT OF FUNDS (AMOUNT IN RS. 000's)			
TOTAL LIABILITIES	2,24,423	TOTAL ASSETS	2,24,423
SOURCES OF FUNDS			
PAID UP CAPITAL	47,011	RESERVES & SURPLUS	57,896
SECURED LOANS	NIL	UNSECURED LOANS	1,19,516
DEFERRED CREDITS	NIL	CAPITAL SUSPENSE	NIL
APPLICATION OF FUNDS			
NET FIXED ASSETS	212	INVESTMENTS	NIL
NET CURRENT ASSETS	(1615)	MISC. EXPENDITURE	NIL
ACCUMULATED LOSSES	2,25,826		
IV PERFORMANCE OF COMPANY (AMOUNT IN LACS)			
TURNOVER	20	TOTAL EXPENDITURE	(4,750)
PROFIT / LOSS BEFORE TAX	(4,750)	PROFIT / LOSS AFTER TAX	(4,750)
EARNING PER SHARE RS.	NIL	DIVIDEND RATE %	NIL
V. GENERIC NAME OF THREE PRINCIPAL PRODUCTS/SERVICES OF COMPANY			
MAIN PRODUCTS			
	ITEM CODE NO.		
MEN'S SHIRTS	6205		
MEN'S TROUSERS	6203		
MEN'S AND BOYS UNDER GARMENTS	6207		
VI CAPITAL RAISED DURING THE YEAR	NIL		

For and on behalf of the Board of Directors

As per our report of even date attached

Santhosh J. Karimattam
Director

George Jacob
Director

D.E. Chandrasekaran
Company Secretary

For CHANDY & ZACHERIA
Chartered Accountants
FRN NO. 000664S

(Thankachan Zacherias)
Parnter, M. No. 023421

Place : Bangalore
Date : 03.09.2011

Camp : Bangalore
Date : 03.09.2011

CASH FLOW STATEMENT FOR THE PERIOD Ended 31.03.2011

(Rs. Lacs)

A CASH FLOW FROM OPERATING ACTIVITIES	Period Ended 31.03.2011	Period Ended 31.03.2010
NET PROFIT BEFORE TAX AND EXTRAORDINARY ITEMS	(30.67)	(92.21)
ADJUSTMENTS FOR :-		
DEPRECIATION	0.36	1.68
PRELIMINARY EXPENSES WRITTEN OFF	-	-
PUBLIC ISSUE EXPENSES WRITTEN OFF	-	-
INTEREST	-	-
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	(30.31)	(90.53)
ADJUSTMENTS FOR :-		
TRADE AND OTHER RECEIVABLES	(0.03)	37.59
INVENTORIES	0.23	0.35
TRADE AND OTHER PAYABLE	(46.04)	(9.96)
CASH GENERATED FROM OPERATIONS	(76.15)	(62.55)
INTEREST PAID	-	-
DIRECT TAXES PAID	-	-
CASH FLOW BEFORE EXTRAORDINARY ITEMS	(76.15)	(62.55)
EXTRAORDINARY ITEMS (NET)	-	13.75
NET CASH FROM OPERATING ACTIVITIES (A)	(76.15)	(48.80)
B CASH FLOW FROM INVESTING ACTIVITIES		
PURCHASES OF FIXED ASSETS	(0.33)	-
SALES OF FIXED ASSETS	1.96	12.54
PURCHASES OF INVESTMENTS	-	-
SALE OF INVESTMENTS	-	-
INTEREST RECEIVED	-	-
DIVIDEND RECEIVED	-	-
NET CASH GENERATED FOR INVESTING ACTIVITIES (B)	1.63	12.54

C CASH FLOW FROM FINANCING ACTIVITIES

PROCEEDS FROM ISSUE OF SHARE CAPITAL	-	-
PROCEEDS FROM SHORT AND LONG TERM BORROWINGS	74.42	33.93
REPAYMENT OF FINANCE AND LEASE LIABILITIES	-	-
GOVERNMENT SUBSIDY RECEIVED (NET)	-	-
DIVIDENDS PAID	-	-
NET CASH GENERATED FOR FINANCING ACTIVITIES (C)	74.42	33.93
NET INCREASE IN CASH AND CASH EQUIVALENTS	(0.10)	(2.33)
CASH AND CASH EQUIVALENTS AS AT 01.04.2009	0.77	3.10
CASH AND CASH EQUIVALENTS AS AT 01.04.2010	0.67	0.77

For and on behalf of the Board of Directors

As per our report of even date attached

Santhosh J. Karimattam
Director

George Jacob
Director

D.E. Chandrasekaran
Company Secretary

For CHANDY & ZACHERIA
Chartered Accountants
FRN NO. 000664S
(Thankachan Zacharias)
Partner, M. No. 023421

Place : Bangalore
Date : 03.09.2011

Camp : Bangalore
Date : 03.09.2011

CITY MAN LIMITED

No.13,Padmalaya,2nd Floor,Budhavihar,Frazer Town ,Bangalore-560005
Tel:080-41524846/47 Fax:080-41524845 Email: info@cityman.co.in, website: www.cityman.co.in

ATTENDANCE SLIP

Regd.Folio No. _____

I certify that Iam a registered shareholder / proxy for the registered share holder of the Company

I hereby record my presence at the NINETEENTH ANNUAL GENERAL MEETING of the Company held at Aishwarya Kalyana Mantapa , TC Palaya Main Road, Akshaya Nagar, Kowdenahally, Bangalore-560016 on 30th of September, 2011 , at 10.00 A.M

Member 's/proxy's name in BLOCK LETTERS

Member 's / Proxy's Signature

----- ✂ ----- ✂ -----

CITY MAN LIMITED

No.13,Padmalaya,2nd Floor,Budhavihar,Frazer Town ,Bangalore-560005
Tel:080-41524846/47 Fax:080-41524845 Email: info@cityman.co.in, website: www.cityman.co.in

ATTENDANCE SLIP

PROXY FORM

I/We _____ Of

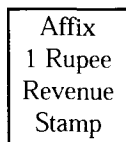
_____ Being

a member / members of the above -named company hereby appoint _____ Of

As my / our proxy to vote for me/ us behalf at the NINETEENTH ANNUAL GENERAL MEETING of the Company held at Aishwarya Kalyana Mantapa , TC Palaya Main Road, Akshaya Nagar, Kowdenahally, Bangalore-560016 on 30th of September, 2011 , at 10.00 A.M

Signed this _____

Signature _____



day of _____ 2011

Book-Post

IF UNDELIVERED PLEASE RETURN TO :

CITYMAN LIMITED

13, Padamalaya, 2nd Floor, Buddha Vihar Road
Frazer Town, Bangalore - 560 005.

Tel : +91-80-41524846 / 47 Fax : +91-80-41524845

E-mail : info@cityman.co.in Website : www.cityman.co.in