

Cranes Software International Limited



Regd. Office: # 29, 7th Cross, 14th Main, Vasanth Nagar, Bangalore 560 052. INDIA.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 24th Annual General Meeting of the Shareholders of the Company will be held on Tuesday, September 29, 2009 at 3.00 p.m. at Hotel Capitol, Raj Bhavan Road, Bangalore 560001, to transact the following business:

1. To receive, consider and adopt the Balance Sheet as at 31.03.2009 and the Profit & Loss Account for the year ended on that date and the Report of Auditors and Directors thereon.
2. To declare Dividend on Equity Shares.
3. To appoint a Director in place of Mr. Mirza Yawar Baig, who retires by rotation and being eligible, offers himself for re-appointment.
4. To resolve not to fill the vacancy, for the time being, caused by the retirement of Mr. Ajay Singh, who retires by rotation and does not offer himself for re-appointment.
5. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and to fix their remuneration. The retiring auditors viz. M/s S Janardhan & Associates, Chartered Accountants are eligible for re-appointment.

By order of the Board
for Cranes Software International Ltd.

Bangalore
July 30, 2009

B Parasuram
Company Secretary

NOTES :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING MAY APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxies in order to be valid, should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. The Register of Members of the company will remain closed from 24.09.2009 to 29.09.2009 (both days inclusive) for the purpose of payment of dividend.
3. The dividend, if declared at the Annual General Meeting, will be paid to those members whose names appear on the Register of Members as on 23.09.2009 or to their mandatees.
4. Members are requested to notify immediately any change in their address to the Company's Share-Transfer Agents.
5. Members / bodies corporate / proxies should bring the attendance slip duly filled in for attending the meeting.
6. Members are requested to bring their copies of Annual Report to the meeting.
7. To avail the facility of nomination, members are requested to submit to the company the nomination form, which may be supplied on request.
8. Members who have not encashed their dividend warrants for any of the financial years 2002-03, 2003-04, 2004-05, 2005-06, 2006-07 or 2007-08 may write to the Company or Share Transfer Agents for issuance of duplicate / revalidated dividend warrant (s).
9. In terms of provisions of Section 205A of the Companies Act, 1956, dividends not encashed or claimed within 7 years from the date of its transfer to the Unpaid Dividend Account is required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government and on such transfer no claim shall lie against the Company.

Information about Director seeking re-appointment in this Annual General Meeting in respect of item No. 3 of the Notice.

(in accordance with Clause 49 of the Listing Agreement)

Name of the Director	Mr. Mirza Yawar Baig
Fathers' Name	Dr. Mirza Anwar Baig
Date of Birth	20.10.1955
Educational Qualifications	BA Osmania University, MEP (IIM Ahmedabad); Professional Member - ISABS
Date of Appointment	31.03.2003
Other Directorships in Public Limited Companies	-
Committee Memberships in Cranes Software International Limited	Audit Committee - Member Remuneration Committee - Member
Number of Shares held in the Company	NIL

Bangalore
July 30, 2009

By order of the Board
for Cranes Software International Ltd.

B Parasuram
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Annual General Meeting at 3.00 p.m. on Tuesday, September 29, 2009 at Hotel Capitol, Raj Bhavan Road, Bangalore 560 001.

ATTENDANCE SLIP

To be handed over at the entrance of the meeting hall.

Name of First named Shareholder	No. of shares	Folio No.	If held in dematerialised form	
			D P ID No.	Client ID No.

I certify that I am a registered Shareholder of the Company.

I hereby record my presence at the above **Annual General Meeting** of the Company.

A member/proxy wishing to attend the meeting must complete this attendance slip and hand it over at the entrance of the meeting hall.

Name of Proxy (if any) in BLOCK LETTERS

Signature of Member/Proxy



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PROXY FORM

I/We of being a member / members of **Cranes Software International Limited**, hereby appoint..... of or failing him of as my/our proxy to attend and vote for me/us on my/our behalf at the **24th Annual General Meeting** of the Company to be held at 3.00 p.m. on Tuesday, September 29, 2009 or at any adjournment thereof.

No. of shares	Folio No.	If held in dematerialised form	
		D P ID No.	Client ID No.

Signature affixing Re.1.00 Revenue Stamp
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NOTE : Any member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. The form duly completed should be deposited at the Registered Office of the Company at Bangalore not less than 48 hours before the commencement of the meeting.

