

**CRANES SOFTWARE INTERNATIONAL LIMITED**

CIN : L05190KA1984PLC031621

Regd. Off.: # 82, Presidency Building, 3rd & 4th Floor, St. Marks' Road,  
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**NOTICE**

Notice is hereby given that the 38<sup>th</sup> (Thirty-Eighth) Annual General Meeting of Cranes Software International Limited ("The Company") will be held on **Saturday, the 30<sup>th</sup> of December at 12.30PM IST** via video conferencing (VC) or Other Audio Video means (OAVM). The place of business for this purpose shall be deemed to be the Registered Office at No. 82, Presidency Building, 3<sup>rd</sup> & 4<sup>th</sup> Floor, St Marks Road Bengaluru - 560001, Karnataka as the venue for the Meeting and the proceedings of the Annual General Meeting shall be deemed to be made there at, to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt:
  - a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon; and
  - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with the Report of the Auditors thereon.
2. To consider and appoint a Director in place of Mr. Mueed Khader (DIN: 00106674), who retires by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS**

3. To consider and approve the appointment of Statutory Auditors of the Company

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 Sections 139, 142 and other applicable provisions (if any) of the Companies Act, 2013 read along with the rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) made thereof, for the time being in force), M/s Chaturvedi Sohan & Co, Chartered Accountants (Firm Registration Number 011824W), who were appointed as the Statutory Auditors in casual vacancy last year to hold office till the conclusion of the 38th Annual General Meeting, be and is hereby appointed as the Statutory Auditors of the Company, who shall hold office for a term of 4 (four) consecutive years from the conclusion of this 38th (Thirty-Eighth) Annual General Meeting till the conclusion of the 42nd (Forty-Second) Annual General Meeting to be held in the year 2028 at such remuneration, as mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

**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 all such acts, deeds and things but not limited to the drafting, signing and filing of all such deeds, forms, letters and documents and do all such other acts that may be deemed necessary to give effect(s) to the resolution(s)

4. Approval of Related Party Transaction

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 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
Proland Software Pvt Ltd	Receivables	Wholetime Director	Direct Subsidiary	As agreed between parties	470.00	NIL
Analytix Systems Pvt Ltd	Payable	Wholetime Director	Direct Subsidiary	As agreed between parties	10.00	NIL
Caravel Info Systems Pvt Ltd	Payable	Wholetime Director	Direct Subsidiary	As agreed between parties	145.00	NIL
Systat Software Asia Pacific Ltd	Payable	Wholetime Director	Direct Subsidiary	As agreed between parties	55.00	NIL
Cranes Varsity Pvt Ltd	Receivable	Wholetime Director	Direct Subsidiary	As agreed between parties	430.00	NIL
Systat Softwares Inc	Receivable	NA	Direct Subsidiary	As agreed between parties	6520.00	NIL
Systat Software UK Ltd	Receivable	NA	Indirect Subsidiary	As agreed between parties	440.00	NIL
		TOTAL			8070.00	

**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."

**5. To consider and approve the Increase in Authorized Share Capital and consequent Alteration of Memorandum of Association of the Company.**

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 Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read along with rules made thereunder (including any amendment(s), modification(s) or re-enactment(s) made thereof for the time being in force) and subject to the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to re-classify 200,000 Preference shares of Rs. 100 each aggregating to 2,00,00,000 (Two crores) into 1,00,00,000 (one crore) Equity shares of Rs. 2 each aggregating to Rs. 2 crores and thereafter increase the Authorized Share Capital of the Company from the existing Authorized Share Capital of INR 35,00,00,000/- (Indian Rupees Thirty-Five Crore only) comprising of 19,50,00,000 (NineteenCrore Fifty Lakhs) Equity shares of INR 2/- (Indian Rupees Two only) each, to INR 39,00,00,000/- (Indian Rupees Thirty- Nine Crore only) divided into 19,50,00,000 (Nineteen Crore Fifty Lakhs) Equity Shares of INR 2/- (Indian Rupees Two only) each.



RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded to substitute the clause no. 5th of the Memorandum of Association of the Company by the style and manner as stated below:

Existing Clause	Amended Clause
5th. The Authorized Share Capital of the company is INR 35,00,00,000/- (Indian Rupees Thirty Five Crore only) divided into 16,50,00,000 (Sixteen Crore Fifty Lakhs) Equity Shares of Rs. 2/- each and 200,000 (Two Lakh) Preference shares of Rs. 100/- each, with rights, privileges and conditions attaching thereto as are provided by the Articles of Association of the Company for the time being with power to increase and reduce the capital of the Company and to divide the shares in capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 1956 or provided by the Articles of Association of the Company for the time being.	15th. The Authorized Share Capital of the company is INR 39,00,00,000/- (Indian Rupees Thirty Five Crore only) divided into 19,50,00,000 (Sixteen Crore Fifty Lakhs) Equity Shares of Rs. 2/- each, with rights, privileges and conditions attaching thereto as are provided by the Articles of Association of the Company for the time being with power to increase and reduce the capital of the Company and to divide the shares in capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 1956 or provided by the Articles of Association of the Company for the time being.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any other Committee of the Board to give effect to this resolution.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things but not limited to the filling, signing, execution and submission of Form MGT-14 and SH-7 with the Registrar of Companies along with all the necessary attachments, and draft, sign, fill, file, execute, submit & deliver all such other deeds, documents and things that may in their absolute discretion deem necessary, expedient, proper or desirable to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

#### 6. Issue of Convertible Equity Warrants on preferential basis to Promoter of the Company

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 62 read along with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) made thereof) and pursuant to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations, 2018"), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("SEBI SAST Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "LODR"), the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI") and other competent authorities including the Bombay Stock Exchanges and subject to such approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities, including the Ministry of Corporate Affairs and Registrar of Companies, Bangalore (as applicable), and the provisions of the Listing Agreement entered into with the concerned Stock Exchange(s)



where the shares of the Company are listed and subject to such terms and conditions as may be determined by the Board of Directors of the Company (herein after referred to as "The Board" which expression shall include a committee, constituted for the time being in force, thereof) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the company to create, offer, issue and allot, in one or more tranches as the case may be on preferential basis upto 40,000,000 (Four Crores) Equity Convertible Warrants ("Warrants") to Mr. Asif Khader, Promoter and Managing Director of the Company at a price of INR 4.57/- (Indian Rupees Four and Fifty -seven paise only) each (including the warrant subscription price and the warrant exercise price) aggregating upto INR 18,28,00,000/- (Indian Rupees Eighteen Crore Twenty-Eight Lakhs only) or such higher price as may be arrived at in accordance with the ICDR Regulations, on preferential allotment basis in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.

RESOLVED FURTHER THAT in terms of the provisions of Regulation 71(a) of the SEBI ICDR Regulations 2018, the relevant date for the Preferential Issue of the Warrants convertible into Equity Shares is 30th November 2023, being the date 30 days prior to the date of the Annual General Meeting ("Relevant Date").

RESOLVED FURTHER THAT without prejudice to the generality of the above Resolution, the issue of Warrants to the Promoter under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a. The Equity Shares to be so allotted on conversion of the Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company.
- b. The Warrants may be converted into Equity Shares as aforesaid by the Warrant holder(s) at any time before the expiry of 18 months from the date of allotment of the Warrants.
- c. The Equity Shares to be issued and allotted pursuant conversion of the warrant shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals.
- d. A Warrant subscription price equivalent to 25% (i.e. the upfront amount) of the issue price will be payable at the time of subscription to the Warrants, as prescribed by Regulation 169 of the ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Equity Shares. A Warrant exercise price equivalent to the 75% of the issue price of the Equity Shares shall be payable by the Warrant holder(s) at the time of exercising the Warrants.
- e. The respective Warrant Holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company and in the case of joint holders, shall be received from the bank account of the person whose name appears first in the application.
- f. The Warrants and the Equity Shares allotted pursuant to exercise of such warrants shall be subject to lock-in for such period as specified under Chapter V of ICDR Regulations.
- g. The Warrants by itself, until exercised and converted into Equity Shares, shall not give to the Warrant Holders thereof any rights with respect to that of an Equity shareholder of the Company.
- h. The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

RESOLVED FURTHER THAT pursuant to the provisions of the SEBI ICDR Regulations, 2018 the warrants shall be allotted within a period of fifteen (15) days from the date of passing of this special resolution provided that where the allotment of warrants is pending on account of pendency of any approvals for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of fifteen (15) days from the date of such approval or such other extended period as may be permitted under the applicable SEBI ICDR Regulations, 2018.



RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of warrants, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT pursuant to the provision of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the names of the Subscriber be recorded for the issue of invitation to subscribe to the warrants and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Subscribers inviting the Subscribers to subscribe to the warrants, as per the draft tabled at the Meeting and duly initialed by the Chairman for the purpose of identification and consent of the Company is hereby accorded to the issuance of the same to the Subscribers to the warrants.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby instructed to record the name of all the subscribers to whom the offer letter in Form PAS-4 is circulated and maintain such records in Form PAS-5 under the Companies (Prospectus and Allotment of Securities) Rules, 2014.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any other Committee of the Board to give effect to this resolution.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things but not limited to the filling, signing, execution and submission of Form MGT-14 and PAS-3 with the Registrar of Companies along with all the necessary attachments, and draft, sign, fill, file, execute, submit & deliver all such other deeds, documents and things that may in their absolute discretion deem necessary, expedient, proper or desirable to give effect to this resolution."

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

**7. To receive, consider and approve the conversion of existing Unsecured Loan of M/s Techuni Ventures Private Limited into Equity Shares of the Company.**

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 62 read along with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) made thereof) and pursuant to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations, 2018"), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("SEBI SAST Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "LODR"), the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI") and other competent authorities including the Bombay Stock Exchanges and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities, including the Ministry of Corporate Affairs and Registrar of Companies Bangalore (as applicable), and the provisions of the Listing Agreement entered into with the concerned Stock Exchange(s) where the shares of the Company are listed and subject to such terms and conditions as may be determined by the Board of Directors of the Company (herein after referred to as "The Board" which expression shall include a committee, constituted for the time being in force, thereof) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded, for conversion of Unsecured Loan into equity shares by creating, offering, allotting and issuing, upto a maximum of 3,41,90,375 (Three Crore Forty-One Lakhs Ninety Thousand Three Hundred and Seventy-Five) fully paid-up equity shares of the Company, having face value of INR 2/- (Indian Rupees Two only) each, at an issue price of INR 4.57/- (Indian Rupees Four and Fifty Seven Paise only) per equity share (including a premium of INR 2.57/- per equity share) aggregating upto INR 15,62,50,013/- (Indian Rupees Fifteen Crore Sixty- Two Lakhs Fifty Thousand and Thirteen only) to or such price not less than





price to be calculated in accordance with Regulation 164 of SEBI ICDR Regulations to M/s Techuni Ventures Private Limited.

RESOLVED FURTHER THAT in accordance with Regulation 71(a) of the ICDR Regulations, the "Relevant Date", for determining the minimum price of the equity shares being allotted, on a preferential basis, is 30th November 2023 being the date which is 30 (Thirty) days prior to the date of passing of special resolution.

RESOLVED FURTHER THAT without prejudice to the generality of the above Resolution, the issue of the Equity Shares to the Investor under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a. The outstanding unsecured loans extended by the proposed allottee shall be adjusted towards the subscription/ allotment of equity shares, meaning thereby an amount required to be paid towards the consideration for the equity shares shall be set off from the outstanding unsecured loan at the time of subscription of the equity shares and the balance unsecured loan after adjusting for the equity shares shall continue as unsecured loan.
- b. The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals.
- c. The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- d. The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- e. The Equity shares so issued shall be in dematerialized form

RESOLVED FURTHER THAT pursuant to the provisions of the SEBI ICDR Regulations, 2018 the equity shares shall be allotted within a period of fifteen (15) days from the date of passing of this special resolution provided that where the allotment of equity shares is pending on account of pendency of any approvals for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of fifteen (15) days from the date of such approval or such other extended period as may be permitted under the applicable SEBI ICDR Regulations, 2018.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT pursuant to the provision of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the names of the Subscribers be recorded for the issue of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Subscribers inviting the Subscribers to subscribe to the Equity Shares, as per the draft tabled at the Meeting and duly initialed by the Chairman for the purpose of identification and consent of the Company is hereby accorded to the issuance of the same to the Subscribers to the Equity shares.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby instructed to record the name of all the subscribers to whom the offer letter in Form PAS-4 is circulated and maintain such records in Form PAS-5 under the Companies (Prospectus and Allotment of Securities) Rules, 2014.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any other Committee of the Board to give effect to this resolution.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things but not limited to the filling, signing, execution and submission of Form MGT-14 and PAS-3 with the Registrar of Companies along with all the necessary attachments, and draft, sign, fill, file, execute, submit & deliver all such other deeds, documents and things that may in their absolute discretion deem necessary, expedient, proper or desirable to give effect to this resolution."



RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

Kindly make it convenient to attend the Annual General Meeting of the Company.

By order of the Board

For and on Behalf of

**Cranes Software International Limited**

Sd/-

**Apeksha Nagori**

Company Secretary

Date: 8<sup>th</sup> December 2023

Place: Bangalore

**IMPORTANT NOTES:**

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
2. 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.
3. 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.
4. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at <http://www.cranessoftware.com/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility) [www.evotingindia.com](http://www.evotingindia.com)
6. **Instructions for e-voting the AGM are as follows:**
  1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through through video conferencing (VC) or other audiovisual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
  2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
  3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
  4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.





5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at **www.cranessoftware.com**. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January, 13, 2021.

**THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

- Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **27<sup>th</sup> December 2023 (9.00 am IST)** and ends on **29<sup>th</sup> December 2023 (5.00 pm IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **22<sup>nd</sup> December 2023** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

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



Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>