

CRANES SOFTWARE INTERNATIONAL LIMITED

CIN : L05190KA1984PLC031621

Regd. Off.: # 2, Tavarekere, Bannerghatta Road, 1st Phase, 1st Stage, BTM Layout, Bangalore - 560 029.
Karnataka, India. Ph: 080-41281111, Fax: 080-41280203 Email: investor.relations@cranesoftware.com

NOTICE

NOTICE is hereby given that the 31st Annual General Meeting of the shareholders of **CRANES SOFTWARE INTERNATIONAL LIMITED**, will be held at Orchid Hall, Hotel Ramada Bangalore, # 11, Park Road, Near Indian Express, Bangalore - 560 051, on **Thursday, the 29th September, 2016** at 10:30 AM, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:-

- (i) The audited standalone financial statements of the Company for the financial year ended 31st March, 2016, including the audited balance sheet as at 31st March, 2016, the statement of profit and loss, for the year ended on that date and the reports of the Board and auditors' thereon;
- (ii) The audited consolidated financial statements of the Company for the financial year ended 31st March, 2016, including the audited consolidated Balance Sheet as at 31st March, 2016 and the consolidated statement of profit and loss, for the year ended on that date and the reports of the Board and auditors' thereon;

2. To consider and if thought fit, to pass with or without modification, the following as an Ordinary resolution:

"Resolved that pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and auditors) Rules, 2014 as amended, the appointment of M/s. S Janardhan & Associates, Chartered Accountants, Bangalore, (Firm Registration No – 005310S), the retiring statutory auditors of the Company, be and is hereby ratified, such that the said firm holds office from the conclusion of this AGM till conclusion of the 32nd AGM of the Company, to be held in the year 2017, to audit the accounts of the Company, for the financial year ending 31st March, 2017, at such remuneration as may be mutually agreed to between the Board of Directors of the Company and the auditors."

SPECIAL BUSINESS:

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

"Resolved that pursuant to the provisions of sections 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended and applicable SEBI (Listing obligations and disclosure requirements) Regulations, 2015, Mrs. Akthar Begum, who was appointed as Additional Director on 12th August, 2016, who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under section 160 along with prescribed deposit be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for Five consecutive years, with effect from 12th August, 2016."

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

"Resolved that the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose), be and is hereby authorized, in accordance with Section 180(1)(c) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Articles of Association of the Company, to borrow any sum or sums of money (including non-fund based facilities but excluding temporary loans) from time to time at their discretion, for the purpose of the business of the Company from any one or more Banks, Financial



Institutions and other persons, firms, bodies corporate, related parties, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid up share capital of the Company and its free reserves that is to say reserves not set apart for any specific purposes) provided that the total borrowings shall not at any time exceed in the aggregate an amount of Rs. 1,500.00 Crores (Rupees one thousand five hundred crores only) and that the Board of Directors be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as they may, in their absolute discretion, think fit."

"Resolved further that for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds, and things and to execute all documents and writings as may be necessary, proper, desirable or expedient in this regard."

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

"Resolved that pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, consent of the members of the company be and is hereby accorded to the Board of Directors of the Company to create such charges, mortgages and hypothecations, in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, provided that the total amount of loan together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on prepayment or on redemption, costs, charges, expenses and all other moneys payable by the company in respect of the said loans, shall not at any time exceed the limit of Rs. 1,500.00 Crores (Rupees one thousand five hundred crores only)."

"Resolved further that for the purpose of giving effect to the above resolution, the Board of Directors be and is hereby authorized and empowered to finalize, settle and execute any such formal contract, agreements, documents, deeds, indemnities, guarantees or other legal undertakings as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages / charges as aforesaid."

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

"Resolved that pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder (including any statutory modification(s) or re-enactments 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 any financial year, stated against respective nature of transactions as provided below:

Name of the related party	Nature of transactions as per section 188 of the Companies Act, 2013	Name of Director or Key Managerial Personnel who is related, if any	Nature of Relationship	Material terms and particulars of the contract or arrangement	Monetary Value (Rs. In lakhs)	Any other information relevant or important for the members to take decision on the proposed resolution
Systat Software Inc	Sale of goods	NA	Direct Subsidiary	As Agreed between parties	403.63	NIL
Systat Software Gmbh	Sale of goods	NA	Direct Subsidiary	As Agreed between parties	144.53	NIL
Systat Software UK Ltd	Sale of goods	NA	Indirect Subsidiary	As Agreed between parties	96.28	NIL
Systat Software Gmbh	Interest received	NA	Direct Subsidiary	As Agreed between parties	35.11	NIL
Proland Software Pvt Ltd	Loan Given	Wholetime Director	Direct Subsidiary	As Agreed between parties	4.61	NIL
Systat Software Inc	Trade Receivables	NA	Direct Subsidiary	As Agreed between parties	8,283.86	NIL
Systat Software GmbH	Trade Receivables	NA	Direct Subsidiary	As Agreed between parties	175.18	NIL
Proland Software Pvt Ltd	Trade Receivables	Wholetime Director	Direct Subsidiary	As Agreed between parties	13.35	NIL
Dunn Solutions Group Inc	Trade Receivables	NA	Indirect Subsidiary	As Agreed between parties	145.63	NIL
Analytix Systems Pvt Ltd	Payable	Wholetime Director	Direct Subsidiary	As Agreed between parties	460.79	NIL
Cubeware Gmbh	Payable	NA	Indirect Subsidiary	As Agreed between parties	38.36	NIL
Engineering Technology Associates Inc	Payable	NA	Indirect Subsidiary	As Agreed between parties	7.08	NIL
Caravel Info Systems Pvt Ltd	Payable	Wholetime Director	Direct Subsidiary	As Agreed between parties	469.79	NIL
Tilak Autotech Pvt Ltd	Payable	Wholetime Director	Direct Subsidiary	As Agreed between parties	73.23	NIL
Systat Software Asia Pacific Ltd	Payable	Wholetime Director	Direct Subsidiary	As Agreed between parties	52.94	NIL
Cranes Software Inc	Receivable	NA	Direct Subsidiary	As Agreed between parties	3,090.59	NIL
Cranes Software International Pte Ltd	Receivable	NA	Direct Subsidiary	As Agreed between parties	1,546.03	NIL
Proland Software Pvt Ltd	Receivable	Wholetime Director	Direct Subsidiary	As Agreed between parties	449.46	NIL
Systat Software GmbH	Receivable	NA	Direct Subsidiary	As Agreed between parties	7,255.56	NIL
Systat Softwares Inc	Receivable	NA	Direct Subsidiary	As Agreed between parties	8,660.83	NIL
Systat Software UK Ltd	Receivable	NA	Indirect Subsidiary	As Agreed between parties	216.56	NIL
Dunn Solutions Groups Inc	Receivable	NA	Indirect Subsidiary	As Agreed between parties	46.43	NIL



“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.”

7. To consider and if thought fit, to pass with or without modification(s), the following as a Special resolution:

“Resolved that the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may constitute for this purpose), be and is hereby authorized, in accordance with Section 186(3) of the Companies Act, 2013, read with rule 13 of the companies (Meetings of Board and its powers) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and the Articles of Association of the Company, to lend, give guarantees or invest from time to time at their discretion, for the purpose of the business of the Company to any person, firms, bodies corporate, related parties, notwithstanding that the aggregate of the monies to be lent together with guarantees and investments may at any time, exceed 60% of the paid up share capital of the Company and its free reserves that is to say reserves not set apart for any specific purposes) or 100% of the free reserves whichever is higher, provided that the total loans, guarantees and investments together shall not at any time exceed in the aggregate an amount of Rs. 500.00 Crores (Rupees five hundred crores only) and that the Board of Directors be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be lent from time to time as to interest, repayment, security or otherwise as they may, in their absolute discretion, think fit.”

“Resolved further that for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the lending / guarantees / investments aforesaid and further to do all such acts, deeds, and things and to execute all documents and writings as may be necessary, proper, desirable or expedient in this regard.”

**By Order of the Board of Directors
For Cranes Software International Limited**

**Bengaluru
12th August, 2016**

**CS P Phaneendra
Company Secretary**

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE, INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, 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 PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING.
2. 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.
3. Explanatory statement pursuant to section 102 of the Companies Act, 2013 forms part of this notice.



4. Brief details of the director, who is seeking reappointment is annexed hereto as per requirements of regulation 36(3) of the SEBI Listing Regulations, 2015.
5. 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.
6. In terms of section 101 and 136 of the Companies Act, 2013 read together with the rules made thereunder, 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.
7. 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.
8. **The instructions for Share holder for voting electronically are as under:-**
 - (i) The voting period begins on 26th September, 2016, at 9:00 AM and ends on 28th September, 2016, at 5:00 PM. 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 23rd September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (iv) Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vii) If you are a first time user follow the steps given below:
 - (viii) After entering these details appropriately, click on "SUBMIT" tab.

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>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.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <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 (iv).</p>



- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.**



ANNEXURE TO THE NOTICE

Statement of material facts pursuant to section 102(1) of the Companies Act, 2013 :

Item # 3:

Section 149(4) of the Companies Act, 2013, requires all listed companies to appoint Independent Directors. Mrs. Akthar Begum was appointed as Additional Director, by the Board, at its meeting held on 12th August, 2016. She will hold office until the date of the next Annual General Meeting, which is to be held on 29th September, 2016. Mrs. Akthar Begum is a Lawyer by profession and in view of her vast professional experience, the Board proposes to appoint her as an Independent Director, under the said section and applicable regulations of the SEBI (Listing obligations and disclosure requirements) Regulations, 2015, to hold office for Five consecutive years, not liable to retire by rotation, with effect from 12th August, 2016. The Company has received a notice in writing from a shareholder along with prescribed deposit of Rs. 1,00,000/- proposing the appointment of Mrs. Akthar Begum, as Independent Director, as required under the provisions of section 160 of the Act. The Company has received necessary consent and declaration of compliance with the criteria for appointment as Independent Director, from Mrs. Akthar Begum. A brief profile of Mrs. Akthar Begum as required under SEBI (Listing obligations and disclosure requirements) Regulations, 2015, is provided in this notice.

Mrs. Akthar Begum may be deemed to be interested in this resolution proposed at item #3 of the notice, save and accept as above, none of the above directors, key managerial personnel of the Company or their relatives is directly or indirectly concerned or interested in the said resolution.

Letter of appointment of Mrs. Akthar Begum setting out the terms and conditions are available for inspection of the members at the Registered Office of the Company.

Item # 4:

Under the provisions of section 180(1)(c) of the Companies Act, 2013, a Company may borrow in excess of the aggregate of its paid-up share capital and free reserves (apart from temporary loans), only with the consent of the shareholders, by way of an ordinary resolution. The Company had earlier passed an ordinary resolution under section 293(1)(d) of the Companies Act, 1956. The Ministry of Corporate Affairs by a notification informed that the resolution for borrowing powers would be valid only for one year. Therefore, this resolution is being proposed once again.

None of the directors / relatives of directors, key managerial personnel is directly or indirectly interested financially or otherwise, in the proposed resolution.

Item # 5:

Under the provisions of section 180(1)(a) of the Companies Act, 2013, a Company may sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company, only with the consent of the shareholders, by way of an ordinary resolution. Mortgaging or charging the movable / immovable properties of a Company, may be deemed to be a disposal of the undertaking, substantially or otherwise. The Company had earlier passed an ordinary resolution under section 293(1)(a) of the Companies Act, 1956. The Ministry of Corporate Affairs by a notification informed that the resolution for borrowing powers would be valid only for one year. Therefore, this resolution is being proposed once again.

None of the directors / relatives of directors, key managerial personnel is directly or indirectly interested financially or otherwise, in the proposed resolution.

Item #6:

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. 6 of this notice.

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



Name of the related party	Nature of transactions as per section 188 of the Companies Act, 2013	Name of Director or Key Managerial Personnel who is related, if any	Nature of Relationship	Material terms and particulars of the contract or arrangement	Monetary Value (Rs. In lakhs)	Any other information relevant or important for the members to take decision on the proposed resolution
Systat Software Inc	Sale of goods	NA	Direct Subsidiary	As Agreed between parties	403.63	NIL
Systat Software Gmbh	Sale of goods	NA	Direct Subsidiary	As Agreed between parties	144.53	NIL
Systat Software UK Ltd	Sale of goods	NA	Indirect Subsidiary	As Agreed between parties	96.28	NIL
Systat Software Gmbh	Interest received	NA	Direct Subsidiary	As Agreed between parties	35.11	NIL
Proland Software Pvt Ltd	Loan Given	Wholetime Director	Direct Subsidiary	As Agreed between parties	4.61	NIL
Systat Software Inc	Trade Receivables	NA	Direct Subsidiary	As Agreed between parties	8,283.86	NIL
Systat Software GmbH	Trade Receivables	NA	Direct Subsidiary	As Agreed between parties	175.18	NIL
Proland Software Pvt Ltd	Trade Receivables	Wholetime Director	Direct Subsidiary	As Agreed between parties	13.35	NIL
Dunn Solutions Group Inc	Trade Receivables	NA	Indirect Subsidiary	As Agreed between parties	145.63	NIL
Analytix Systems Pvt Ltd	Payable	Wholetime Director	Direct Subsidiary	As Agreed between parties	460.79	NIL
Cubeware Gmbh	Payable	NA	Indirect Subsidiary	As Agreed between parties	38.36	NIL
Engineering Technology Associates Inc	Payable	NA	Indirect Subsidiary	As Agreed between parties	7.08	NIL
Caravel Info Systems Pvt Ltd	Payable	Wholetime Director	Direct Subsidiary	As Agreed between parties	469.79	NIL
Tilak Autotech Pvt Ltd	Payable	Wholetime Director	Direct Subsidiary	As Agreed between parties	73.23	NIL
Systat Software Asia Pacific Ltd	Payable	Wholetime Director	Direct Subsidiary	As Agreed between parties	52.94	NIL
Cranes Software Inc	Receivable	NA	Direct Subsidiary	As Agreed between parties	3,090.59	NIL
Cranes Software International Pte Ltd	Receivable	NA	Direct Subsidiary	As Agreed between parties	1,546.03	NIL
Proland Software Pvt Ltd	Receivable	Wholetime Director	Direct Subsidiary	As Agreed between parties	449.46	NIL
Systat Software GmbH	Receivable	NA	Direct Subsidiary	As Agreed between parties	7,255.56	NIL
Systat Softwares Inc	Receivable	NA	Direct Subsidiary	As Agreed between parties	8,660.83	NIL
Systat Software UK Ltd	Receivable	NA	Indirect Subsidiary	As Agreed between parties	216.56	NIL
Dunn Solutions Groups Inc	Receivable	NA	Indirect Subsidiary	As Agreed between parties	46.43	NIL

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Item #7:

Section 186 of the Companies Act, 2013 read with (Meetings of Board and its powers) Rules, 2014, prescribes that no Company can directly or indirectly give loans / guarantees / security or invest in other securities beyond 60% of its paid-up share capital and free reserves or 100% of its free reserves, without prior approval of the shareholders, of the Company by way of a special resolution. Since the aggregate of loans / advances / investments may have exceeded the said limits, this resolution is being proposed for approval of the shareholders, by way of abundant caution.

None of the directors / relatives of directors, key managerial personnel is directly or indirectly interested financially or otherwise, in the proposed resolution.

**By Order of the Board of Directors
For Cranes Software International Limited**

Bengaluru

12th August, 2016

CS P Phaneendra

Company Secretary



Disclosure relating to Directors seeking appointment / re-appointment pursuant to Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings:

Name of Director	Akthar Begum
Date of Birth / Age	26 th July, 1957 / 59 years
Date of First appointment	12 th August, 2016
Expertise in specific General Functional Area	Law
Qualification	MA, LLB
Shareholding in the Company	Nil
No. of Board Meetings attended during the financial year 2015-16	Nil
List of outside Directorships held (Public Limited Companies)	Nil
Chairman / Member of the committee of the Board of Directors of the Company	Nil
Chairman / Member of the Committee of Directors of other Public Limited Companies in which he / she is a Director	Nil
a) Audit Committee	Nil
b) Stakeholders Relationship Committee	Nil

**By Order of the Board of Directors
For Cranes Software International Limited**

**Bengaluru
12th August, 2016**

**CS P Phaneendra
Company Secretary**



CRANES SOFTWARE INTERNATIONAL LIMITED

CIN : L05190KA1984PLC031621

Regd. Off.: # 2, Tavarekere, Bannerghatta Road, 1st Phase, 1st Stage, BTM Layout, Bangalore - 560 029. Karnataka, India. Ph: 080-41281111, Fax: 080-41280203 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 : # 2, Tavarekere, Bannerghatta Road, 1st Phase, 1st Stage, BTM Layout, Bangalore - 560 029, 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 31st Annual General Meeting of the Company, to be held on Thursday, the 29th September, 2016 at 10:30 am at Orchid Hall, Hotel Ramada Bangalore, # 11, Park Road, Near Indian Express, Bangalore - 560 051 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business(es)

1. (i) To adopt standalone financial statements for the year ended 31st March, 2016.
(ii) To adopt consolidated financial statements for the year ended 31st March, 2016.
2. To ratify appointment of statutory auditors – 2016-17.

Special Business(es)

3. To appoint Independent Director.
4. To approve borrowing powers.
5. To approve power to create charge / mortgage.
6. Ratification of related party transactions.
7. Approval for giving loans, guarantees, security and investments (special resolution).

Signed this..... day of 2016

Signature of shareholder

Signature of Proxy holder (s)

Affix Revenue Stamp

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 : 29th September, 2016

Time : 10:30 am

Venue : Orchid Hall, Hotel Ramada Bangalore, # 11, Park Road, Near Indian Express, Bangalore - 560 051

CRANES SOFTWARE INTERNATIONAL LIMITED

CIN : L05190KA1984PLC031621

Regd. Off.: # 2, Tavarekere, Bannerghatta Road, 1st Phase, 1st Stage, BTM Layout, Bangalore - 560 029.
Karnataka, India. Ph: 080-41281111, Fax: 080-41280203 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 31st Annual General Meeting of the Company at Orchid Hall, Hotel Ramada Bangalore, # 11, Park Road, Near India Express, Bangalore - 560 051, at 10:30 am on Thursday, 29th September, 2016.

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

2, Tavarekere, Bannerghatta Road, BTM Layout, 1st Stage, 1st Phase, Bangalore - 560 029 Karnataka, INDIA

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