

NOTICE OF THE 14th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 14th Annual General Meeting of the members of M/s Crane Infrastructure Limited will be held on Monday, September 26, 2022 at 12:15 P.M. IST (“AGM”) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), to seek the consent of the shareholders of the Company (“Members”), on the agenda herein below through remote electronic voting (“E-voting”).

In view of the pandemic situation of novel strain of corona virus (“COVID-19”) and pursuant to the guidelines and notification issued by the Ministry of Home Affairs, Government of India and in light of the MCA Circulars and pursuant to applicable provisions of the Companies Act and rules made there under. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

Ordinary Business:

1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the year ended 31st March, 2022 and together with the reports of the Board of Directors and Auditors there on.

2. To appoint a Director in place of Mrs. Himaja Manepalli (DIN: 06505782) who retires by rotation and being eligible, offers herself for reappointment.

Special Business:

3. To appoint Sri Venkata Nageswara Rao Kota (Din:09718689) as an Independent Director in this regard To consider and if thought fit to pass with or without modification the following resolution as ordinary resolution:

“RESOLVED THAT Sri Venkata Nageswara Rao Kota (Din:09718689), who was appointed as an additional and independent director, pursuant to Sections 149, 152 and 161 and other relevant provisions of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and whose term of office expires at this Annual General Meeting and who is eligible for appointment as an Independent Director and in respect of whom the Company has received a recommendation from the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby appointed as an independent director, not liable to retire by rotation, for a period of five years w.e.f 30.08.2022 to 30.08.2027.

RESOLVED FURTHER THAT any one of the Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things, and to execute all such documents, instruments and writings as may be required to give effect to this resolution.”

4. To appoint Sri Venkata Nageswara Rao Kota (Din:09718689) as an Independent Director in this regard **To consider and if**

thought fit to pass with or without modification the following resolution as ordinary resolution:

“RESOLVED THAT Sri Venkata Santhi Kumar Nerella (Din:08949327), who was appointed as an additional and independent director, pursuant to Sections 149, 152 and 161 and other relevant provisions of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and whose term of office expires at this Annual General Meeting and who is eligible for appointment as an Independent Director and in respect of whom the Company has received a recommendation from the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby appointed as an independent director, not liable to retire by rotation, for a period of five years w.e.f 30.08.2022 to 30.08.2027.

RESOLVED FURTHER THAT any one of the Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things, and to execute all such documents, instruments and writings as may be required to give effect to this resolution.”

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

RESOLVED THAT the consent of the members of the Company be and is hereby accorded in terms of the provisions of section 180(1)(a) of the Companies Act, 2013 and all

other applicable provisions if any, or any other law for the time being in force (including any statutory modification or amendment there to or re-enactment thereof for the time being in force) and in terms of articles of association of the company, to authorize the Board of Directors of the Company to sell, lease otherwise dispose of the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings and to mortgage and/or charge all the immovable & movable properties of the company where so ever situate, both present and future and (with power to take over the management of the business and concern of the company in certain events) to or in favour of financial institutions, bank(s)/lender(s) to secure such sum or sums as they may deem requisite, which may exceed the paid up capital and free reserves in the ordinary course of business but not exceeding in aggregate the sum of Rs. 50 Crores (rupees fifty crores only).

RESOLVED FURTHER THAT the board be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental there to give effect to this resolution and for matter connected therewith or incidental thereto.

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

RESOLVED THAT pursuant to section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, any other law for the time being in force(including any statutory modification or amendment there to or re-enactment thereof for the time being in force) and in terms of articles of association of the company approval of the members of the Company be and is hereby accorded to the Board for borrowing/guarantee any sum or sums of moneys from time to time whether in Indian rupees or foreign currency from any one or more company's or from one or more persons ,firms, bodies corporate, financial institutions, or other acceptable source whether by way of advances, deposits, loans, non convertible debentures, bonds ,or otherwise and for and on behalf of the Company from time to time for the business of the Company, with or without security, and on such terms and conditions as the Board may deem fit, notwithstanding that the money or moneys to be borrowed, together with the moneys already borrowed by the Company, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, may exceed the aggregate of the paid up capital of the Company, free reserves and securities premium account if any, subject to that the total amounts so borrowed by the Board of Directors and outstanding at any time shall not exceed Rs. 50 Crores (rupees fifty crores only).

RESOLVED FURTHER THAT the board be and is hereby authorized to do all such acts, deeds and things and to sign all such

documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto.

For and on behalf of Board Of directors of
M/s Crane Infrastructure Limited

Sd/-

CS.Nehal Vyas

(Company Secretary & Compliance Officer)

Place: Guntur

Date: 30.08.2022

NOTES:

1. The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday 20th September, 2022 to Monday, 26th September, 2022 (both days inclusive), for annual closing (for Annual General Meeting).

2. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made there under on account of the threat posed by COVID-19", General Circular no. 20/2020 dated May 5, 2020, General Circular nos. 02/2021 and 21/2021 dated January 13, 2021 and December 14, 2021 respectively in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing

(VC) or other audio visual means (OAVM)", (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Members at a common venue. Incompliance with the MCA Circulars, the AGM of the Company is being held through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.

3. In compliance with the provisions of the Companies Act, 2013 (the "Companies Act"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") and the MCA Circulars, the AGM of the Company is being held through VC / OAVM, without the physical presence of the Members at a common venue.

4. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated 15th April, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

5. This AGM Notice is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") / Central Depository

Services (India) Limited ("CDSL") as on 23rd August, 2022.

6. The Board of Directors of the Company (the "Board", which term shall be deemed to include any Committee(s) constituted/ to be constituted by the Board, from time to time) has appointed M/s. K. Srinivasa Rao & Nagaraju Associates, Practicing Company Secretaries, Vijayawada as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

7. Pursuant to the provisions of Section 105 of the Companies Act, a Member entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote on his/ her behalf and the Proxy need not be a Member of the Company. However, since this AGM is being held pursuant to the applicable MCA and SEBI Circulars as mentioned hereinabove, through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this AGM Notice.

8. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are required to send a scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter, etc., authorizing their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-voting or during the AGM. The said Resolution/Authorization shall be sent to the Scrutinizer by email

through its registered email address to ksrao21@gmail.com (or) vcil@cranegroup.in

9. The Member's log-in to the Video Conferencing platform using the remote e-voting credentials shall be considered for record of attendance at the AGM and such Member attending the Meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act.

10. Since the AGM will be held through VC/OAVM, the route map is not annexed to this AGM Notice.

11. Members are requested to intimate immediately, any change in their address to their depository participants with whom they are maintaining their demat accounts. If the shares are held in physical form, change in address has to be intimated to the company's registrar and transfer agent (RTA) for any future communication by the company. RTA Addresses is: Bigshare Services Private Limited, 306, Right Wing, 3rd Floor, Amrutha Ville, Opp. Yashoda Hospital, Rajbhavan Road, Hyderabad 500 082, Telangana, India Tel: +91-40-2337 4967, Fax: +91-40-2337 0295, e-mail ID: bsshyd@bigshareonline.com

12. SEBI has mandated the submission of permanent account number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their Demat accounts. Members holding shares in physical form

should submit their PAN to the company or its RTA.

13. In terms of Schedule I of the Listing Regulations, listed companies are required to use the Reserve Bank of India's approved electronic mode of payment such as electronic clearance service (ECS), LECS (Local ECS)/RECS (Regional ECS)/NECS (National ECS), direct credit, real time gross settlement, national electronic fund transfer (NEFT), etc. for making payments like dividend etc if paid, to the members. Accordingly, members holding securities in Demat mode are requested to update their bank details with their depository participants. Members holding securities in physical form should send a request updating their bank details, to the company's RTA. In compliance with the aforesaid Circulars and upon normalization of the postal services, the company shall dispatch by post the dividend warrants if any paid in future, to those members who have not registered their bank mandate with company.

14. Pursuant to the changes introduced by the Finance Act 2020 ('the Act'), dividend income will be taxable in the hands of the members w.e.f. 1 April 2020 and the company is required to deduct tax at source (TDS) from dividend paid to members at the prescribed rates if paid by the company as the company has not paid any dividend.

15. Pursuant to Section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination,

pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in form no. SH-13, to the RTA of the company. Further, members desirous of cancelling/varying nomination pursuant to the Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in form no. SH-14/Form ISR-3, to the RTA if shares are in physical form or to their DP in case the shares are held by them in dematerialized form. These forms will be made available on request.

16. The members may note that, pursuant to SEBI Notification dated 8th June 2018 and Press Release dated 3 December 2018, transfer of shares (except transmission and transposition of shares) will be in dematerialized form only. Although, the members can continue to hold shares in physical form, they are requested to consider dematerializing the shares held by them in the company.

17. Your company is pleased to provide the facility of live webcast of proceedings of AGM. Members who are entitled to participate in the AGM can view the live proceedings of AGM by logging on the CDSL e-voting system at www.evotingindia.com using their secure login credentials. Members are encouraged to use this facility of the live webcast. The webcast facility will be available from 12.15 p.m onwards on 26th September 2022.

18. Since the AGM will be held through VC/OAVM, the route map is not annexed in this notice.

19. In accordance with the aforesaid Circulars, no physical copy of the notice of the AGM and the annual report for the financial year 2021-22 will be sent to members who have not registered their e-mail addresses with the company/depository participants. The members will be entitled to a physical copy of the annual report for the financial year 2021-22, after paying the pre determined charges for sending physical copy, upon sending a request to the company secretary at D.no -25-18-54, opp. Crane Betel nut powder works office, Main road, Sampathnagar, Guntur-522004.

20. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are Bigshare Services Private Limited, having their office at 306, Right Wing, 3rd Floor, Amrutha Ville, Opp. Yashoda Hospital, Rajbhavan Road, Hyderabad 500 082, Telangana, India Tel: +91-40-2337 4967, Fax: +91-40-2337 0295, e-mail ID: bsshyd@bigshareonline.com

21. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May, 2020, AGM Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ RTA/ Depositories. Members may note that the AGM Notice will also be available on the Company's website www.cranegroup.in (or) on the company's

portal of the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. For any communication, the Members may also send a request to the Company's email id at cil@cranegroup.in

22. Shareholder will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com>

Shareholders/members can login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.

Members can join the AGM 15 minutes before and up to after the scheduled time of commencement of the AGM. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on first come first served basis, in accordance with the MCA Circulars. Shareholders are encouraged to join the Meeting through Laptops / I Pads for better experience.

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

1. Shareholders who are desirous to speak in AGM through VC should get pre-registered with company by sending email not later than 72 hours before the date of AGM to agmparticipant@bigshareonline.com

2. Shareholder should send a mail mentioning the company name and AGM date in subject line.

On receipt of request from shareholder company's RTA shall share a link with shareholder for joining the meeting before 48 hours before of the date of AGM.

Other e-voting instructions shall remain same as issued by CDSL/NSDL

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

Members who need assistance before or during the AGM may contact Mrs. Nehal Vyas, Company Secretary & Compliance officer at Tel: +0863-2223311 (or) send an email request at the email id: cil@cranegroup.in (or) to the registrar email : bsshyd@bigshareonline.com Instructions for Members for Voting during the AGM is given in the Page No. : 14

The procedure for remote e-voting during or at the AGM is same as the instructions mentioned above for remote e-voting since the AGM is being held through VC/OAVM.

The e-voting window shall be activated upon instructions of the Chairman of the Meeting during the AGM.

E-voting during the AGM is integrated with the VC platform and no separate login is required for the same. The Members shall be guided on the process during the AGM.

iv. Only those Members/Shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolution through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system at the AGM.

Voting through electronic means:

1. 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 forth coming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.

2. 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, April13,2020 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.

3. 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 at least 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 Stake holders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

4. 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.

5. 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.

6. 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 up loaded on the website of the Company at www.cranegroup.in. 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 and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.

7. 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.

8. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, and also extension circulars on may 2022 in it has been decided to allow companies whose AGMSs were due to be held in the year 2022, or become due in the year 2022, to conduct their AGMs on or before 31.12.2022, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January, 13, 2021

Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44(1) of the SEBI (LODR) Regulations 2015, the Company is pleased to provide the facility

to Members to exercise their right to vote on the resolutions proposed to be passed at the AGM by electronic means.

The Company has appointed M/S K. Srinivasa Rao & Nagaraju Associates., Company Secretaries, Vijayawada to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner.

The voting period will begin on Friday 23rd September, 2022 at 09.00 AM and will end on Sunday, 25th September, 2022 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 of Monday, 19th September 2022, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter.

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

The instructions for shareholders voting electronically are given at Page No 14 of this Annual Report.

Procedure for registering the email addresses and obtaining the AGM Notice and e-voting instructions by the Members whose email addresses are not registered with the Depositories (in case of members

holding shares in Demat form) or with Bigshare services private limited (in case of Members holding shares in physical form):

Those Members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:

- a. Members holding shares in demat form can get their email ID registered by contacting their respective Depository Participant.
- b. Members holding shares in physical form may register their email address and mobile number with Company's Registrar and Transfer Agents, bigshare services Private Limited by sending an email request at the email ID bsshyd@bigshareonline.com along with signed scanned copy of the request letter providing the email address, mobile number, self attested copy of the PAN card and copy of the Share Certificate for registering their email address and receiving the AGM Notice and the e-voting instructions.
- c. To facilitate Members to receive this AGM Notice electronically and cast their vote electronically,

the Company has made special arrangements with big share services private limited for registration of email addresses of the Members in terms of the MCA Circulars. Eligible Members who have not submitted their email address to the Company or bigshare services private limited are required to provide their email to bsshyd@bigshareonline.com on or before 5:00 p.m. (IST) on 11th September, 2022.

The voting rights of Members shall be in proportion to the paid-up value of their shares in the Equity Share capital of the Company as on the cut-off date ie. 23rd August, 2022. Members are eligible to cast their vote either through remote e-voting or in the AGM, only if they are holding Shares as on that date. A person who is not a Member as on the cut-off date is requested to treat this AGM Notice for information purposes only.

The Scrutinizer after scrutinizing the votes through remote e-voting and e-votes cast at the Meeting will, not later than 48 hours of conclusion of the Meeting, make a consolidated Scrutinizer's Report

of the votes cast in favor or against, if any and submit the same forthwith to the Chairman or a person duly authorized by the Chairman who shall counter sign the same and declare the results of the voting. The results declared along with the consolidated Scrutinizer's Report will be placed on the website of the Company on or before 28th September, 2022 immediately after the results are declared and will simultaneously be forwarded to BSE Limited, where the Equity Shares are listed.

- d. The Resolution shall be deemed to be passed on the date of the Meeting, ie. 26th September, 2022, subject to receipt of the requisite number of votes in favor of the Resolution. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the

Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to cil@cranegroup.in or bsshydbigshareonline.com. The same will be replied by the Company suitably.

As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of Registrars holding shares in physical form are portfolio management, members requested to consider converting their holdings to dematerialized form. Members can contact

the Company or Company's and Transfer Agent M/s Big share services private Limited for assistance in this regard.

The Results shall be declared on or after the AGM of the company and shall be deemed to be passed on the date of AGM. The results along with the Scrutinizer's Report shall be placed on the website of the Company www.cranegroup.in within 2 days of passing of the resolutions at the Annual General Meeting of the Company and shall be communicated to BSE Limited.

For and on behalf

M/s Crane Infrastructure Limited

Sd/-

CS. Nehal Vyas

(Company Secretary & Compliance Officer)

Place: Guntur

Date : 30.08.2022

PROCEDURE FOR REMOTE E- VOTING

The Company has entered into an arrangement with Central Depository Services Limited (CDSL) for facilitating remote e-voting for AGM. The instructions for remote e-voting are as under:

The e-Voting process to be followed by the shareholders to cast their votes:

Pursuant to Provisions of Section 108 of the Companies Act, 2013 and Rule 20 of Companies Management and Administration) Rules, 2014, the Company is pleased to Offer e-voting facility to the members to cast their votes electronically on all resolutions set forth in the notice convening the 14th Annual General Meeting to be held on Monday, 26th September, 2022, at 12.15 P.M.

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

- (iii) 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.

Information regarding the E-Voting : The shareholders should log on to the e-voting website www.evotingindia.com The E-Voting Event Number and period of E-voting are set out below:

Evsn (e-voting Sequence Number) : 220829032.

Commencement Of E-voting: Friday 23rd September 2022 at 9.00 A.M.

End Of E-voting : Sunday, 25th September, 2022 at 5.00P.M.

During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 19th September, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Steps & Instructions For E-voting : The Instructions For Shareholders Voting Electronically Are As Under:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>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.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider</p>

	<p>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 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<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.nsd.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.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.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>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<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

(iv) 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	<p>Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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)	<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> <ul style="list-style-type: none"> 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.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) 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; vcil@cranegroup.in , 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 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 at least **Three 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 **Two 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 shall 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 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.

**EXPLANATORY STATEMENT
PURSUANT TO U/S 102(1) OF THE
COMPANIES ACT 2013:**

Item No: 3

The candidature for appointment of Sri Venkata Nageswara Rao Kota (Din: 09718689) as independent director of the company was recommended by nomination and remuneration committee as he has good educational track record since he is holding master degree in business administration as well as he has exceptional knowledge in business fields like Finance, accounts, marketing, management, human resources, logistics etc, as he has more than 25 years of business experience. Hence upon recommendation of nomination and remuneration committee the board considered and approved his candidature for independent director designation in the company as the board believes that his experience and knowledge would help the business growth in the future.

Accordingly, the board proposed appointment of Sri Venkata Nageswara Rao Kota (Din: 0009718689) as an independent director of the company not liable to retire by rotation and to hold for the five years on the board of the company

with effective from 30th August 2022, Sri Venkata Nageswara Rao Kota (Din: 0009718689) is not disqualified from being appointed as a director in terms of section 164 of the act and has given his consent to act as director of the company. the company has received a notice in writing from a member along with the deposit of a requisite amount under section 160 of the act proposing the candidature of Sri Venkata Nageswara Rao Kota (Din0009718689) for the office of independent director of the company and the company has received a declaration from Sri Venkata Nageswara Rao Kota (Din: 0009718689) that he meets the criteria of independence as prescribed both under sub section (6) of section 149 of the act under regulation 16(1)(b)of SEBI (listing obligations and disclosure requirements).in the opinion of the board , Sri Venkata Nageswara Rao Kota (Din: 0009718689) fulfills the conditions for his appointment as an independent director as specified in the act read with the rules made there under and the listing regulations Sri Venkata Nageswara Rao Kota (Din: 0009718689) is independent of the management.

Item No:4

The candidature for appointment of Sri Venkata Santhi Kumar Nerella (Din:08949327) as independent director

of the company was recommended by nomination and remuneration committee as he has exceptional educational track record since he is holding master degree in electronics and communication from university of Houston, USA as well as he has outstanding knowledge in business fields like marketing, management, human resources, logistics etc .Hence upon recommendation of nomination and remuneration committee the board considered and approved his candidature for independent director designation in the company as the board believes that his experience and knowledge would help the business growth in the future.

Accordingly, the board proposed appointment of Sri Venkata Santhi Kumar Nerella (Din:08949327) as an independent director of the company not liable to retire by rotation and to hold for the five years on the board of the company with effective from 30th Aug 2022, and Sri Venkata Santhi Kumar Nerella (Din:08949327) is not disqualified from being appointed as a director in terms of section 164 of the act and has given his consent to act as director of the company and the company has received a notice in writing from a member along with the deposit of a requisite amount under section 160 of the act proposing the candidature of Sri Venkata Santhi Kumar Nerella

(Din:08949327) for the office of independent director of the company. the company has received a declaration from Sri Venkata Santhi Kumar Nerella (Din:08949327) that he meets with the criteria of independence as prescribed both under sub section (6) of section 149 of the act under regulation 16(1)(b) of SEBI (listing obligations and disclosure requirements). in the opinion of the board,, Sri Venkata Santhi Kumar Nerella (Din:08949327) fulfills the conditions for his appointment as an independent director as specified in the act read with the rules made there under and the listing regulations Sri Venkata Santhi Kumar Nerella (Din:08949327) is independent of the management.

Item No: 5 As per the section 180(1)(a) of the Companies Act, 2013 every Company shall obtain the members approval by way of special resolution in the general meeting is required to mortgage/hypothecate movable and or immovable property / Assets of the company in favor of the lenders /Banks /Financial Institutions.

The company needs to provide security by mortgage/hypothecating movable and or immovable property / Assets of the company for creating charge in favor of the lenders /Banks /Financial Institutions, if the terms of conditions of Loan

Agreements prescribe for sanctioning Loan.

Therefore, in view of the above, your board has recommended the resolution as mentioned in the notice for your approval. None of the Directors, Key managerial personnel and their relatives is interested or concerned in the resolution.

Item No: 6 As per the section 180(1)(c) of the Companies Act, 2013 every Company shall obtain the members approval by way of special resolution in the general meeting if the borrowings of the Company exceed the paid-up share capital, free reserves and securities premium account, if any of the Company.

As the borrowings of the Company including the proposed loans/renewal of the existing loans may exceed the paid-up share capital, free reserves and securities premium account, if any of the Company, approval of the members by way of special resolution is required to be passed by the company as per new section 180(1)(c) of the Companies Act, 2013.

Your company has proposed to avail/renew loans from the Banks/Financial Institutions and the loans proposed to be availed/ renewed may exceed the paid-up share capital and free reserves of the Company.

Therefore, in view of the above, your board has recommended the resolution as mentioned in the notice for your approval.

None of the Directors, Key managerial personnel and their relatives is interested or concerned in the resolution.

Additional Information with respect to Item No. 2,3 and 4 in this Notice, under regulation 36(3) of SEBI (LODR) Regulations regarding re-appointment of Directors who retire by rotation i.e Sri Mane Palli Himaja as Non- Executive Director of the Company and also Sri Venkata Nageswara Rao Kota, and Sri Venkata Santhi Kumar Nerella as independent directors of the company.

The above director is not disqualified from being the provisions of (i) SEBI (Listing Obligations and appointed as a Director/s in terms of Section 164 of the Disclosure Requirements) Regulations, 2015 and (ii) Act and have given their consent to act as a Director. Secretarial Standard on General Meetings (“SS-2”), issued by The Institute of Company Secretaries of India Details of Directors Seeking Appointment / Re- and are provided herein below.

Particulars	Information		
Name	Mrs.Himaja	Sri Venkata Nageswara Rao Kota	Sri Venkata Santhi Kumar Nerella
DIN	06505782	09718689	08949327
Date of Birth			
Date of appointment/ reappointment	26-09-2022	30-08-2022	30-08-2022
Appointment/Re-appointment	Re- Appointment	Appointment	Appointment
Designation	Non Executive-Director	Non Executive-Independent Director	Non Executive-Independent Director
Qualifications	BBM	MBA	MS
Brief resume and justification for Appointment /reappointment and expertise in	She has good knowledge and experience in the area of management	he has good educational track record since he is holding master degree in business administration and as well as he has exceptional knowledge in	he has exceptional educational track record since he is holding master degree in electronics and communication from

<p>specific functional areas and nature of expertise. the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.</p>	<p>,administration and marketing He has Expertise/ Competencies in Corporate Laws marketing, management, human resources, corporate governance.</p>	<p>business fields like Finance, accounts, Corporate Laws marketing, management, human resources, logistics etc as he has more than 25 years of business experience and Qualified/certified in the online proficiency self assessment test for independent directors' data bank by the Indian institute of corporate affairs. He has Expertise/ Competencies in Finance, accounts, Corporate Laws marketing, management, human resources, logistics corporate governance.</p>	<p>university of Houston (USA) and Qualified/certified in the online proficiency self assessment test for independent directors' data bank by the Indian institute of corporate affairs, as well as he has outstanding knowledge in business fields like marketing, management, Financial reporting, Corporate Laws human resources, logistics etc He has Expertise/ Competencies, in marketing, management, Financial reporting human resources , logistics,corporate governance.</p>
<p>Directorships & Committees membership held in other listed companies</p>	<p>1 Virat Crane Industries limited</p>	<p>Nil</p>	<p>Nil</p>
<p>Number of meetings of the Board attended during the financial year 2021-22</p>	<p>8</p>	<p>NA</p>	<p>NA</p>

listed entities from which the person has resigned in the past three years	Nil	Nil	Nil
Number of shares held	3,60,652	0	0
Relationship with other directors	Except independent directors all the directors of the company are relatives.	No relationship	No relationship
Information as required under Circular No.Lf ST/COMP/14/2018-19 dated June 20, 2018 issued by the BSE.	Sri Venkata Sri Hari Puvvada is not debarred from holding office of a Director by virtue of any SEBI Order or any other such authority.	Sri Venkata Nageswara Rao Kota is not debarred from holding office of a Director by virtue of any SEBI Order or any other such authority.	Sri Venkata Santhi Kumar Nerella is not debarred from holding office of a Director by virtue of any SEBI Order or any other such authority.

The above director is not disqualified from being the provisions of (i) SEBI (Listing Obligations and appointed as a Director/s in terms of Section 164 of the Disclosure Requirements) Regulations, 2015 and (ii) Act and have given their consent to act as a Director.

