

NOTICE OF THE 12th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 12th Annual General Meeting of the members of M/s Crane Infrastructure Limited will be held on Wednesday, September 30, 2020 at 12:30 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 thereunder. 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, 2020 and together with the reports of the Board of Directors and Auditors there on.
2. To appoint a Director in place of Mr. Venkata Siva Satya Kishore Kumar Chegu (DIN 01823606) who retires by rotation and

being eligible, offers himself for reappointment.

Special Business:

3. Re-Appointment of Mr. K. Praveen as an Executive Director of the company and KMP

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the members of the company be and is hereby accorded to the re-appointment of Mr. K. Praveen (DIN: 07143744) as an Executive Director of the Company and KMP, for a period of 5 (five) years with effect from 31st March 2020 to 31st March 2025 on the terms and conditions including remuneration as set out as below, with liberty to the Board of Directors (hereinafter referred to as

“the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be acceptable to Mr.K.Praveen, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

A) Salary: up to Rs.10,00,000/- P.A.

B) Perquisites: In addition to the above salary, the Executive Director shall be entitled to all perquisites such as Housing, Gas, Electricity, Water, Medical reimbursement, Club Fees, Medical Insurance, Leave Travel Concession and such perquisites be restricted to an amount equal to 5,000/- per month.

In addition to the above, the Executive Director will also be eligible to the following perquisites which shall not be included in the Computation of ceiling of remuneration:

- a) Contribution to Provident Fund, Superannuation Fund or Annuity Funds to the extent either singly or together not taxable under the Income Tax Act, 1961.
- b) Gratuity payable at a rate not exceeding half a month's salary per each completed year of service and
- c) Encashment of leave at the end of tenure.

4. Re-appointment of Mr.Mattupalli Venkata subba rao (Din:06956568), as an

Independent Director of company to consider and if thought fit, to pass with or without modification, the following Resolution as a Special resolution : -

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013 (‘the Act’) read with Schedule IV of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions of the Act [including any statutory modification(s) or reenactment(s) thereof] and Regulations 16,17 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended from time to time, Mr.Mattupalli Venkata subba rao (Din:06956568), who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term commencing from 01.01.2020 to 30.03.2025.”

5. Re-appointment of Mr.BhaskaraRao Potti (Din:01846243), as an Independent Director of company To consider and if thought fit, to pass with or without modification, the following Resolution as a Special resolution : -

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013 (‘the Act’) read with Schedule IV of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions of the Act [including any statutory modification(s) or re enactment(s) thereof] and Regulations 16,17 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended from time to time, Mr.BhaskaraRao Potti (Din:01846243), who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term commencing from 01.01.2020 to 30.03.2025.”

For and on behalf of Board Of directors of
M/s CRANE INFRASTRUCTURE LIMITED
Sd/-

CS.MadhuriArora
(Company Secretary & Compliance
Officer)

Place: Guntur
Date: 27.07.2020

NOTES:

1. The Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, 23rd September, 2020 to Wednesday, 30th September, 2020 (both days inclusive), for annual closing (for Annual General Meeting).

2. In view of the outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its Circular dated 15th June, 2020 read with Circulars dated 5th May, 2020, 8th April, 2020 and 13th April, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the AGM through VC/OAVM. Therefore, the Meeting will be organized without the presence of Members and their proxies at meeting venue. Members can attend and participate in AGM through VC / OAVM.

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. 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.

4. 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 28th day of August 2020.

5. 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.SrinivasaRao&Nagaraju Associates, Practicing Company Secretaries, Vijayawada as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

6. 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.

7. 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

8. 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.

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

10. 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), 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

11. 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.

12. 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. 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 to those members who have not registered their bank mandate with company.

13. 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:

14. 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, to the RTA of the company. These forms will be made available on request.

15. 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

16. 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 12.30 P.m onwards on 30th September 2020. and who did not cast their vote at E voting facility can also use the voting facility provided at the AGM

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

18.in accordance with the aforesaid Circulars, no physical copy of the notice of the AGM and the annual report for the financial year 2019-20 has been 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 2019-20, upon payment of determined fees, 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 once normalcy is restored.

19. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are Bigshare Services Private Limited, having their officer 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

20. 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 and website of the Stock Exchange i.e. BSE Limited at www.bseindia.com/ crane infrastructure limited. For any communication, the Members may also send a request to the Company's email id at craneinfrastructureltd@gmail.com.

Instructions for Members for Voting during the AGM:

21. 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> under shareholders/members 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 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 / iPads 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.

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 72 hours prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (agmparticipant@bigshareonline.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 72 hours prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (agmparticipant@bigshareonline.com). These queries will be replied to by the company suitably by email.

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

Shareholders 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 voting instructions shall remain same as issued by CDSL/NSDL

Members who need assistance before or during the AGM may contact Mrs. Madhuri Arora, Compliance officer –at Tel: +0863-2223311 or send an email request at the email id: craneinfrastructureltd@gmail.com or bsshhd@bigshareonline.com

Instructions for Members for Voting during the AGM is given in the following pages of this report.

The procedure for remote e-voting during the AGM is same as the instructions mentioned above for remote e-voting since the Meeting 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 in the AGM.

Voting through electronic means:

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 AGM by electronic means.

The Company has appointed M/S K.SrinivasaRao&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 **begins on Sunday 27th September, 2020 at 09.00 AM and will end on Tuesday, 29th September, 2020 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 **Wednesday, 23th September 2020**, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter and who did not cast their vote at E voting facility can also use the voting facility provided at the AGM.

The instructions for shareholders voting electronically are given in the following pages of this 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):

i. 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.

To facilitate Members to receive this AGM Notice electronically and cast their vote electronically, the Company has made special arrangements with bigshare 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 address to bsshyd@bigshareonline.com on or before 5:00 p.m. (IST) on 15th September, 2020.

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 i.e. 28th August, 2020. 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 favour 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 2nd October, 2020 immediately after the results are declared and will simultaneously be forwarded to BSE Limited, where the Equity Shares are listed.

The Resolution shall be deemed to be passed on the date of the Meeting, i.e. 30th September, 2020, subject to receipt of the requisite number of votes in favour 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 craneinfrastructureltd@gmail.com. The same will be replied by the Company suitably.

22. 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 portfolio

management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agent M/s bigshare services Private Limited for assistance in this regard.

21. The Results shall be declared on or after the Annual General Meeting of the Company and shall be deemed to be passed on the date of Annual General Meeting. 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 Bombay Stock Exchange.

For and on behalf of Board Of directors of
M/s CRANE INFRASTRUCTURE LIMITED
Sd/-

CS.MadhuriArora
(Company Secretary & Compliance Officer)

Place: Guntur
Date: 27.07.2020

Explanatory Statement:

Subject to approval of shareholders of the company the board of directors has re-appointed MR. K Praveen as the Executive

Director of the Company and as KMP for a further period of 5 years with effect from 30.03.2020 to 31.03.2025

It is expected that the revenue from the operations of the Company may be increased from the financial year 2020-2021, and in order to further growth in the revenue, Shri K. Praveen, Executive Director of the company is being proposed to reappointment since he has been instrumental in the growth of the company. He has played a pivotal role in the company, with a view to recognition of Shri K. Praveen for his efforts, the Board of Directors of your company have considered the recommendation of the Remuneration committee of the Board, subject to your approval, to reappoint and pay remuneration up to Rs10,00,000 per year to him

Therefore, in terms of the provisions of the Companies Act, 2013, approval of members of the Company by way of an Ordinary resolution is sought to reappoint Shri K. Praveen for a period of five years i.e 31.03.2020 to 30.03.2025 on the following terms

A) Salary: up to 10,00,000/- P.A.

B) Perquisites: In addition to the above salary, the Executive Director shall be entitled to all perquisites such as Housing, Gas, Electricity, Water, Medical reimbursement, Club Fees, Medical Insurance, Leave Travel Concession and such perquisites be restricted to an amount equal to 5,000/- per month.

In addition to the above, the Executive Director will also be eligible to the following perquisites which shall not be included in the Computation of ceiling of remuneration:

- a) Contribution to Provident Fund, Superannuation Fund or Annuity Funds to the extent either singly or together not taxable under the Income Tax Act, 1961.
- b) Gratuity payable at a rate not exceeding half a month's salary per each completed year of service and
- c) Encashment of leave at the end of tenure.

None of the directors except ShriG.V.S.L.KanthaRao. Managing Director, SmtM.Himaja Non Executive Director and ShriCH.V.SS. Kishore kumar, Director & CFO relatives of Mr.K.Praven are interested in passing of the resolution

Your Board recommends passing of the resolution as set out in item no 4 of this Notice.

A summary on profile of ShriK.Praveen: Sri K.Praveen is a post graduate in business administration and he has good experience in the fields of Marketing,Retail business,Human resources,and administrative capabilities. The Board believes that Sri K.Praveen by using his vast experience, expertise and knowledge would turn the Company into a more profitable one.

Details of the Directors seeking variation in terms of remuneration

required under Secretarial Standard - 2 on General Meetings

Name of Director	K.Praveen:
Designation	Executive Director
DIN	07143744
Date of Appointment	30-03-2015
Date of Re-appointment	30-03-2020
Date of Birth (Age)	32
Brief Resume	Sri K.Praveen is a post graduate in business administration and he has good experience in the fields of Marketing,Retail business,Human resources,and administrative capabilities.
Expertise in specific functional area	Special Knowledge/ Practical Experience/ Skills/ Expertise: Competencies in Policy Making, Finance, Business Strategy,, Corporate Governance, Value Creation, Marketing.
Qualifications	M.B.A
Remuneration last drawn	Nil
Number of meetings of the Board attended during the financial year	11

2019-20	
Directorship held in other Listed Companies	Nil
Committee position held in other Companies	Nil
Relationship with other Directors	He is relative of other directors but does not have any relationship with independent directors.
No. of equity shares held in the Company	Nil

proposed to be taken for improvement	embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position.
Expected increase in productivity and profits in measurable terms	The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.

STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V TO THE COMPANIES ACT, 2013

1. General Information:

Nature of Industry	Real Estate/Infrastructure
Date or expected /date of commencement of commercial production	13-05-2008
Financial performance based on given indicators	Revenue from operations:99.86 Lakhs Net profit:48.61 Lakhs
Foreign investments or collaborations, if any	Nil
Reasons of loss or inadequate profits	Nil
Steps taken or	The Company has

2. Information about the appointee:

Background details	Given above
Past remuneration	Nil
Recognition or awards	
Job profile and his suitability	Given above
Remuneration proposed	Rs.10,00,000 per annum
Comparative remuneration with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the Country of his origin)	The remuneration as proposed for Mr.K. Praveen is comparable to that remuneration drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company .
Pecuniary	he is son in law of

relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	director Mr GVSL Kantha Rao and also relative of other directors Mrs M. Himaja and Ch V S S Kishore Kumar
---	---

Item no:4

Mr. Mattupalli Venkata Subbarao (Din:06 956568) is currently an Independent Director of the Company and Mr. Mattupalli Venkata Subbarao has completed his tenure as an independent Director of the company for first five years and is eligible for re-appointment for a second term on the Board of the Company as an Independent Director. The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Mr. Mattupalli Venkata Subbarao as an Independent Director for a second term w.e.f 01.10.2020 to 30.03.2025 on the Board of the Company. The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his experience and background and the contribution made by him as an Independent Director during his current term, opined that the continued association of Mr. Mattupalli Venkata Subbarao, would be beneficial to the Company and therefore it is desirable to continue to avail his services as an Independent Director. Accordingly, subject to approval of shareholders by way of special Resolution

at ensuing Annual General Meeting, it is proposed to re-appoint Mr. Mattupalli Venkata Subbarao as an Independent Director of the Company not liable to retire by rotation and to hold office for a second term w.e.f 01.10.2020 to 30.03.2025 on the Board of the Company. The Company has received a declaration from Mr. Mattupalli Venkata Subbarao that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In terms of Regulation 25(8) of the Listing Regulations, Mr. Mattupalli Venkata Subbarao has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Mattupalli Venkata Subbarao has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated 20th June, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies. Further Mr. Mattupalli Venkata Subbarao 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 an Independent Director. In the opinion of the Board, He fulfils the conditions for his appointment as an Independent Director as specified in the Act read with the rules made thereunder and the Listing Regulations, Mr. Mattupalli Venkata Subbarao is independent of the management. The

copy of draft letters of appointment are available for inspection by the members at the registered office of the Company with regard to his respective re-appointment

Brief resume and justification for reappointment and Expertise in specific functional areas and nature of expertise of Mr. Mattupalli Venkata Subbarao is given in the table as set out prior to the Board report:

The Board recommends this resolution for approval of the Members Except Mr. Mattupalli Venkata Subbarao , none of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the resolution. The Board commends the Special Resolution set out at Item no.4 of the notice for approval by Members.

Item no:5

Mr.BhaskaraRaoPotti (Din:01846243)is currently an Independent Director of the Company and Mr.BhaskaraRao Potti has completed his tenure as an independent Director of the company for first five years and is eligible for re-appointment for a second term on the Board of the Company as an Independent Director. The Nomination and Remuneration

Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Mr.BhaskaraRao Potti as an Independent Director for a second term w.e.f 01.10.2020 to 30.03.2025 on the Board of the

Company. The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his experience and background and the contribution made by him as an Independent Director during his current term, opined that the continued association of Mr.Bhaskara Rao Potti would be beneficial to the Company and therefore it is desirable to continue to avail his services as an Independent Director. Accordingly, subject to approval of shareholders by way of special Resolution at ensuing Annual General Meeting, it is proposed to re-appoint Mr.BhaskaraRao Potti as an Independent Director of the Company not liable to retire by rotation and to hold office for a second term w.e.f 01.10.2020 to 30.03.2025 on the Board of the Company The Company has received a declaration from Mr.Bhaskara RaoPotti that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In terms of Regulation 25(8) of the Listing Regulations,

Mr.BhaskaraRaoPotti has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair

or impact his ability to discharge his duties. Mr.BhaskaraRao Potti has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated 20th June, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Further Mr.BhaskaraRao Potti 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 an Independent Director. In the opinion of the Board, He fulfils the conditions for his appointment as an Independent Director as specified in the Act read with the rules made thereunder and the Listing Regulations, Mr.BhaskaraRao Potti is independent of the management.

Brief resume and justification for reappointment and Expertise in specific functional areas and nature of expertise of Mr.BhaskaraRao Potti is given in the table as set out prior to the Board report:

The copy of draft letters of appointment are available for inspection by the members at the registered office of the Company with regard to their respective re-appointment.

The Board recommends this resolution for approval of the Members Except Mr.BhaskaraRao Potti, none of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the resolution. The Board commends the Special Resolution set out at Item no.5 of the notice for approval by Members.

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 **28th Annual General Meeting to be held on Wednesday, 30th September, 2020, at 12.30 PM.** The Company has engaged the services of Central Depository Services Limited (CDSL) to provide the E-Voting facility.

The instructions for Shareholders voting electronically are as under:-

The E-Voting Event Number and period of E-voting are set out below:

The shareholders should log on to the e-voting website www.evotingindia.com.

**EVSN (E-VOTING SEQUENCE NUMBER):
200904027**

COMMENCEMENT OF E-VOTING:
Sunday 27th September 2020 at 9.00 A.M

END OF E-VOTING:
Tuesday, 29th September, 2020 at 5.00 P.M

STEPS & INSTRUCTIONS FOR E-VOTING:

T THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

(i) The voting period begins on **Sunday 27th September 2020 at 9.00 A.M** and ends on **Tuesday, 30th September, 2020 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 **23rdSeptember, 2020** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

vi) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company,

(ii) The shareholders should log on to the e-voting website **www.evotingindia.com**.

(iii) Click on Shareholders.

(iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your Demat account or in the company records for the said Demat account or folio in dd/mm/yyyy format</p>

Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your Demat account or in the company records for the said Demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).
-----------------------	--

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

ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in Demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential..

x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies

that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**”. The m-Voting app can be downloaded from respective Store.

Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

credentials to the above mentioned shareholders.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

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 provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id.**

3. The company/RTA shall co-ordinate with CDSL and provide the login

(xviii) Note for Non - Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts 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.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THEAGM/EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the EGM/AGM 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.
3. 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 ,

www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

(xx) M/s. K. SrinivasaRao & Nagaraju Associates., Company Secretaries, Vijayawada (Entity ID: 82034) has been appointed as the Scrutinizer to Scrutinize the e-voting process in a fair and transparent manner.

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.

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

(i) Note for Non - Individual Shareholders and Custodians

- 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.

in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority

- 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

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 craneinfrastructureltd@gmail.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr.

Rakesh Dalvi, 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 1800225533

For and on behalf of Board Of directors of
M/s CRANE INFRASTRUCTURE LIMITED
Sd/-

CS.MadhuriArora
(Company Secretary & Compliance
Officer)

Place: Guntur

Date: 27.07.2020

Details of directors seeking appointment / re-appointment at the Annual General Meeting pursuant to the provisions of (i) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by The Institute of Company Secretaries of India and are provided herein below:

Particulars	Chvvs Kishore Kumar	K.Praveen	M.V.Subba Rao	P.Bhaskara Rao
DIN	01823606	07143744	06959568	01846243
Date of Birth	12-08-1963	13-03-1988	27-02-1960	10-04-1953
AGE	57	32	60	67
Date of appointment/re-Appointment on the Board	31-03-2020	31-03-2020	01-10-2020	01-10-2020
Qualifications	M.Com	MBA	BA.,LLB	B.com
Experience (including expertise in specific functional area) / Brief Resume	Finace,Accounts,Business Administration	Business Administration,Human Resources,Marketing.	Law,Policy Making,Drafting,Public Administration	Finace,Accounts,Business Administration
Remuneration 2019-20 (including sitting fees)	Nil	Nil	Nil	NIL
Shareholding in the Company	8685	nil	nil	nil
Relationship with other Directors / Key Managerial Personnel	He is relative of directors Mr GVSL Kantha Rao and Mr CH VSS Kishore kumar	he is son in law of director Mr GVSL Kantha Rao and also relative of other directors Mrs M. Himaja and Ch V S S Kishore Kumar	NIL	NIL
Number of meetings of the Board attended during FY 2019-20	11	11	11	11
Directorships of other Companies	3	NIL	1	1
Membership/ Chairmanship of Committees of other Companies.	Nil	NIL	3	4