

ANNEXURE 1

**Statement of Impact of Audit Qualifications for the Financial Year ended March 31st, 2017**

[See Regulation 33/52 of SEBI (LODR) (Amendment) Regulations, 2016]

Sl.No.	Particulars	Audited Figures (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualifications)	Audited Figures (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualifications)
		Standalone		Consolidated	
1	Turnover/ Total Income	2,929.97	2,929.97	34,783.90	34,783.90
2	Total Expenditure	10,180.38	68,676.68	43,693.85	102,190.15
3	Net Profit / (Loss)	(7,250.41)	(65,746.71)	(8,909.94)	(67,406.24)
4	Earning Per Share	(6.16)	(55.83)	(7.57)	(57.24)
5	Total Assets	119,132.27	60,635.97	119,986.03	61,489.73
6	Total Liabilities	144,537.71	144,537.71	153,731.74	153,731.74
7	Net Worth	(25,405.44)	(83,901.74)	(33,745.70)	(92,242.00)
8	Any other financial item(s) (as felt appropriate by the management)				

**Audit Qualification [each audit qualification separately]:**

- a. Details of Audit Qualifications: Refer Annexure I & II
- b. Type of Audit Qualifications: Qualified Opinion
- c. Frequency of qualifications: Refer Annexure I & II
- d. For Audit Qualification(s) where the impact is quantified by auditor, Management's Views: Refer Annexure I & II
- e. For Audit Qualification(s) where the impact is not quantified by the auditor: Refer Annexure I & II
  - (i) Management's estimation on the impact of audit qualification:
  - (ii) If management is unable to estimate the impact, reasons for the same:
  - (iii) Auditors' Comments on (i) or (ii) above:

**Signatories**

- CEO/Managing Director
- CFO
- Audit Committee Chairman
- Statutory Auditor

*[Signature]*

*Richard H. Gell*  
*Nijay Bhattacharya*



Place: Bangalore  
 Date: 30/05/2017

## Annexure I - Audit Qualification (Each Audit qualification separately)

SL. No	Details of Audit Qualification [a]	Type of Audit Qualification [b]	Frequency of Qualification [c]	Quantified Audit Report [YES/NO] [d]	Management's Views [e]	Auditors Comments on Management's Views
1	Redemption of Foreign currency convertible bond amounting to Rs. 29,085 lakhs (42 million Euros) to the holders of the bonds have fallen due during April 2011 and is yet to be redeemed as on the date of Balance Sheet. A winding up petition has been filed by the trustees of the Foreign Currency Convertible Bond holders against the company, before the division bench Hon'ble High Court of Karnataka for non-payment of principal and the accrued interest thereon	Qualified Opinion	Repetitive	No	The Company is actively pursuing settlement exchanges with all FCCB holders and has also reached favourable settlements with a substantial number of FCCB holders. With a view to deal with all these related matters on a comprehensive basis, the impact of these favourable settlements has not been put through the books of accounts.	Refer para 3 of the Audit Report on Standalone Financial statements
2	Legal proceedings u/s.138 of the Negotiable Instruments Act has been initiated by the following Banks against the company. i. State Bank of Travancore. ii. Canara Bank iii. Industrial Development Bank of India iv. State Bank of Mysore v. Bank of India <i>These Banks have filed cases before the Debt Recovery Tribunal (DRT) / Hon'ble Courts, etc for recovery of dues. These proceedings are in various stages of disposal before the "DRT" and respective Hon'ble Courts. Winding up petitions have been filed by Canara bank and Bank of India against the company, before the Hon'ble High Court of Karnataka for non-payment of principal and the accrued interest thereon.</i>	Qualified Opinion	Repetitive	No	The Company is actively defending its position in these cases. It is also in advanced settlement negotiations with both secured and unsecured lenders and while reaching settlement with some, expects to reach favourable settlements with others in due course	Refer para 3 of the Audit Report on Standalone Financial statements
3	In our opinion the securities provided to Banks are not adequate to cover the amounts outstanding to them as on the date of Balance Sheet.	Qualified Opinion	Repetitive	No		Refer para 3 of the Audit Report on Standalone Financial statements
4	An advance of Rs. 23,978.83 lakhs is due from a party for an inordinate period and in our opinion recovery of the same is doubtful. However, the company continues to classify such amounts as 'Good'. However, no evidence has been given to us to consider those amounts as recoverable as on the date of Balance Sheet.	Qualified Opinion	Repetitive	Yes	The Company is in active discussion with the concerned party for the settlement of this transaction	Refer para 3 of the Audit Report on Standalone Financial statements
5	Attention of the members is invited to note 3.10 of the Financial Statements regarding recognition of deferred tax credit on account of unabsorbed losses and allowances aggregating to Rs.34,517.47 lakhs (year ended March 31, 2016 Rs. 31,000.90 lakhs). This does not satisfy the virtual certainty test for recognition of deferred tax credit as laid down in Accounting Standard 22.	Qualified Opinion	Repetitive	Yes	The Company has made significant changes to its business strategy and improvements in its solutions and product offerings. Hence, the Company is confident that we will have future taxable income to take advantage of the deferred tax credit as a 'recognized' asset	Refer para 3 of the Audit Report on Standalone Financial statements

Richard H. Gopal



6	Reference is drawn to note no. 3.31 of the Financial Statements regarding the amounts classified under "Fixed Assets" including "Intangible Assets Under Development" amounting to Rs. 22,458.78 lakhs. No evidence has been produced before us for testing its impairment and in the absence of the same, we are unable to express any opinion on the impairment to such asset. In our opinion, such test of impairment as on the date of Balance Sheet is mandatory, especially in view of the higher degree of the obsolescence of software which is stated to be under various stages of development, though no further developments have been carried out during the recent years.	Qualified Opinion	Repetitive	No	As detailed in the annexed Management Discussion and Analysis, the Company has made substantial progress to its Products and Solutions across all subsidiaries. The impact of this change is reflective in our consolidated revenue growth. The Company has engaged and external consultant to re-evaluated the IP assets and the effect, if any, will be reflected in the financial statement	Refer para 3 of the Audit Report on Standalone Financial statements
	In the light of the above, the appropriateness of the 'Going Concern' concept based on which the accounts have been prepared is interalia dependent on the Company's ability to infuse requisite funds for meeting its obligations, rescheduling of debt and resuming normal operations.				During the year under review, the management has put its efforts toward resumption of normal operations. Hence, we are highly confident that the concept of 'Going Concern' continues to apply without doubt.	
7	We draw attention to Note No. 3.35 of the financial statements regarding the investment of Rs. 20,979.51 lakhs (refer point no. 5.1 of the audit report) made in wholly owned subsidiaries. As explained by the management, it being a long term and strategic investment, there is a reasonable certainty that there will be no diminution in the value of the investment and is confident of recovery of receivables and therefore no provisioning has been considered necessary. The details of investments (including receivables) in subsidiaries are as under.	Emphasis of Matter	Second Time	No	The Management is of the view, that there is no diminution in the value of the investment provided to its subsidiaries, as they are generating revenues and the investments being the nature of long term and strategic. The Management is confident to recover the receivables.	Refer para 5 of the Audit Report on Standalone Financial statements



Richard H. G. S. Bhat






Annexure II - Audit Qualification (Each Audit qualification separately)

SL. No	Details of Audit Qualification [a]	Type of Audit Qualification [b]	Frequency of Qualification [c]	Quantified Audit Report [YES/NO] [d]	Management's Views [e]	Auditors Comments on Management's Views
1	The Consolidated results of the Company do not include the financials of a step down subsidiary "Cubeware GMBH" for the year ended 31 <sup>st</sup> March 2017 and therefore, are not comparable with the financials for the year ended 31 <sup>st</sup> March 2016. The total assets and the total revenue of the step down subsidiary included in the consolidated financial statements for the year ended 31 <sup>st</sup> March 2016 were Rs. 4,410.96 lakhs and Rs. 8,314.32 lakhs respectively.	Qualified Opinion	First Time	No	The Company is diligently addressing a liability towards a third party tied to the Cubeware subsidiary. While favorable resolution is expected soon, Cubeware financials are being excluded from this report out of abundant precaution	Refer para 5 of the Audit Report on Consolidated Financial statements

Richard H. [Signature]



[Signature]



**CRANES SOFTWARE INTERNATIONAL LIMITED**

CIN : L05190KA1984PLC031621

Regd. Off.: # 2, Tavarekere, Bannerghatta Road, 1st Phase, 1st Stage, BTM Layout, Bangalore - 560 029.  
Karnataka, India. Ph: 080-6764 4848, Fax: 080-6764 4888 Email: investor.relations@cranessoftware.com

**NOTICE**

**NOTICE** is hereby given that the 32<sup>nd</sup> Annual General Meeting of the shareholders of **CRANES SOFTWARE INTERNATIONAL LIMITED**, will be held at Orchid Hall, Hotel Ramada Bangalore, #11, Park Road, Near Indian Express, Bangalore - 560 051, on **Thursday, the 28<sup>th</sup> September, 2017** at 10:30 AM, to transact the following business:

**Ordinary Business:**

**1. To receive, consider and adopt:-**

- (i) The audited standalone financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2017, including the audited balance sheet as at 31<sup>st</sup> March, 2017, the statement of profit and loss, for the year ended on that date and the reports of the Board and auditors' thereon;
- (ii) The audited consolidated financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2017, including the audited consolidated balance sheet as at 31<sup>st</sup> March, 2017 and the consolidated statement of profit and loss, for the year ended on that date and the reports of the Board and auditors' thereon;

**2. To consider and if thought fit, to pass with or without modification, the following as an Ordinary resolution:**

"Resolved that pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and auditors) Rules, 2014 as amended, M/s Sethia Prabhad Hegde & Co, Chartered Accountants, Bangalore, (Firm Registration No. 013367S), be and are hereby appointed as statutory auditors of the Company, in place of retiring auditors M/s. S Janardhan & Associates, who have completed their term of office, in accordance with section 139(2), of the Companies Act, 2013, to hold office from the conclusion of this 32<sup>nd</sup> AGM until the conclusion of the 37<sup>th</sup> AGM of the Company, for a term of five years, subject to ratification of the appointment at every AGM, at such remuneration as may be mutually agreed to between the Board of Directors of the Company and the auditors."

**Special Business:**

**3. To consider and if thought fit, to pass with or without modification(s), the following as a Special resolution:**

"Resolved that the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose), be and is hereby authorized, in accordance with Section 180(1)(c) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Articles of Association of the Company, to borrow any sum or sums of money (including non-fund based facilities but excluding temporary loans) from time to time at their discretion, for the purpose of the business of the Company from any one or more Banks, Financial Institutions and other persons, firms, bodies corporate, related parties, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid up share capital of the Company and its free reserves that is to say reserves not set apart for any specific purposes) provided that the total borrowings shall not at any time exceed in the aggregate an amount of Rs. 1,500.00 Crores (Rupees one thousand five hundred crores only) and that the Board of Directors be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as they may, in their absolute discretion, think fit."

"Resolved further that for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s)



aforesaid and further to do all such acts, deeds, and things and to execute all documents and writings as may be necessary, proper, desirable or expedient in this regard.”

**4. To consider and if thought fit, to pass with or without modification(s), the following as a Special resolution:**

“Resolved that pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, consent of the members of the company be and is hereby accorded to the Board of Directors of the Company to create such charges, mortgages and hypothecations, in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, provided that the total amount of loan together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on prepayment or on redemption, costs, charges, expenses and all other moneys payable by the company in respect of the said loans, shall not at any time exceed the limit of Rs. 1,500.00 Crores (Rupees one thousand five hundred crores only).”

“Resolved further that for the purpose of giving effect to the above resolution, the Board of Directors be and is hereby authorized and empowered to finalize, settle and execute any such formal contract, agreements, documents, deeds, indemnities, guarantees or other legal undertakings as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages / charges as aforesaid.”

**5. To consider and if thought fit, to pass with or without modification(s), the following as an ordinary resolution:**

“Resolved that pursuant to section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with schedule V and the rules thereunder, approval be and is hereby granted, to the re-appointment of Mr. Mueed Khader (DIN - 00106674) as whole-time director of the Company, with effect from 17<sup>th</sup> May, 2016, for a term of four years, ending on 16<sup>th</sup> May, 2020, on such remuneration as may be fixed by the Board, from time to time, as prescribed under the Companies Act, 2013 and within such limits, as may be approved by the members, as per the details given in the explanatory statement.”

“Resolved further that in the event of inadequacy or absence of profits in any year, during the currency of tenure, of the director, he will be paid such remuneration, as may be prescribed, under schedule V, read with other applicable provisions”.

**By Order of the Board of Directors  
For Cranes Software International Limited**

**Bengaluru  
August 22<sup>nd</sup>, 2017**

**CS P Phaneendra  
Company Secretary**

**NOTES :**

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE, INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING.
2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.
3. Explanatory statement pursuant to section 102 of the Companies Act, 2013 forms part of this notice.
4. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every person dealing in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or Integrated Enterprises India Private Limited.
5. In terms of section 101 and 136 of the Companies Act, 2013 read together with the rules made thereunder, the listed companies may send the notice of annual general meeting and the annual report, including financial statements, board report etc., by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members, who have registered their email ids with their respective depository participants or with the share transfer agent of the Company.
6. Members / proxies are requested to bring the attendance slip / proxy form duly filled and signed for attending the meeting. Proxies are requested to bring their identity proof at the meeting for the purpose of identification.
7. The register of member and share transfer books of the company will remain closed from 23rd September 2017 to 28th September 2017 (both days inclusive) for the purpose of AGM.
8. **The instructions for shareholders voting electronically are as under:**
  - (a) **Voting through electronic means**

In compliance with the provisions of section 108 of the Companies Act, 2013, Rule 20 of Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the company has provided a facility to its members to exercise their votes electronically through e - voting service arranged through Central Depository Services (India) Limited ("CDSL"). The facility to cast votes through ballot papers will also be made available at the AGM and members attending personally or through proxy, who have not cast/ exercised their rights to vote by remote evoting shall be able to exercise their right to vote at the AGM. Members who have cast their votes through remote evoting prior to the AGM may attend the AGM but shall not be entitled to cast their votes. The instructions for remote evoting are provided herein. Mr. Srinivasan K., Practising Company Secretary, CP No. 10957, has been appointed as scrutinizer for the purpose of voting.

**Procedures for e-voting are as under:**

- (i) The voting period will begin on 25<sup>th</sup> September, 2017 (from 9.00 A.M) and will end on 27<sup>th</sup> September, 2017 (at 5.00 P.M). During this period members of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.



- (ii) The cut-off date for e-voting facility is 21<sup>st</sup> September, 2017 and members whose names appear in the register of members shall be entitled to avail the service. Any person who becomes a member of the company after of the Notice of the AGM and holding shares as on the cut-off date is requested to contact company's RTA to get the details relating to his / her login details. Members may call the RTA through telephone number **+91-80-23460815-818** or send an email request to [irg@integratedindia.in](mailto:irg@integratedindia.in).
- (iii) The members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iv) Click on "Shareholders / Members" tab.
- (v) Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in DEMAT form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below: <b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <p>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 as mentioned in instruction (v).</p>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the company selection screen. However, members holding shares in DEMAT form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the DEMAT holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.





- (xii) Click on the EVSN of <Company Name> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If DEMAT account holder has forgotten the changed 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.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Institutional Members (Non Individual and Custodians)
  - Institutional members (i.e. other than Individuals, HUF, NRI etc.) are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details they have to create 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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xxii) The results of the e-voting along with the scrutinizer's report shall be placed in the company's website [www.cranesssoftware.com](http://www.cranesssoftware.com) and on the website of CDSL e-Voting within Forty Eight hours of the conclusion of AGM. The results will also be communicated to the stock exchanges where the shares of the company are listed.
- (xxiii) In case of joint members attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote (if cast at the AGM).



## ANNEXURE TO THE NOTICE

### Statement of material facts pursuant to section 102(1) of the Companies Act, 2013:

#### Item #2:

This explanatory statement is provided, all though not required, as per section 102 of the act.

The present auditors M/s. S Janardhan & Associates, have completed their term of office, under the provisions of section 139(2) and M/s Sethia Prabhada Hegde & Co, Chartered Accountants, Bangalore, (Firm Registration No. 013367S), are proposed to be appointed, in place of the retiring auditors, for a term of five years, to hold office from the conclusion of this AGM, until conclusion of 37<sup>th</sup> AGM, subject to ratification of their appointment at every AGM. This proposal is based on the recommendation of the audit committee.

#### Item # 3:

Under the provisions of section 180(1)(c) of the Companies Act, 2013, a Company may borrow in excess of the aggregate of its paid-up share capital and free reserves (apart from temporary loans), only with the consent of the shareholders, by way of a special resolution. The Company had earlier passed ordinary resolutions under applicable provisions, of the Companies Act. Therefore, this resolution is being proposed once again by way of abundant caution, as a special resolution.

None of the directors / relatives of directors, key managerial personnel is directly or indirectly interested financially or otherwise, in the proposed resolution.

#### Item # 4:

Under the provisions of section 180(1)(a) of the Companies Act, 2013, a Company may sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company, only with the consent of the shareholders, by way of a special resolution. Mortgaging or charging the movable / immovable properties of a Company, may be deemed to be a disposal of the undertaking, substantially or otherwise. The Company had earlier passed ordinary resolutions under applicable provisions of the Companies Act. Therefore, this resolution is being proposed once again as a special resolution, by way of abundant caution.

None of the directors / relatives of directors, key managerial personnel is directly or indirectly interested financially or otherwise, in the proposed resolution.

#### Item # 5:

Shareholders had approved the appointment of Mr. Mueed Khader (DIN - 00106674), as a whole-time Director, for a term of three years, with effect from 17<sup>th</sup> May, 2013. On the recommendation of the nomination and remuneration committee, the Board of Directors, at its meeting held on 30<sup>th</sup> May, 2017, re-appointed/ratified the appointment of Mr. Mueed Khader (DIN - 00106674) as Whole-time Director, with effect from 17<sup>th</sup> May, 2016 to 16<sup>th</sup> May, 2020, for a further term of four years, subject to the approval of the shareholders. Mr. Mueed Khader is a promoter director of the Company and has played a valuable role, in the affairs of the Company. He has been appointed on the following terms.