

CRANES SOFTWARE INTERNATIONAL LIMITED

CIN : L05190KA1984PLC031621

Regd. Off.: # 82, Presidency Building, 3rd & 4th Floor, St. Marks' Road,
Bengaluru - 560 001. Karnataka, India. Ph: 080-6764 4848, Fax: 080-6764 4888
Email: investor.relations@cranessoftware.com

NOTICE

NOTICE is hereby given that the 34th Annual General Meeting of the shareholders of **CRANES SOFTWARE INTERNATIONAL LIMITED** will be held at Oleander Hall, Iris Hotel, 70, Brigade Road, Bengaluru-560 025, on **Monday, September 30, 2019** at 11:00 am, to transact the following business :

ORDINARY BUSINESS:

1. To consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2019 and the report of Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Ordinary Resolutions**:
 - a) ***"RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."***
 - b) ***"RESOLVED THAT the audited consolidated financial statement of the Company for the financial year ended March 31, 2019 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."***
2. To appoint Mr. Mueed Khader, who retires by rotation as a Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Mueed Khader (DIN: 00106674), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

3. To consider and if thought fit, to pass with or without modification(s), the following as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder (including any statutory modification(s) or reenactments thereof for the time being in force) and the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), consent of the shareholders of the Company be and is hereby accorded to the Company, for entering into following related party transaction(s) with various parties to the extent of the maximum amounts in the financial year, stated against respective nature of transactions as provided below:



Name of the related party	Nature of transactions as per section 188 of the Companies Act, 2013	Name of Director or Key Managerial Personnel who is related, if any	Nature of Relationship	Material terms and particulars of the contract or arrangement	Monetary Value (Rs. In lakhs)	Any other information relevant or important for the members to take decision on the proposed resolution
Systat Software Inc	Sale of goods	NA	Direct Subsidiary	As agreed between parties	359.29	NIL
Systat Software GmbH	Sale of goods	NA	Direct Subsidiary	As agreed between parties	119.81	NIL
Systat Software UK Ltd	Sale of goods	NA	Indirect Subsidiary	As agreed between parties	67.86	NIL
Systat Software Inc	Trade Receivables	NA	Direct Subsidiary	As agreed between parties	9,928.33	NIL
Systat Software GmbH	Trade Receivables	NA	Direct Subsidiary	As agreed between parties	229.44	NIL
Proland Software Pvt Ltd	Receivables	Wholetime Director	Direct Subsidiary	As agreed between parties	463.34	NIL
Analytix Systems Pvt Ltd	Payable	Wholetime Director	Direct Subsidiary	As agreed between parties	73.36	NIL
Caravel Info Systems Pvt Ltd	Payable	Wholetime Director	Direct Subsidiary	As agreed between parties	143.38	NIL
Tilak Autotech Pvt Ltd	Receivable	Wholetime Director	Direct Subsidiary	As agreed between parties	163.81	NIL
Systat Software Asia Pacific Ltd	Payable	Wholetime Director	Direct Subsidiary	As agreed between parties	52.38	NIL
Cranes Software Inc	Payable	NA	Direct Subsidiary	As agreed between parties	6,154.78	NIL
Cranes Software International Pte Ltd	Receivable	NA	Direct Subsidiary	As agreed between parties	1,613.92	NIL
Cranes Varsity Pvt Ltd	Receivable	Wholetime Director	Direct Subsidiary	As agreed between parties	13.54	NIL
Systat Software GmbH	Payable	NA	Direct Subsidiary	As agreed between parties	598.94	NIL
Systat Softwares Inc	Receivable	NA	Direct Subsidiary	As agreed between parties	1,636.70	NIL
Systat Software UK Ltd	Receivable	NA	Indirect Subsidiary	As agreed between parties	389.25	NIL
Esqube Communication Solutions Pvt Ltd	Receivable	Wholetime Director	Direct Subsidiary	As agreed between parties	190.92	NIL
		TOTAL			22,199.04	



RESOLVED FURTHER THAT the Board of Directors of the Company (the “Board”, which term shall be deemed to include its “Committee of Directors”), be and is hereby authorized to do or cause to be done all such acts, matters, deeds and things and to settle any questions, difficulties or doubts that may arise with regard to any transactions with related parties and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution.”

1. To re-appoint Mr. Richard Holden Gall as an Independent Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Richard Holden Gall (DIN: 00906340), who was appointed as an Independent Director for a term of five(5) consecutive years from September 29, 2014 to September 28, 2019, being eligible, be and is hereby re-appointed as a Non - Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of five(5) consecutive years i.e. from September 29, 2019 up to September 28, 2024.”

For Cranes Software International Limited

Bengaluru
14th August, 2019

CS P Phaneendra
Company Secretary

NOTES :

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), relating to the Special Business to be transacted at the Annual General Meeting (“Meeting”) is annexed hereto
2. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of him and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The proxy holder shall prove his identity at the time of attending the Meeting.
4. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
5. 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.
6. 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.
7. In terms of section 101 and 136 of the Companies Act, 2013 read together with the rules made there under, 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.

8. 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.
9. **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 e-voting shall be able to exercise their right to vote at the AGM. Members who have cast their votes through remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes. The instructions for remote e-voting are provided herein. Mr.Srinivasan K.,Practising Company Secretary, C P No. 10957, Bengaluru, has been appointed as scrutinizer the purpose of voting.

PROCEDURES FOR E-VOTING ARE AS UNDER:

- (i) The voting period will begin on September 27, 2019 (from 9.00 A.M) and will end on September 29, 2019 (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 September 20, 2019 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 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.
- (iii) The members should log on to the e-voting website www.evotingindia.com
- (iv) Click on "Share holders / Members" tab.
- (v) Enter your UserID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DPID 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 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:



	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> * Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. * In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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> <ul style="list-style-type: none"> * If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (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 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
 - 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 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 under help section or write an email to 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.cranessoftware.com and on the website of CDSL e-Voting within Forty Eight hours of the conclusion of the 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).



STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT")

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

ITEM NO. 3:

The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations") provides for obtaining approval of the shareholders for entering into material related party transactions as provided therein.

Further, in terms of the provisions of section 188(1) of the Companies Act, 2013 read with rules framed thereunder, for entering into related party transactions where the transaction value exceed the thresholds prescribed, prior approval of the shareholders by way of an Ordinary Resolution is required. Accordingly, in terms of the provisions of the SEBI Regulations and the Companies Act, 2013, approval of the shareholders of the Company is being sought by way of an Ordinary Resolution set out at item No. 3. of this Notice.

Pursuant to the requirements prescribed under the Companies (Meetings of the Board and its Powers) Rules, 2014, as amended from time to time, the details in relation to the transactions with related parties, are as under:

Name of the related party	Nature of transactions as per section 188 of the Companies Act, 2013	Name of Director or Key Managerial Personnel who is related, if any	Nature of Relationship	Material terms and particulars of the contract or arrangement	Monetary Value (Rs. In lakhs)	Any other information relevant or important for the members to take decision on the proposed resolution
Systat Software Inc	Sale of goods	NA	Direct Subsidiary	As agreed between parties	359.29	NIL
Systat Software Gmbh	Sale of goods	NA	Direct Subsidiary	As agreed between parties	119.81	NIL
Systat Software UK Ltd	Sale of goods	NA	Indirect Subsidiary	As agreed between parties	67.86	NIL
Systat Software Inc	Trade Receivables	NA	Direct Subsidiary	As agreed between parties	9,928.33	NIL
Systat Software GmbH	Trade Receivables	NA	Direct Subsidiary	As agreed between parties	229.44	NIL
Proland Software Pvt Ltd	Receivables	Wholetime Director	Direct Subsidiary	As agreed between parties	463.34	NIL
Analytix Systems Pvt Ltd	Payable	Wholetime Director	Direct Subsidiary	As agreed between parties	73.36	NIL
Caravel Info Systems Pvt Ltd	Payable	Wholetime Director	Direct Subsidiary	As agreed between parties	143.38	NIL
Tilak Autotech Pvt Ltd	Receivable	Wholetime Director	Direct Subsidiary	As agreed between parties	163.81	NIL
Systat Software Asia Pacific Ltd	Payable	Wholetime Director	Direct Subsidiary	As agreed between parties	52.38	NIL



Cranes Software Inc	Payable	NA	Direct Subsidiary	As agreed between parties	6,154.78	NIL
Cranes Software International Pte Ltd	Receivable	NA	Direct Subsidiary	As agreed between parties	1,613.92	NIL
Cranes Varsity Pvt Ltd	Receivable	Wholesale Director	Direct Subsidiary	As agreed between parties	13.54	NIL
Systat Software GmbH	Payable	NA	Direct Subsidiary	As agreed between parties	598.94	NIL
Systat Softwares Inc	Receivable	NA	Direct Subsidiary	As agreed between parties	1,636.70	NIL
Systat Software UK Ltd	Receivable	NA	Indirect Subsidiary	As agreed between parties	389.25	NIL
Esquebe Communication Solutions Pvt Ltd	Receivable	Wholesale Director	Direct Subsidiary	As agreed between parties	190.92	NIL
		TOTAL			22,199.04	

None of the Directors nor Key Managerial Personnel or their relatives is concerned or interested, whether financially or otherwise in the said resolution.

ITEM NO. 4:

In terms of Section 149(10) of the Companies Act 2013 ("Act"), an Independent Director shall hold office for a term up to five consecutive years on the Board of a company, but shall be eligible for reappointment on passing of a special resolution by the company for a second term of up to five years. Mr. Richard Holden Gall, age 74 years (DIN:00906340) was appointed as an Independent Director (Non-Executive) of the Company for a period of five (5) years from September 29, 2014 to September 28, 2019. His term as an Independent Director of the company will end by September 28, 2019.

The Nomination and Remuneration Committee on the basis of performance evaluation, recommended re-appointment of Mr. Richard Holden Gall as a Non-Executive Independent Director for a second term of five(5) consecutive years on the Board of the Company from September 29, 2019. The Board of Directors ("Board"), reviewed the declaration made by Mr. Richard Holden Gall that he meets the criteria of independence as provided in Section 149(6) of the Act and under "LODR" and was of opinion that he fulfills the conditions specified in the Act, the rules made there-under and in LODR and is independent of the management. The Board accordingly re-appointed him as a Non- Executive Independent Director not liable to retire by rotation for a further period of five (5) years from September 29, 2019 up to September 28, 2024.

His vast and varied experience in the business and corporate world justifies his re-appointment and continuance as an Independent Director of the Company. His contribution towards deliberations in Board/Committee meetings has been beneficial to the Company and the Company looks up to him for advice. The special resolution is accordingly recommended for approval of the members. The above may also be regarded as set out in Item No. 4 of the Notice as an appropriate disclosure under the Act and LODR.

None of the Directors nor Key Managerial Personnel or their relatives is concerned or interested, whether financially or otherwise in the said resolution.

For Cranes Software International Limited

**Bengaluru
14th August, 2019**

**CS P Phaneendra
Company Secretary**



**ANNEXURE TO THE NOTICE
DETAILS OF DIRECTORS RETIRING BY ROTATION / SEEKING APPOINTMENT /
RE APPOINTMENT AT THE MEETING**

Name of Director	Mr. Richard Holden Gall
Date of Appointment	16-05-2002
Date of Birth	14-04-1945
Qualifications	MBA,BS
Expertise in specific functional areas	Program Management, Product Development, International Marketing.
List of companies in which directorship is held as on 31-03-2019	Goldspark Engineering Solutions Private Limited
Chairman / member of *Committees of Indian Companies which he is a director as on 31-03-2019	Audit Committee – Chairman Corporate Social Responsibility Committee - Member Nomination and Remuneration Committee - Chairman
Shareholding in the Company	NIL

Name of Director	Mr. Mueed Khader
Date of Appointment	30-04-2002
Date of Birth	19-10-1970
Qualifications	B.Sc
Expertise in specific functional areas	Program management, product development and Business Administration
Terms and Conditions of Re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. Mueed Khader who was appointed as a Director, is liable to retire by rotation
Remuneration last drawn (including sitting fees, if any)	Rs. 10,00,000/-
Remuneration proposed to be paid	As per existing approved terms and conditions
List of companies in which directorship is held as on 31-03-2019	1. Proland Softwares Private Limited 2. Analytix Systems Private Limited 3. Caravel Info Systems Private Limited 4. Systat Software Asia Pacific Limited 5. Esqube Communication Solutions Private Limited 6. Tilak Autotech Private Limited 7. K and J Holdings Private Limited 8. Khader Farming (India) Private Limited 9. Cranes Varsity Private Limited
Chairman / member of *Committees of Indian Companies which he is a director as on 31-03-2019	Corporate Social Responsibility Committee - Chairman Stakeholder's Relationship Committee - Member
Shareholding in the Company	1000 Equity Shares

For Cranes Software International Limited

**Bengaluru
14th August, 2019**

**CS P Phaneendra
Company Secretary**

**CRANES SOFTWARE INTERNATIONAL LIMITED****CIN : L05190KA1984PLC031621**

Regd.Off.: No. 82, Presidency Building, 3rd & 4th Floor, St. Marks' Road, Bengaluru – 560001, Karnataka, India. Ph:080-6764 4848, Fax:080-6764 4888 Email:investor.relations@cranessoftware.com

**Form No. MGT - 11
Proxy form**

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

CIN : L05190KA1984PLC031621
Name of the Company : Cranes Software International Limited
Registered office : No. 82, Presidency Building, 3rd & 4th Floor, St. Marks' Road, Bengaluru – 560001, Karnataka, India.

Name of the member (s) :

Registered address :

E-mail ID :

Folio No. / Client ID :

DP ID :

I/ We, being the member (s) of Shares of the above named company, hereby appoint

1. Name :

Address :

Email ID :

Signature :, or failing him

2. Name :

Address :

Email ID :

Signature :, or failing him

3. Name :

Address :

Email ID :

Signature :, or failing him