Registered Office:
#82, Presidency Building, 3rd & 4th Floor,
St. Marks Road, Bengaluru - 560 001, Karnataka
Ph: +91 80 6764 4800/4848
Email: Info@cranessoftware.com

CRANES SOFTWARE INTERNATIONAL LIMITED
CIN: L05190KA1984PLC031621
Regd. Off.: 73/1, No. 82, Presidency Building, 3rd & 4th Floor, St Marks' Road, Bangalore, Karnataka, India, 560001.
Phone: +91 80 6764 4848 Email: info@cranessoftware.com www.cranessoftware.com

NOTICE OF THE 41st ANNUAL GENERAL MEETING

Notice is hereby given that the 41st (Forty-First) Annual General Meeting of the company Cranes Software International Limited ("The Company") will be held on Wednesday, the 30th day of September, 2026 at 01:30 PM through Video Conferencing (VC) or Other Audio Video means (OAVM). The place of business for this purpose shall be deemed to be the Registered Office of the company at 73/1, No. 82, Presidency Building, 3rd & 4th Floor, St Marks' Road, Bangalore 560001, Karnataka, India, as the venue for the Meeting and the proceedings of the Annual General Meeting shall be deemed to be made there at, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt
    a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon.
    b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the Report of the Auditors thereon.

SPECIAL BUSINESS:

2. To consider and approve the re-appointment of Mr. Asif Khader (DIN: 00104893) as the Managing Director & Chairman of the Company for a period of 5 (five) years.

   To consider and if thought fit to pass the following resolution(s) with or without any modification(s) as a special resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), and the Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary, and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, the consent of the members of the Company be and is hereby accorded, by way of a Special Resolution, for the re-appointment of Mr. Asif Khader (DIN: 00104893) as the Managing Director & Chairman of the Company for a further period of 5 (five) years commencing from 07/09/2026 up to 06/09/2031], not liable to retire by rotation; and on the remuneration, perquisites, benefits and other terms and conditions as set out in the Explanatory Statement annexed to this Notice, with liberty to the Board of Directors (hereinafter referred to as 'the Board', which term shall be

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deemed to include any Committee thereof constituted or to be constituted to exercise the powers conferred on the Board by this resolution) to alter and vary the terms and conditions of the said re-appointment and/or remuneration, including by reason of any amendment to the Act or the rules made thereunder, subject to the same not exceeding the limits specified in Schedule V to the Act, or any statutory modification(s) or re-enactment(s) thereof.

RESOLVED FURTHER THAT any of the directors or the company secretary of the company be and is hereby authorized to file the necessary forms with the Registrar of Companies, including Form DIR-12, and to make necessary entries in the statutory registers of the Company, and to do all such acts, deeds, and things as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT a copy of this resolution, certified to be true by any Director or the Company Secretary of the Company, be forwarded to all concerned authorities and persons for their information and necessary action.

RESOLVED FURTHER THAT any of the Directors of the Company or the company secretary of the company be and is hereby authorized to do all such acts, deeds and things but not limited to the filling, drafting, signing and executing of all such documents and forms that may be deemed necessary to give effect to the said resolution."

RESOLVED FURTHER THAT this resolution shall be effective as of the date hereof and shall remain in full force and effect until modified or rescinded by further resolution of the Board of Directors."

3. To consider and approve the redesignation of Ms. Akthar Begum from Independent Director to Non-Executive, Non-Independent Director

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the applicable rules made thereunder, Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), and the Articles of Association of the Company, and subject to such approvals, consents and permissions as may be required, the consent of the Members be and is hereby accorded for

a. the redesignation of Ms. Akthar Begum DIN: 07624256 from the position of Independent Director to Non-Executive, Non-Independent Director of the Company, with effect from 12.08.2026, and for her continuation as a Non-Executive Director of the Company, liable to retire by rotation, in accordance with the provisions of the Act, SEBI LODR Regulations and the Articles of Association of the Company.
b. her continuation in the said office for the aforesaid period notwithstanding that she will attain, during the course of the said term, attain the age of 74 years, being in excess of the age of seventy (70) years prescribed under Section 196(3)(a) of the Act.

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RESOLVED FURTHER THAT the Members note that Ms. Akthar Begum has completed the maximum permissible tenure as an Independent Director of the Company and, accordingly, shall not be eligible for re-appointment as an Independent Director without completion of the applicable cooling-off period prescribed under the Act.

RESOLVED FURTHER THAT the continuation of Ms. Akthar Begum as a Non-Executive, Non-Independent Director is considered desirable in the interest of the Company in view of her experience, knowledge, expertise and familiarity with the business and affairs of the Company, which would enable her to continue to provide valuable guidance and strategic inputs to the Board and contribute to the Company's growth and development.

RESOLVED FURTHER THAT the Board of Directors of the Company, including any Committee thereof or any person authorised by the Board, be and is hereby authorised to do all such acts, deeds, matters and things and to execute such documents and make such filings as may be necessary, desirable or expedient to give effect to this resolution."

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	Value (Rs. In lakhs)	Any other Information relevant or important for the members to take decision on the proposed resolution
Proland Software Pvt Lid	Receivables	Mr. Asif Khader, Managing Director & Mr. Mueed Khader, Director	Directors of Direct Subsidiary	As agreed between parties	465.54	NIL

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Analytix Systems Pvt Ltd	Payable	Mr. Asif Khader, Managing Director & Mr. Mueed Khader, Director	Directors of Direct Subsidiary	As agreed between parties	7.8	NIL
Caravel Info Systems Pvt Ltd	Payable	Mr. Asif Khader, Managing Director & Mr. Mueed Khader, Director	Directors of Direct Subsidiary	As agreed between parties	142.88	NIL
Systat Software Asia Pacific Ltd.	Payable	Mr. Asif Khader, Managing Director & Mr. Mueed Khader, Director	Directors of Direct Subsidiary	As agreed between parties	51.04	NIL
Cranes Varsity Pvt Ltd	Payable	Mr. Asif Khader, Managing Director & Mr. Mueed Khader, Director	Directors of Direct Subsidiary	As agreed between parties	804.85	NIL
Systat Softwares Inc	Receivable	NA	Direct Subsidiary	As agreed between parties	3166.34	NIL
Systat Software UK Ltd	Receivable	NA	Indirect Subsidiary	As agreed between parties	436.62	NIL
		TOTAL			5075.08	

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."

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

By order of the Board

For and on Behalf of
Cranes Software International Limited
(CIN: L05190KA1984PLC031621)

Sd/-
Asif Khader
Managing Director
DIN: 00104893

Date: 7th September 2026
Place: Bengaluru

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IMPORTANT NOTES:

1. The remote e-voting period begins on Sunday, the 27th day of September, 2026 at 9:00 A.M. and ends on Tuesday, the 29th day of September, 2026 at 5:00 P.M. The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, the 23rd day of September 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

2. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.

3. 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.

4. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

5. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

6. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.

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7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.cranessoftware.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.

8. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

9. In continuation to this Ministry's **General Circular No. 20/2020** dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

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

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

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

(i) The voting period begins on <Date and Time> and ends on <Date and Time>. 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 <Record Date> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

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

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	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 users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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 e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 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. 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.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	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. 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 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 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 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.

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Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	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.

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 toll free no. 1800 21 09911
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.com or call at : 022 - 4886 7000 and 022 - 2499 7000

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

(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.

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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.

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(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) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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 mandatory 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; info@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.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **14 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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)**
3. **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 toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (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 toll free no. 1800 21 09911.

By the order of the Board

For and on Behalf of
Cranes Software International Limited
(CIN: L05190KA1984PLC031621)

Sd/-
Asif Khader
Managing Director
DIN: 00104893

Date: 7th September 2026
Place: Bengaluru

Registered Office:
#82, Presidency Building, 3rd & 4th Floor,
St. Marks Road, Bengaluru - 560 001, Karnataka

Ph: +91 80 6764 4800/4848
Email: Info@cranessoftware.com

EXPLANATORY STATEMENT
As required by Section 102 of the Companies Act, 2013 ("the Act")

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act'), given hereunder sets out all material facts relating to the special business mentioned at Agenda No. 2 to 6.

Agenda Number 2: To consider and approve the re-appointment of Mr. Asif Khader (DIN: 00104893) as the Managing Director & Chairman of the Company for a period of 5 (five) years.

Mr. Asif Khader (DIN: 00104893), Managing Director and Chairman of the Company, being eligible for re-appointment, has offered himself for re-appointment for a further period of 5 (five) years. Considering his rich experience, proven track record, leadership capabilities and significant contribution to the growth and development of the Company, the Nomination and Remuneration Committee and the Board of Directors have recommended and approved his re-appointment as Managing Director and Chairman of the Company for a further period of 5 (five) years, subject to the approval of the Members of the Company.

The Board is of the opinion that the continued association of Mr. Asif Khader as Managing Director and Chairman will be beneficial to the Company, considering his extensive experience, business acumen and familiarity with the operations and affairs of the Company. Accordingly, approval of the Members is being sought by way of the resolution set out at Item No. 2 of the accompanying Notice.

The Brief profile of Mr. Asif Khader (DIN: 00104893) and Details of Director seeking re appointment [In pursuance of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings is as follows:

Sl. No.	Particulars	Details
1.	DIN	00104893
2.	Independent Director ID	-
3.	Full Name	Asif Khader
4.	Designation	Managing Director and Chairman
5.	Address	CG-01/02, No.39, HM Gladiolus Apartments, Aga Abbas Ali Road, Ulsoor, Bangalore-560042
6.	Age	60 Years
7.	Qualifications	BE.
8.	Nature of Expertise in specific functional area	He is an expert in the fields of Information Technology and Business Management.
9.	Experience	35 Years
10.	Brief profile	He has been associated with the software business and has been an entrepreneur and businessman for last 35 years.
11.	Permanent Account Number (PAN)	ABYPK7883N
12.	Disclosure of relationships between directors (in case of appointment of a director).	He is the elder brother of Mr. Mueed Khader

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13.	Terms and conditions of reappointment	As per the Appointment letter
14.	Last drawn remuneration	Nil
15.	Remuneration proposed to be paid	As per the Appointment letter
16.	Date of first appointment on the Board	30.04.2002
17.	Shareholding in the Company	4,10,02,500 Equity Shares
18.	Relationship with other Director/ Manager/KMPs	He is the elder brother of Mr. Mueed Khader
19.	Membership/Chairmanships of the Committees of Boards of other listed entities (other than Cranes Software International Limited)	Nil
20.	Skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	He is an expert in the fields of Information Technology and Business Management.
21.	No. of meetings of the Board attended during the financial year 2025-26	6 (six)
22.	Other Directorships (other than Cranes Software International Limited)	As per Annexure A

Agenda Number 3: To consider and approve the redesignation of Ms. Akthar Begum from Independent Director to Non-Executive, Non-Independent Director

Ms. Akthar Begum has served as an Independent Director of the Company and has completed the maximum permissible tenure as an Independent Director in accordance with the provisions of the Companies Act, 2013 and the applicable SEBI LODR Regulations. Accordingly, she is not eligible for immediate re-appointment as an Independent Director and would be eligible for such re-appointment only after completion of the applicable cooling-off period prescribed under the Act.

It may further be noted that Ms. Akthar Begum will attain the age of 70 years during her proposed tenure as a Non-Executive Director. Accordingly, pursuant to Section 197(1) and other applicable provisions of the Companies Act, 2013, the approval of the Members by way of a Special Resolution is being sought for her continuation as a Director notwithstanding that she will attain the age of 70 years during the proposed tenure.

Considering her extensive experience, knowledge of the business and affairs of the Company, valuable contribution during her tenure on the Board and familiarity with the Company's operations, the Board is of the view that her continued association with the Company would be beneficial to the Company. Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board has approved the proposal for her redesignation from Independent Director to Non-Executive, Non-Independent Director of the Company, subject to the approval of the Members.

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In her proposed capacity as a Non-Executive, Non-Independent Director, Ms. Akthar Begum would continue to provide the Board with the benefit of her experience, knowledge and expertise and contribute to the strategic direction and overall growth of the Company.

The Board is of the opinion that her continued association as a Non-Executive Director would be in the best interests of the Company and its stakeholders.

The Brief profile of Ms. Akthar Begum DIN: 07624256 and Details of Director seeking re appointment [In pursuance of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings is as follows:

Name of The Director	Akthar Begum
Director Identification Number (DIN)	07624256
Designation	Non-Executive and Non-Independent Director
Date of Birth	26/07/1957
Age	69 years
Qualifications	LLB, Masters in Arts
Nature of Expertise in specific functional area	She has expertise in the field of Accounting, Finance & Law.
Experience	She is a practicing lawyer in High Court and lower courts in Karnataka for more than 20 years
Terms and conditions of reappointment	She will be appointed as a Non Executive and Non independent director on the Board of the company whose period of office will be liable to determination by retirement of directors by rotation.
Last drawn remuneration	Nil
Remuneration proposed to be paid	As per the nomination and remuneration policy of the company
Date of first appointment on the Board	12th August 2016
Shareholding in the Company	Nil
Relationship with other Director/ Manager/KMPs	NA
Other Directorships (other than Cranes Software International Limited ("CSIL"))	• Starcom Information Technology Limited • Caravel Info Systems Private Limited (subsidiary of CSIL) • Cranes Varsity Private Limited (subsidiary of CSIL) • Analytix Systems Private Limited (subsidiary of CSIL) • Systat Software Asia Pacific Limited (subsidiary of CSIL) • Proland Softwares Private Limited

	(subsidiary of CSIL)
Membership/Chairmanships of the Committees of Boards of other listed entities (other than Cranes Software International Limited)	She is the member of the following committees of Starcom Information Technology Limited • Chairman of the Audit committee • Chairman of the Nomination & Remuneration Committee • Member of Stakeholder Relationship Committee
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	The role and capability requires a person to be expert in Finance and legal matters. She has the requisite expertise being a lawyer and already a member of the Board of directors in a listed Company and also Chairman of various committees.

Except Ms. Akthar Begum and her relatives, none of the Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Special Resolution set out at Item No. 3 of the accompanying Notice for approval of the Members.

Agenda Number 4: Approval of Related Party Transaction

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 Special 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 Special Resolution set out at item No. 4. 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. The details given below are as per the previous contracts agreed between the parties:

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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	Value (Rs. In lakhs)	Any other Information relevant or important for the members to take decision on the proposed resolution
Proland Software Pvt Lid	Receivables	Mr. Asif Khader, Managing Director & Mr. Mueed Khader, Director	Directors of Direct Subsidiary	As agreed between parties	465.54	NIL
Analytix Systems Pvt Ltd	Payable	Mr. Asif Khader, Managing Director & Mr. Mueed Khader, Director	Directors of Direct Subsidiary	As agreed between parties	7.8	NIL
Caravel Info Systems Pvt Ltd	Payable	Mr. Asif Khader, Managing Director & Mr. Mueed Khader, Director	Directors of Direct Subsidiary	As agreed between parties	142.88	NIL
Systat Software Asia Pacific Ltd.	Payable	Mr. Asif Khader, Managing Director & Mr. Mueed Khader, Director	Directors of Direct Subsidiary	As agreed between parties	51.04	NIL
Cranes Varsity Pvt Ltd	Payable	Mr. Asif Khader, Managing Director & Mr. Mueed	Directors of Direct Subsidiary	As agreed between parties	804.85	NIL

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		Khader, Director				
Systat Softwares Inc	Receivable	NA	Direct Subsidiary	As agreed between parties	3166.34	NIL
Systat Software UK Ltd	Receivable	NA	Indirect Subsidiary	As agreed between parties	436.62	NIL
		TOTAL			5075.08	

The Board recommends this resolution as set forth in Agenda No. 4 of the accompanying Notice for approval of the members of the Company by way of special resolution.

None of the Directors, except their Directorship(s)and their nominal shareholding in the subsidiaries, nor Key Managerial Personnel or their relatives is concerned or interested, whether financially or otherwise in the said resolution

By the order of the Board

For and on Behalf of
Cranes Software International Limited
(CIN: L05190KA1984PLC031621)

Sd/-
Asif Khader
Managing Director
DIN: 00104893

Date: 7th September 2026
Place: Bengaluru

Registered Office:
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Annexure A
Other Directorships of Mr. Asif Khader

Sl. No.	CIN/ LLPIN	Name of the Company/ LLP	Designation	Date of appointment
1	U07010KA2005PTC036851	SEA EQUITY ENTERPRISES PRIVATE LIMITED	Director	27/07/2005
2	U85110KA1989PTC009902	K & J TELECOM PRIVATE LIMITED	Director	05/01/2010
3	U67120KA1996PTC021421	KANDJ HOLDINGS PRIVATE LIMITED	Director	21/11/1996
4	U85110KA1996PTC019986	JANSONS LAND AND PROPERTY DEVELOPMENT PRIVATE LIMITED	Director	05/01/2010
5	U72100KA1998PTC023805	CARAVEL INFO SYSTEMS PRIVATE LIMITED	Director	11/07/2007
7	U72200KA1991PTC012051	PROLAND SOFTWARES PRIVATE LIMITED	Director	11/07/2007
8	U72200KA1997PTC023011	ANALYTIX SYSTEMS PRIVATE LIMITED	Director	24/05/2006
9	U72900KA2001PLC029652	SYSTAT SOFTWARE ASIA PACIFIC LIMITED	Director	15/10/2001

By the order of the Board

For and on Behalf of
Cranes Software International Limited
(CIN: L05190KA1984PLC031621)

Sd/-
Asif Khader
Managing Director
DIN: 00104893

Date: 7th September 2026
Place: Bengaluru