



CRANEX LIMITED

Registered Office: 9, DDA Market, Katwaria Sarai, New Delhi-110016
Corporate Office: 57/1, Industrial Area, Site-IV, Sahibabad (U.P.)-201010
E mail: cranex1@yahoo.co CIN: L74899DL1973PLC006503

NOTICE

Notice is hereby given that the 41st Annual General Meeting of the Members of Cranex Limited will be held on Friday, the 30th day of September, 2016 at 03.00 P.M. at Vasant Vihar Club, Vasant Vihar, New Delhi-110057 to transact the following businesses:

ORDINARY BUSINESS (ES):

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March 2016 and the Statement of Profit & Loss Account & Cash Flow Statement for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint Director in place of Mr. Chaitanya Agrawal (DIN 05108809), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Director in place of Mr. Suresh Chandra Agrawal (DIN 01958471), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Director in place of Mr. Amitabh Agrawal (DIN 03442336), who retires by rotation and being eligible, offers himself for re-appointment
5. To Ratify the appointment of Statutory Auditors of the Company and fix their Remuneration

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of M/s P. D. Mittal & Co., Chartered Accountants as Statutory Auditor of the Company, be and is hereby ratified from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting on such remuneration as may be agreed upon between the Board of Directors and the Statutory Auditors.”

SPECIAL BUSINESS (ES):

6. Re-appointment of Mr. Piyush Agrawal (DIN 01761004), as Managing Director of the Company.

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

“RESOLVED THAT pursuant to recommendation of the, Nomination and Remuneration Committee and subject to the Provisions of Section 196,197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and as per the relevant provisions of Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Piyush Agrawal, as Managing Director of the Company with effect from 13th August, 2016, for the period of

5 years, as well as the payment of salary, commission and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Piyush Agrawal.

RESOLVED FURTHER THAT the remuneration payable to Mr. Piyush Agrawal shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution. ”

7. Re-appointment of Mr. Chaitanya Agrawal (DIN 05108809), as Whole-time Director of the Company.

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

“RESOLVED THAT pursuant to recommendation of the, Nomination and Remuneration Committee and subject to the Provisions of Section 196,197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and as per the relevant provisions of the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Chaitanya Agrawal, as Whole-time Director of the Company with effect from 13th August, 2016, for the period of 5 years, as well as the payment of salary, commission and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Chaitanya Agrawal.

RESOLVED FURTHER THAT the remuneration payable to Mr. Chaitanya Agrawal shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

By Order of the Board of Directors

For Cranex Limited

Sd/-

Piyush Agrawal

DIN: 01761004

Managing Director

Place: New Delhi

Date: 05-09-2016

NOTES

1. The relative explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business under item no. 6 to 7 of the notice is annexed hereto. The relevant details as required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, of persons seeking re-appointment as Directors under items no. 6 & 7 of the Notice are also annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER.**

THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED, STAMPED (IF APPLICABLE) AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY OR OFFICE OF THE COMPANY'S REGISTRAR AND SHARE TRANSFER AGENT -M/S LINK INTIME INDIA PRIVATE LIMITED, 44, COMMUNITY CENTRE, 2ND FLOOR, NARAINA, INDUSTRIAL AREA, PHASE-1 NEW DELHI- 110028, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING.

Pursuant to the provision of the Companies Act, 2013 and rule made thereunder, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than Ten percent of the total share capital of the Company. A Member holding more than ten percent of total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or member. The instrument appointing proxy should be deposited at the registered office of the company not later than FORTY-EIGHT HOURS before the commencement of the AGM.

A member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, during the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, provided that not less than 3 days of notice in writing is to be given to the Company.

In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.

3. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the relevant Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. Members having any question on Financial Statements or on any Agenda item proposed in the notice of AGM are requested to send their queries at least seven days prior at the date of AGM of the company at its registered office address to enable the company to collect the relevant information.
5. Register of Members and Share Transfer Books will remain closed from Saturday, 24th September, 2016 to Friday, 30th September, 2016 (both days inclusive), in accordance with the provisions of the Companies Act, 2013 and Listing Agreement with the Stock Exchanges, where the equity shares of the company are listed, for the purpose of annual closing and AGM.

6. CUT OFF DATE :

- a) This Notice is being sent to all the members whose name appears as on Friday, September 02nd, 2016 in the register of members or beneficial owners as received from M/s Link Intime India Private Limited, the Registrar and Transfer Agent of the Company.
- b) A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on Friday, September 23, 2016 (the "Cut off Date") only shall be entitled to vote through Remote E-voting and at the AGM. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut Off date.
7. Members are requested to quote their Folio No. / Client ID / DP ID in all correspondences with the Company. They are also requested to furnish their bank account details, change of address and all other required details to the Registrar & Share Transfer Agent in respect of shares if held in physical form. In case of shares held in electronic form, these details should be furnished to the respective Depository Participants (DPs).
8. Members/Proxies are requested to bring the Attendance Slip(s) duly filled in.
9. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant provisions of the Companies (Management and Administration) Rules, 2014, the copy of Annual Report, Notice of the 41st Annual General Meeting, notice of E-Voting, Attendance Slip and proxy form etc. are being sent to the members whose Email Ids are registered with the Company/Depository Participants (DP)/Registrar and Transfer Agent (RTA) for communication purposes.

Members who have not registered their email addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circular, etc. from the Company in electronic mode.

10. Members are requested to furnish or update their e-mail Ids with the Registrar for sending the soft copies of the Annual Report of the company as required vide circular no. 17/2011 dated April 21, 2011 and circular no. 18/2011 dated April 29, 2011 issued by the Ministry of Corporate Affairs and to avail remote e-voting facility in respect of the resolutions which would be passed at the General Meetings of the Company.
11. Pursuant to the prohibition imposed vide Secretarial Standard on General Meetings (SS-2) issued by the ICSI and the MCA circular, no gifts/coupons shall be distributed at the Meeting.
12. Members may also note that the Notice of the 41st AGM and the Annual Report for financial year 2015-16 will also be available on the Company's website at <http://www.cranexltd.com> for their download. The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. For any communications, the shareholders may also send requests to the company's designated email id: cranex1@yahoo.com.
13. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Registrar and Share Transfer Agents, for consolidation into single folio.
14. In terms of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (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 the PAN to their respective Depository Participants with whom they are maintaining

their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agents.

15. In terms of Section 72 of the Companies Act, 2013 and related rules thereunder, a Member of the Company may nominate a person on whom the Shares held by him/her vest in the event of his/her death. Member(s) desirous of availing this facility may submit nomination in the prescribed Form SH-13 to the Company/RTA in case shares are held in Physical Form, and to their respective depository participant, held in electronic form.
16. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and related rules thereunder will be available for inspection by the members of the Company at the Registered Office of the company on all working days (Monday to Saturday) between 11 A.M. and 2 P.M. upto the date of AGM and will also be available for inspection at the venue of the AGM.
17. Members desiring any information as regards to Accounts are requested to write to the Company Secretary at Corporate Office at 7/1, Industrial Area, Site IV, Sahibabad (U.P.)-201010 at least 7 days in advance of the meeting so as to enable the management to keep the information ready.
18. The Company has designated an exclusive e-mail ID called investors@cranexltd.com for redressal of shareholder's complaints \grievances in case you have any unresolved grievances, then please write to us at investors@cranexltd.com.
19. Any other document referred to in the Notice thereto, will be available for inspection for the Members on any working day, except Sunday during 11.00 A.M. to 2.00 P.M. up to the date of Annual General Meeting at the Registered Office of the Company.

20. E-VOTING PROCESS

- I. In Compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company is pleased to provide Members a facility to exercise their right electronically through electronic voting service facility arranged by Central Depository Services [India] Limited (CDSL). The facility for voting through ballot paper will also be made available at AGM and members attending the AGM, who have not already cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the notice.
- II. The facility for voting through ballot paper shall be made available at the 41st AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The Members who have cast their vote by remote e-voting prior to the AGM may also attend and participate in the AGM but shall not be entitled to cast their vote.
- IV. Mr. Parveen Rastogi, Practicing Company Secretary (COP No. 2883), have consented to act as Scrutinizer, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- V. The voting period begins on 09.00 A.M. on Tuesday, 27th September, 2016 and ends on 06.00 P.M. on Thursday, 29th September, 2016. During this period shareholders' of the Company, holding shares

either in physical form or in dematerialized form may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The voting rights of shareholders shall be in proportion to their shares of the paid up equity shares.

VI. The manner and process of remote e-Voting are as under:

A. In case of members receiving e-mail:

- a) Log on to the e-voting website www.evotingindia.com.
- b) Click on “Shareholders” tab to cast your votes
- c) Now, select the Electronic Voting Sequence Number- 160901120 along with “Cranex Limited from the drop down menu and click on “SUBMIT”
- d) If you are holding shares in Demat form and had logged on to www.evotingindia.com and have casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used. If you are a first time user follow the steps given below.
- e) Now, fill up the following details in the appropriate boxes:

User ID	For shareholders holding shares in Demat form:- a) For NSDL: 8 Character DP ID followed by 8 Digits Client ID b)For CDSL: 16 digits beneficiary ID . c)For shareholders holding shares in Physical Form: Folio Number registered with the Company.
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders holding shares in demat mode as well as shareholders holding shares in physical mode)
DOB#	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.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

* Members who have not updated their PAN with the Company/Depository Participant are requested to use the default character: <CRANEX LIMITED____>. After entering these details appropriately, click on “SUBMIT” tab

Please enter any one of the details in order to login. In case either of the details are not recorded with the depository please enter the No. of shares held by you as on 23rd September, 2016 in the Dividend Bank details field.

- f) After entering these details appropriately, click on “SUBMIT” tab.
- g) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character(@ # \$ %& *). 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. Kindly note that this changed password is to be also used by the Demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.

- h) Click on the relevant EVSN on which you choose to vote.
- i) 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.
- j) Click on the “Resolutions File Link” if you wish to view all the Resolutions.
- k) 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.
- l) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

B. In case of members receiving the physical copy of Notice of Annual General meeting [for members whose e-mail IDs are not registered with the Company/Depository participant(s) or requesting physical copy]:

- m) Please follow all steps from Sr. No. (a) to Sr. No. (l) above, to cast vote.
- n) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are requested to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and POA in favour of the Custodian who they have authorized to vote on their behalf, in PDF format in the system for the scrutinizer to verify the vote

VII. 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.in under help section or write an email to tohelpdesk.evoting@cdslindia.com.

VIII. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication (s).

IX. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 23rd September, 2016.

X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2016, may obtain the login ID and password by sending a request at evoting@cdsl.co.in or Registrar and Transfer Agent (RTA) of the Company.

XI. The Scrutinizer shall within a period not exceeding 3 (three) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2(two) witnesses not in the employment of the company and make a Scrutinizer’s Report of the votes in favour or against, if any, forthwith to the Chairperson of the Company.

XII. The results shall be declared on or after the AGM of the Company. The results declared alongwith the Scrutinizer’s report shall be placed on the Company’s website and on the website of CDSL within Two (2) days of passing of the resolutions at the AGM of the Company and also communicated to the Bombay Stock Exchange.

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XIII The resolutions listed in the Notice of the 41st AGM shall be deemed to be passed on the date of the AGM, subject to the receipt of the requisite number of votes in favour of the respective resolutions.

**By Order of the Board of Directors
For Cranex Limited**

Sd/-

**Piyush Agarwal
Managing Director
DIN: 01761004**

**Place: New Delhi
Dated: 05-09-2016**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.6

The Board of Directors at its meeting held on August 13, 2016 has re-appointed Mr. Piyush Agrawal as Managing Director of the Company for a period five years with effect from August 13, 2016 as per the applicable provisions of the Companies Act, 2013, including any Schedules and the relevant Rules thereof. This re-appointment as Managing Director is subject to the approval of the Members at the 41st AGM of the Company and any other regulatory approvals, if applicable.

BRIEF TERMS FOR RE-APPOINTMENT OF MR. PIYUSH AGRAWAL AS MANAGING DIRECTOR (MD):

- 1) The re-appointment of Mr. Piyush Agrawal as Managing Director is for a period of five years w.e.f. August 13, 2016. Mr. Piyush Agrawal will be a Member of the Board of Directors of the Company entrusted with substantial powers of management having total control on general conduct and management of the business affairs of the Company.
- 2) Mr. Piyush Agrawal shall perform such duties and responsibilities as may be entrusted to him from time to time subject to the superintendence and control of the Board of Directors of the Company.
- 3) Basic Salary: 1,25,000/- (Rupees One Lac Twenty five thousand only) per month with such increment as the Board may decide from time to time.
- 4) No sitting fee shall be paid to Mr. Piyush Agrawal as Managing Director for attending the meetings of the Board of Directors or any Committee/s thereof.
- 5) The employment agreement entered into with Mr. Piyush Agrawal can be terminated for convenience by either by the company or Mr. Piyush Agrawal by way of notice of one year to the other party.
- 6) Shareholding - Mr. Piyush Agrawal holds 1435566 equity shares of Rs.10/- each, amounting to 23.93% of shareholding of the Company as on March 31, 2016. There are no outstanding Stock options to Mr. Piyush Agrawal as on March 31, 2016.
- 7) Subject to the applicable provisions of the Companies Act, 2013, Income Tax Act and any other applicable regulations, the remuneration payable to Mr. Piyush Agrawal will be as decided by Board of Directors in consultation with Nomination and Remuneration Committee.

ITEM NO.7

The Board of Directors at its meeting held on August 13, 2016 has re-appointed Mr. Chaitanya Agrawal as Whole time Director of the Company for a period five years with effect from August 13, 2016 as per the applicable provisions of the Companies Act, 2013, including any Schedules and the relevant Rules thereof. This re-appointment as Whole Time Director is subject to the approval of the Members at the 41st AGM of the Company and any other regulatory approvals, if applicable.

BRIEF TERMS FOR RE-APPOINTMENT OF MR. CHAITANYA AGRAWAL AS WHOLE TIME DIRECTOR (WTD)

- 1) The re-appointment of Mr. Chaitanya Agrawal as WTD is for a period of five years w.e.f from August 13, 2016.

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Mr. Chaitanya Agrawal will be a Member of the Board of Directors of the Company entrusted with substantial powers of management having total control on general conduct and management of the business affairs of the Company.

2) Mr. Chaitanya Agrawal shall perform such duties and responsibilities as may be entrusted to him from time to time subject to the superintendence and control of the Board of Directors of the Company.

3) Basic Salary: 50,000/- (Rupees Fifty Thousand only) per month with such increment as the Board may decide from time to time.

4) No sitting fee shall be paid to Mr. Chaitanya Agrawal as Whole Time Director for attending the meetings of the Board of Directors or any Committee/s thereof.

5) The employment agreement entered into with Mr. Chaitanya Agrawal can be terminated for convenience by either by the company or Mr. Chaitanya Agrawal by way of notice of one year to the other party.

6) Shareholding - Mr. Chaitanya Agrawal holds 190000 equity shares of Rs. 10/- each, amounting to 3.17% of shareholding of the Company as on March 31, 2016. There are no outstanding Stock options to Mr. Chaitanya Agrawal as on March 31, 2016.

7) Subject to the applicable provisions of the Companies Act, 2013, Income Tax Act and any other applicable regulations, the remuneration payable to Mr. Chaitanya Agrawal will be as decided by Board of Directors in consultation with Nomination and Remuneration Committee.

The profile of the each of the aforesaid Directors is given below. This explanatory statement may also be regarded as disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulation 2015:

Name of the Directors	Mr. Piyush Agrawal	Mr. Chaitanya Agrawal
Date of Birth & Age	04/08/1953, 63 Years	11/04/1983, 33 Years
Date of Appointment on the Board of the Company	29/01/2005	01/10/2011
Qualification	Bachelor of Engineering	MBA Finance
Experience	30+ Years	7 Years
Expertise in Functional Area	Mr. Piyush Agrawal has gained experience particularly in area of Mechanical and Electrical domain	Mr. Chaitanya Agrawal has expertise majorly in area of financial domain
No. of Directorship held in other Companies	4	3
Chairman/Member of the Committee(s) of the Board of Directors of the Company and other listed entities	Nil	Nil

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Number of shares held in the Company	1435566	190000
Relationship with other Directors, Manager and other Key Managerial Personnel	No Relationship with other Directors of the company	No Relationship with other Directors of the company
Number of Board Meeting attended during the year	5	5

By Order of the Board of Directors

For Cranex Limited

Sd/-

Place: New Delhi

Date: 05-09-2016

**Piyush Agrawal
Managing Director
DIN: 01761004**

CRANEX LIMITED

CIN: L74899DL1973PLC006503

Registered Office: 9, DDA Market, Katwaria Sarai, New Delhi-110016

Corporate Office: 57/1, Industrial Area, Site-IV, Sahibabad (U.P.)-201010

E mail: cranex1@yahoo.co Website: <http://www.cranexltd.com>

FORM - MGT-11

PROXY FORM

[Pursuant to Section 105(6) of Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L74899DL1973PL C006503.

Name of the Company: CRANEX LIMITED

Registered Office: 9, DDA MARKET, KATWARIA SARAI, NEW DELHI-110016.

Name of the member(s)

Registered Address:

Email ID:

Folio No./Client ID:

DP ID:

I/ We being the member(s) of _____ shares of the above named Company hereby appoint:

1. Name:

Address:

Email ID:

Signature

Or failing him

2. Name:

Address:

Email ID:

Signature:

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Or failing him

3. Name:

Address:

Email ID:

Signature:

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/our behalf at the 41st Annual General Meeting of the Company to be held on Friday, 30th September, 2016 at 3.00 P.M. at Vasant Vihar Club, Vasant Vihar, New Delhi-110057 and at any adjournment thereof in respect of such resolutions as are indicated below:

Nos.	Resolutions	For	Against
	ORDINARY BUSINESS (ES)		
1.	To receive, consider, and adopt the Audited Balance Sheet of the Company as at March 31st 2016, Profit & Loss Account and Cash Flow Statement for the year ended on that date and the Report of the Directors and the Auditors thereon.		
2.	To appoint a Director in place of Mr. Chaitanya Agrawal (DIN: 05108809), who retires by rotation and being eligible offers himself for re-election.		
3.	To appoint a Director in place of Mr. Suresh Chandra Agrawal (DIN: 01958471), who retires by rotation and being eligible offers himself for re-election.		
4.	To appoint a Director in place of Mr. Amitabh Agrawal (DIN: 03442336), who retires by rotation and being eligible offers himself for re-election.		
5.	To ratify the appointment of M/s. P.D. Mittal & Co as Statutory Auditors of the Company and fix their remuneration		
	SPECIAL BUSINESS		
6.	Re- Appointment of Mr. Piyush Agrawal (DIN 01761004)) as a Managing Director		
7.	Re- Appointment of Mr. Chaitanya Agrawal (DIN 05108809) as a Whole time Director		

**Affix
Revenue
Stamp of
Rs. 1/-**

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Sign across revenue stamp

Signed this _____ day of _____, 2016

(Signature of the Shareholder)

(Signature of the first proxy holder)

(Signature of the second proxy holder)

(Signature of the third proxy holder)

Note: This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at Delhi not later than 48 hours before the commencement of the meeting.

CRANEX LIMITED

CIN: L74899DL1973PLC006503

Registered Office: 9, DDA Market, Katwaria Sarai, New Delhi-110016

Corporate Office: 57/1, Industrial Area, Site-IV, Sahibabad (U.P.)-201010

E mail: cranex1@yahoo.co Website: <http://www.cranexltd.com>

41st ANNUAL GENERAL MEETING, FRIDAY, SEPTEMBER 30, 2016

ATTENDANCE SLIP

I/we hereby confirm and record my/our presence at the 41st Annual General Meeting of CRANEX LIMITED to be held on Friday, September 30, 2016, at 3.00 P.M. at Vasant Vihar Club, Vasant Vihar, New Delhi-110057.

Folio No. :	DP ID*:	Client ID*:
Full name and address of the Shareholder/Proxy Holder (in block letters)		
Joint Holder 1		
Joint Holder 2		
No. of Shares Held		

Signature of Shareholder/Proxy

Note: Shareholders attending the Meeting in person or by proxy are requested to complete the attendance slip and hand over at the entrance of the premise.

*Applicable for shareholders holding shares in electronic form.

ELECTRONIC VOTING PARTICULARS

E-VOTING SEQUENCE NUMBER (EVSN)	USER ID	PASSWORD
160901120	<p>For shareholders holding shares in Demat Form:- Please refer e-voting</p> <p>a) For NSDL :- 8 Character DP ID followed by 8 instructions given in the Digits Client ID notice</p> <p>b) For CDSL:- 16 digits beneficiary ID</p> <p>c) For Shareholders holding shares in Physical Form: Folio Number registered with the Company</p> <p>Please refer e-voting instruction given in the notice</p>	

Note: Please read the instructions printed under the Note to the Notice of 41st AGM dated September 30, 2016. The Voting period starts from Tuesday, 27th September, 2016 at 09:00 A.M., and will end on Thursday, 29th September, 2016 at 06:00 P.M. The voting module shall be disabled by CDSL for voting thereafter.

