

## **CRESSANDA SOLUTIONS LIMITED**

Regd. Off: 307, Maker Bhavan No. III, 21 New Marine Lines, 3rd Floor Mumbai 400020.  
Phone: +91-22 32938373 Fax: +91-22 32938373 E-MAIL: [cressanda123@gmail.com](mailto:cressanda123@gmail.com)  
CIN: L51900MH1985PLC037036

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Date: 11<sup>th</sup> December, 2018

To,  
Department of Corporate Service (DCS-CRD),  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400 001.

**Sub.: Compliance as per Regulation 34 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.**

**Ref.: CRESSANDA SOLUTIONS LIMITED (Scrip Code – 512379).**

Dear Sir,

Please find attached Annual Report 2017-2018 duly approved and adopted in the Annual General Meeting held on Saturday, 29th September, 2018.

Kindly take the same on your record and acknowledge the receipt of the same.

Thanking you,

Yours truly,

For **CRESSANDA SOLUTIONS LIMITED**

**MRS. SAVITA KISHAN BHALIYA**  
**DIRECTOR**  
**DIN: 07192068**



# Cressanda Solutions Limited

ANNUAL REPORT  
2017-18

## **CRESSANDA SOLUTIONS LIMITED**

### **BOARD OF DIRECTORS**

Name	Designation
Shrikrishna Baburam Pandey	Non-Executive Director & Independent Director
Savita Kishan Bhaliya	Whole time Director cum CFO [w.e.f. 01.09.2017]
Manendra Singh	Non-Executive & Independent Director [w.e.f. 01.09.2017]
Ramesh Laximan Bhosle	Additional Non-Executive Director [w.e.f. 29.09.2017]
Kishan Lal Sanganeria	Additional Independent Director [w.e.f. 31.03.2018]
Ankit Kumar Agarwal	Executive Director [Resigned w.e.f. 1st September,2017]

### **REGISTERED OFFICE**

Office No. 307, 3rd Floor, Maker Bhavan 3, 21 New Marine Lines, Churchgate, Mumbai 400020.

### **AUDITORS**

M/s. Agarwal & Sanganeria  
Chartered Accountant, Mumbai.

### **SECRETARIAL AUDITORS**

M/s HS Associates  
Practicing Company Secretaries, Mumbai.

### **BANKERS**

HDFC Bank  
Stephen House Branch, Kolkata

### **SHARES LISTED AT**

Bombay Stock Exchange

### **RTA**

**Purva Sharegistry (I) Pvt. Ltd.**

Unit No. 9, Shiv Shakti Industrial Estate,  
J. R. Boricha Marg, Near Lodha Excelus,  
Lower Parel (E), Mumbai - 400011.

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**CRESSANDA SOLUTIONS LIMITED  
(L51900MH1985PLC037036)**

**Reg Office:** 1, New Marine Lines, Office No.307, 3<sup>rd</sup> Floor, Maker Bhavan 3, Mumbai 400020.

**Te. No-022 32938373, Fax – 022 26040943**

**Email – [cressanda123@gmail.com](mailto:cressanda123@gmail.com)**

**NOTICE OF AGM**

**NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING OF THE MEMBERS OF CRESSANDA SOLUTIONS LIMITED WILL BE HELD ON SATURDAY 29<sup>TH</sup> DAY OF SEPTEMBER, 2018 AT 12.30 P.M AT SANA COMMUNITY HALL 9/10/11, PWD SHED, RCB MARG, OPP NOOR BAUG HALL, MUMBAI-400009.**

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**Ordinary Business:**

**To consider and if, thought fit to pass with or without modifications, the following resolutions as an Ordinary Resolution:**

1. To receive, consider and adopt the standalone Audited Balance Sheet as at 31st March 2018, Statement of Profit & Loss & Cash Flow Statement for the year ended on that date and the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mrs. Savita Kishan Bhaliya (DIN 07192068), who retires by rotation and being eligible, offers herself for re-appointment.

**Special Business:**

**To consider and if, thought fit to pass with or without modifications, the following resolutions as an Ordinary Resolution:**

3. **Regularization of Mr. Ramesh Laximan Bhosle (DIN: 07952690) as Non-Executive Director of the Company.**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and all other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ramesh Laximan Bhosle (DIN: 07952690), who was appointed as an Additional Non-Executive Director of the Company by the Board of Directors at its meeting held on 29th September 2017 and whose term of office expires at this Annual General Meeting (‘AGM’) and whose appointment is recommended by the Nomination and Remuneration Committee, be and is hereby appointed as Non-Executive Director of the Company.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.”

**To consider and if, thought fit to pass with or without modifications, the following resolutions as an Ordinary Resolution:**

**4. Regularization of Mr. Kishan Lal Sanganerla (DIN: 01582018) as an Independent Director of the Company.**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 and all other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Kishan Lal Sanganerla (DIN: 01582018), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on 31<sup>st</sup> March 2018 and whose appointment is recommended by the Nomination and Remuneration Committee and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from 31<sup>st</sup> March 2018.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.”

By Order Of the Board  
For **Cressanda Solutions Limited**

Date: 03rd September 2018  
Place: Mumbai

Sd/-  
**Savita Kishan Bhaliya**  
Chairman

**Notes:**

1. A member entitled to attend and vote at the General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company before the commencement of the Meeting. A person can act as a proxy on behalf of members 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.
2. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
3. Attendance slip, proxy form and route map of the venue of the Meeting are annexed hereto.
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ('the Act')**

**Item No. 2**

In terms of Section 152 of the Act, Mrs. Savita Kishan Bhaliya (DIN 07192068), Director, retire by rotation at the Meeting and being eligible, offer herself for reappointment. The Nomination and Remuneration Committee of the Board of Directors and the Board of Directors of the Company recommend her re-appointment.

Name	Savita Kishan Bhaliya
Age	39
Qualifications	Graduate
Date of first appointment on the Board	14/08/2015
Shareholding in the company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel (KMPs) of the company	No Relation

**Item No. 3**

Mr. Ramesh Laximan Bhosle (DIN: 07952690) was appointed as an Additional Non-Executive Director by the Board of Directors of the Company with effect from 29<sup>th</sup> September 2017, by virtue of provisions of Section 161 of the Companies Act, 2013 read with Companies (Appointment of Qualification of Directors) Rules, 2014, he would hold office only up to the date of ensuing Annual General Meeting of the Company. Similarly, by virtue of Section 149(1), 150, 152, Schedule IV and all other applicable provisions of Companies Act, 2013, The Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable law for the time being in force.

The Nomination and Remuneration Committee has proposed the appointment of Mr. Ramesh Laximan Bhosle as Non-Executive Director of the Company.

The resolution for appointing him as an Independent Director of the Company is put forward to you to be passed as an Ordinary Resolution.

Except Mr. Ramesh Laximan Bhosle being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 3.

**Item No. 4**

Mr. Kishan Lal Sangneria (DIN: 01582018) was appointed as an Additional Independent Director by the Board of Directors of the Company with effect from 31<sup>st</sup> March 2018, by virtue of provisions of Section 161 of the Companies Act, 2013 read with Companies (Appointment of Qualification of Directors) Rules, 2014, he would hold office only up to the date of ensuing Annual General Meeting of the Company. Similarly, by virtue of Section 149(1), 150, 152, Schedule IV and all other applicable provisions of Companies Act, 2013, The Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable law for the time being in force Mr. Kishan Lal Sangneria is proposed to be appointed as Independent Director for a period of five years commencing from 31<sup>st</sup> March 2018 to 30<sup>th</sup> March 2023.

The resolution for appointing him as an Independent Director of the Company is put forward to you to be passed as an Ordinary Resolution.

Except Mr. Kishan Lal Sangneria being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

**NOTES:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the company.
2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
3. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company.
4. The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting of the Company.
5. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith.
6. Members/Proxies should bring the Attendance Slip duly filled in for attending the Meeting and also their copy of the Annual Report.
7. The Register of Members and Share Transfer Register in respect of equity shares of the Company will remain closed from **Sunday, 23rd September, 2018 to Saturday, 29th September, 2018** (both days inclusive).
8. As a measure of economy, copies of the Annual Reports and Accounts will not be distributed at the Meeting. Members are therefore, requested to bring their copies to the meeting.
9. In furtherance of Green Initiative in Corporate Governance by Ministry of Corporate Affairs, the Shareholders are requested to register their email Id with the Company or with the Registrar and Transfer Agents.
10. Members/Proxies are requested to produce the attendance slip duly signed, sent along with the Annual Report and Accounts, for admission to the meeting hall.
11. Members who are holding shares in identical order or names in more than one folio are requested to write to the company to enable the company to consolidate their holdings in one folio.
12. Members whose shareholding is in the electronic mode are requested to direct change of address notifications and updation of Savings Bank Account details to their respective Depository Participants.
13. In terms of section 124 of the Companies Act, 2013 (corresponding to Section 205A Companies Act, 1956), any dividend remaining unpaid for a period of seven years from the due date of payment is required to be transferred to Investor Education and Protection Fund. Members who have not encashed their dividend warrants are requested to write to the Registrars and Share Transfer Agents.
14. Electronic copy of the Notice of the Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.

15. Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL):

**In case of members receiving e-mail:**

- (i) The voting period begins on **Wednesday, 26<sup>th</sup> September, 2018 at 9.00 am** and ends on **Friday, 28<sup>th</sup> September, 2018 at 5.00 p.m.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Saturday, 22<sup>nd</sup> September, 2018** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Open e-mail;
- (iii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com);
- (iv) Click on "Shareholders" tab.
- (v) Now 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>For physical shareholders, please use the first two letters of your Name and the 8 digits of the sequence number in the PAN field.</p> <ul style="list-style-type: none"> <li>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.</li> </ul>
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login.</li> </ul> <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>