

**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 36th Annual General Meeting of the Shareholders of **CRANES SOFTWARE INTERNATIONAL LIMITED** will be held on September 30, 2021 at 11:00 AM IST at Oleander Hall, Iris Hotel, 70, Brigade Road, Bengaluru - 560 025 to transact the following business :

ORDINARY BUSINESS:**Item no. 1**

To consider and adopt the audited Standalone Financial Statements and audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2021 together with the Reports of the Board of Directors and Auditors thereon.

SPECIAL BUSINESS:**Item no. 2****TO APPROVE THE RE-APPOINTMENT OF MR. ASIF KHADER AS THE CHAIRMAN AND MANAGING DIRECTOR (KEY MANAGERIAL PERSONNEL) 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 provisions of SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015 and Section 117, 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 as amended from time to time and Companies (Appointment and Remuneration of Managerial Personnels) Rules, 2014 (including any statutory modification of re-enactment(s) thereof for the time being in force), and Articles of Association of the Company the approval of members/shareholders of the Company be and hereby accorded to approve the terms of re-appointment and remuneration of Mr. Asif Khader (DIN: 00104893) as the Chairman and Managing Director (Key Managerial Personnel) of the Company for a period of three years from 17 May 2021 to 16 May 2024, as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors in its meeting held on 11 August 2021, on the terms and conditions including remuneration as set out in explanatory statement annexed to the notice convening this meeting, with liberty to Board of Directors to alter and vary the terms and conditions of the re-appointment and/or remuneration as it deem fit and as maybe accepted by Mr. Asif Khader, subject to same not exceeding limit specified under Schedule V to the Companies Act, 2013 or any statutory modifications of re-enactments thereof.

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

Item no. 3**TO APPROVE THE RE-APPOINTMENT OF MRS. AKTHAR BEGUM AS AN INDEPENDENT DIRECTOR 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 provisions of SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015 and Section 149, 150, 152 and 197 read with Companies (Appointment and Qualification of Director) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification of re-enactment(s) thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, the approval of members/shareholders of the Company be and hereby accorded to re-appointment Mrs. Akthar Begum (DIN: 07624256) as an **Independent Director** (Non-Executive) on the Board of



the Company for a period of five years from 12 August 2021 to 11 August 2026, as recommended by the Nomination & Remuneration Committee and Board of Directors in its meeting held on 11 August 2021.

RESOLVED FURTHER THAT pursuant to provisions of section 149, 197 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification of re-enactment(s) thereof for the time being in force), Mrs. Akthar Begum (DIN: 07624256) be paid such fee as the Board may approve from time to time and subject to such limits, prescribe or as maybe prescribed by the Company from time to time.”

Item no. 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
Systat Software Inc	Trade Receivables	NA	Direct Subsidiary	As agreed between parties	9,604.48	NIL
Systat Software GmbH	Trade Receivables	NA	Direct Subsidiary	As agreed between parties	187.64	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
TilakAutotech 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	6,534.73	NIL
Cranes Software International Pte Ltd	Receivable	NA	Direct Subsidiary	As agreed between parties	1,715.05	NIL
Cranes Varsity Pvt Ltd	Receivable	Wholetime Director	Direct Subsidiary	As agreed between parties	23.40	NIL
Systat Software GmbH	Payable	NA	Direct Subsidiary	As agreed between parties	598.94	NIL
Systat Software UK Ltd	Receivable	NA	Indirect Subsidiary	As agreed between parties	433.95	NIL
Esqube Communication Solutions Pvt Ltd	Receivable	NA	Direct Subsidiary	As agreed between parties	190.92	NIL
		TOTAL			20,185.37	



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.”

Item no. 5

RECLASSIFICATION OF PROMOTERS OF THE COMPANY AS PUBLIC SHAREHOLDERS:

To consider and approve reclassification of Promoters of the Company and in this regard to consider and fit to pass, with or without modification(s), the following resolution as a **Special Resolution**.

“**RESOLVED THAT** pursuant to provisions of Regulation 31A (2) read with Regulation 31A (7) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (Including any amendments made thereto) (hereinafter referred to as “Listing Regulations”) or any other applicable provisions of Listing Regulations and other applicable laws, consent of the members of the company be and is hereby given to reclassify the following person from “Promoter Category” to “Public Category” since the person is neither involved in the management nor holding any controlling stake in the Company. None of the aforesaid person has entered into any Shareholders Agreement with the Company and they have not got any Veto Rights or Special Information Rights or Special Rights as to Voting power or Control of the Company:

Sr No	Name of the Entity / Company	No. of Equity Shares Held	% of the total Equity Capital
01	Misbah Jan	1000	0
02	Mukkaram Jan	465300	0.4

“**RESOLVED FURTHER THAT** it is hereby confirmed that i. the aforesaid person do not hold more than 10% of the paid-up Capital of the Company. ii. the shareholding of the aforesaid Promoter / Promoter Group is only upto 0.4% of the equity share capital of the Company. iii. the aforesaid persons has not and will continue to not exercise direct or indirect control over the Company. iv. No director of the above said person has been or would be appointed as key managerial personnel of the Company. v. No special right were even held and would not be ever held by the above reclassified above said person / entity/Company.

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board or the officers authorised by the Board in this regard be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

For and on behalf of the Board of Directors

Bengaluru
8th September, 2021

CS P Phaneendra
Company Secretary

**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. 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. 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 Exchange i.e. BSE Limited at www.bseindia.com. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility) www.evotingindia.com

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:**(i) 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.

- (ii) The voting period begins on September 27, 2021 (from 9.00AM) and ends on September 29, 2021 (at 5.00PM). 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 September 23, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (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.

- (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	<ol style="list-style-type: none">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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.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 & voting during the meeting. Additionally, there is also links provided to access the system of all



	<p>e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>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 www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & 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.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>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: https://eservices.nsdl.com 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 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 & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.



Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) * Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	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. * 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.

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the 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.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - 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 a 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 linked in the login 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.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investor.relations@cranessoftware.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

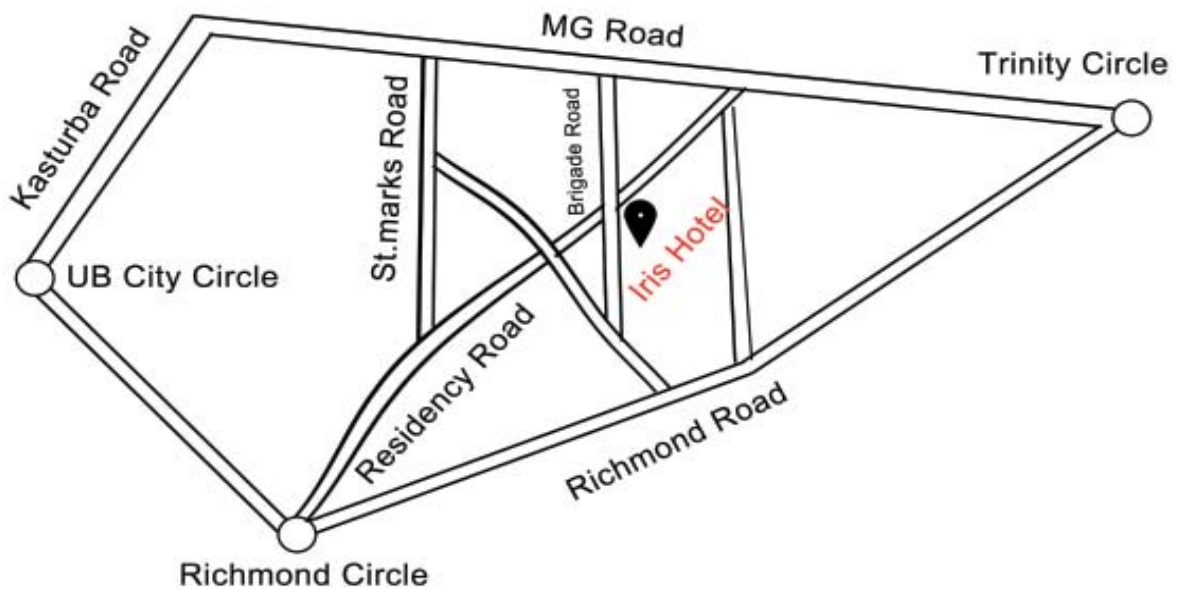


- For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

THE ROUTE MAP IS ANNEXED TO THIS NOTICE.





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. 2:

Mr. Asif Khader is a Promoter, CFO of the Company and is associated as the Managing Director since 30 April 2002. In his able leadership the performance of the Company has been satisfactory. The present term of appointment of Mr. Asif Khader has expired on 16 May, 2021 and it would be appropriate to re-appoint him for a period of 3 years. The Board of Directors of the Company at its meeting held on 11 August 2021 and on the recommendation of the Nomination and Remuneration Committee in its meeting, approved the re-appointment of Mr. Asif Khader as Chairman and Managing Director (KMP) of the Company subject to the approval of members / shareholders of the Company in Annual General Meeting to be held on Thursday, 30th day of September, 2021 as a Special Resolution for a period of three years from 17 May 2021 to 16 May 2024 at the remuneration, in accordance with norms laid down in Schedule V and other applicable provisions of Companies act, 2013 and rules made thereunder. The information in respect of terms of remuneration & perquisites is given below:

Details of Directors' seeking re-appointment at the forthcoming Annual General Meeting Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 issued by ICSI are as follows:

Name of The Director	Asif Khader
Designation	Chairman and Managing Director (DIN: 00104893)
Date of Birth	15-02-1966
Age	55
Qualifications	BE
Nature of Expertise in specific functional area	He is an expert in the fields of Information Technology and Business Management
Brief resume and experience of the Director	He has been associated with the software business and has been an entrepreneur and businessman for last 30 years.
Terms and conditions of reappointment	He will continue to act as the chairman & Managing Director of the Company.
Last drawn remuneration	NIL
Date of first appointment on the Board	30-04-2002
Shareholding in the Company	0.85%
Relationship with other Director/ Manager/KMPs	He is the elder brother of Mr. Mueed Khader
No. of meetings of the Board attended during the financial year 2020-21	7
Other Directorships (other than Cranes Software International Limited)	<ul style="list-style-type: none"> • Sea Equity Enterprises Private Limited • K and j Holdings Private Limited • Caravel Info Systems Private Limited • Proland Softwares Private Limited • Analytix Systems Private Limited • Systat Software Asia Pacific Limited • Cranes Varsity Private Limited • K & J Telecom Private Limited • Jansons Land And Property Development Private Limited



Membership/Chairmanships of the Committees of Boards of other listed entities (other than Cranes Software International Limited)	NIL
Remuneration to be drawn after appointment/re-appointment	Salary up to a maximum of five per cent of the net profits of a particular financial year or such lower sum, as may be decided by the Board of Directors or Committee of the Board, if any from time to time. In view of the loss sustained by the Company, no remuneration is payable by the Company at present. A separate approval from the members would be sought as and when this remuneration is considered by the Board of Directors.

Item No. 3:

Mrs. Akhtar Begum is a Non-Executive Independent director of the Company. She has been on the Board of Cranes Software International Ltd. since 12 August 2016. Her appointment was approved by the shareholders at the Annual General Meeting held on 29th September 2016. In terms of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Sections 149, 150, 152, 197 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mrs. Akhtar Begum being eligible and seeking re-appointment is proposed to be appointed as Independent director for a term of five consecutive years from 12 August 2021 to 11 August 2026.

In the Opinion of the Board, Mrs. Akhtar Begum, the Independent Director proposed to be re-appointed, fulfils the conditions specified in the Act and rules made thereunder and he is independent of the management. A copy of draft letter for the re-appointment of Mrs. Akhtar Begum, as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members, at the company's Registered office during normal business hours on working day upto the date of AGM. The Board considers that her continued association would be of immense benefit to the company and it is desirable to continue to avail the services of Mrs. Akhtar Begum as an Independent Director. Accordingly, the Board recommends the resolution to re-appoint Mrs. Akhtar Begum as an Independent Director for the Approval of members.

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

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	Trade Receivables	NA	Direct Subsidiary	As agreed between parties	9,604.48	NIL
Systat Software GmbH	Trade Receivables	NA	Direct Subsidiary	As agreed between parties	187.64	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
TilakAutotech 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	6,534.73	NIL
Cranes Software International Pte Ltd	Receivable	NA	Direct Subsidiary	As agreed between parties	1,715.05	NIL
Cranes Varsity Pvt Ltd	Receivable	Wholetime Director	Direct Subsidiary	As agreed between parties	23.40	NIL
Systat Software GmbH	Payable	NA	Direct Subsidiary	As agreed between parties	598.94	NIL
Systat Software UK Ltd	Receivable	NA	Indirect Subsidiary	As agreed between parties	433.95	NIL
Esqube Communication Solutions Pvt Ltd	Receivable	NA	Direct Subsidiary	As agreed between parties	190.92	NIL
		TOTAL			20,185.37	



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

Item No.5

The Company had received the letter from the following person falling under the category of promoters/promoter Group of the Company requesting to be reclassified from the Category of "Promoters/Promoters Group" to "Public Category".

Sr No	Name of the Entity / Company	No. of Equity Shares Held	% of the total Equity Capital
01	Misbah Jan	1000	0
02	Mukkaram Jan	465300	0.4

The aforesaid Promoter/promoter group person is holding very insignificant shareholding which constitutes 0.4% of the total paid up capital of the Company. The aforesaid promoter/ promoter group person do not exercise any control over the Company and is not engaged in the management of the Company. The aforesaid person neither have representation on the Board of Directors of the Company nor hold any key Management position in the Company. The Company also not entered into any Shareholders Agreement with them. Further none of the aforesaid person has got any veto Rights as to voting power or control of the Company. They do not have any Special Information Rights.

The aforesaid persons have requested to the Company to reclassify them from being a "Promoter Category" to "Public Category" Shareholder of the Company.

Based on the letter received from above promoter persons, the matter was discussed by the Board of Director at their meeting held on 08 September 2021 and Board decided to get the above promoter/promoter group person reclassified from the "Promoter Category" to "Public Category" with the approval of stock exchanges.

Regulation 31A (2) read with Regulation 31 A (7) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (Including any amendments made thereto) (hereinafter referred to as Listing Regulations) is the main regulation which deals with reclassification of promoter shareholding in to public Shareholding. It provides that the Stock exchanges allow reclassification of the status of promoter shareholders only if the following main conditions are satisfied.

- (i) Upon receipt of a request from the concerned listed entity or the concerned Shareholders.
- (ii) Upon receipt of all relevant evidence to be provided.
- (iii) On BSE being satisfied with the Compliance of conditions mentioned in Regulation 31A.

Regulation 31A (7) (any other manner) means with the consent of the person wants to change reclassification.

A reclassification may also be permitted by the stock exchanges under the main Listing Regulation No. 31A (2) itself read with the additional condition specified under the Regulation 31A (7) of Listing Regulation, The sum total of conditions under the two sub regulations are as follows.

- (i) A request for reclassification to be made by the concerned listed entity or by the concerned shareholders/ to stock exchanges.
- (ii) All relevant evidence to be provided.
- (iii) Reclassified promoter shall not directly or indirectly exercise control over the affair of company.
- (iv) Increase in the level of public shareholding pursuant to reclassification of promoters shall not be considered towards achieving compliances with minimum public Shareholding requirement under Rule 19 A of the Securities contracts (Regulation) Rule, 1975 and



- (v) The event of reclassification shall be disclosed to the Stock exchange as a material event in accordance with the provisions of Listing Regulations.

All the conditions Specified under Regulation 31A (2) and 31A (7) of Listing Regulation have been duly complied with by the Company. The Company's case of reclassification of promoter is covered under Regulation 31A (2) of Listing Regulation.

None of the Directors, Key Managerial persons of the Company and their relatives is/are concerned or interested in the resolution. The Board therefore recommends the Resolution no. 5 for approval of the members as Special Resolution.

For and on behalf of the Board of Directors

**Bengaluru
8th September, 2021**

**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



As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 36th Annual General Meeting of the Company, to be held on Thursday, the 30th September, 2021 at 11:00 am at Oleander Hall, Iris Hotel, 70, Brigade Road, Bengaluru - 560 025 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business(es)

1. To consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2021 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, 2021 and the report of Auditors thereon.

Special Business(es)

2. To approve the re-appointment of Mr. Asif Khader as Chairman and Managing Director of the Company.
3. To approve the re-appointment of Mrs. Akthar Begum as an Independent Director of the Company.
4. Approval for related party transactions.
5. To approve re-classification of Promoter Shareholding.

Signed this..... day of 2021

Signature of shareholder

Affix
Revenue
Stamp

Signature of Proxy holder (s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

Date : 30th September, 2021

Time : 11:00 am

Venue : Oleander Hall, Iris Hotel, 70, Brigade Road, Bengaluru - 560 025



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

ATTENDANCE SLIP FOR ATTENDING ANNUAL GENERAL MEETING

Regd. Folio No.

No. of shares held.

DP ID No.

Client ID No.

I Certify that I am a Member / Proxy for the members (s) of the company.

I hereby record my presence at the 36th Annual General Meeting of the Company at Oleander Hall, Iris Hotel, 70, Brigade Road, Bengaluru - 560 025, at 11:00 am on Thursday, 30th September, 2021.

Member's / Proxy's name in Block Letters

Member's / Proxy's Signature

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall.



If undelivered please return to :

Cranes Software International Limited

Regd.Off.: No. 82, Presidency Building, 3rd & 4th Floor, St. Marks' Road, Bengaluru - 560001, Karnataka, INDIA

Phone: +91 80 6764 4848 Email: info@cranessoftware.com

www.cranessoftware.com