



CIN - L74899DL1973PLC006503



AN ISO 9001:2008 CERTIFIED COMPANY



Regd. Off. : 9, D.D.A. Market, Katwaria Sarai, Opposite Qutab Hotel, New Delhi-110016 Gram : 'MOBICRANE'

Works : 57/1, Site-IV, Industrial Area, Sahibabad-201 010, Distt. Ghaziabad (U.P.) Ph.: 0120 - 3240427, 4167628

Fax : 91-120-4167630 Website : www.cranexltd.com Email : cranex1@yahoo.com, info@cranexltd.com

NOTICE OF 44TH ANNUAL GENERAL MEETING

Notice is hereby given that the 44th Annual General Meeting of the Members of Cranex Limited will be held on Monday, the 30th day of September, 2019 at 03.00 P.M. at "Marigold Hall" Vasant Vihar Club, Vasant Vihar New Delhi-110057 to transact the following businesses:

ORDINARY BUSINESS:

Item No.1-Adoption of Standalone & Consolidated Audited Financial Statement

To receive, consider and adopt the Standalone & Consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2019 together with the Reports of the Board of Directors and the Auditors thereon.

Item No.2- Re-appointment of Mr. Piyush Agrawal (DIN 01761004) as a Director, who retires by rotation and being eligible offers himself for Re-election.

"RESOLVED THAT, pursuant to the provision of section 152 and other applicable provisions of the Companies Act, 2013, the **approval** of the Shareholders of the Company be and is hereby accorded to the reappointment of Mr. Piyush Agrawal (DIN: 01761004)."

Item No.3- To fix remuneration of Statutory Auditors

SPECIAL BUSINESS:

Item No.4- Regularization of Appointment of Ms. Shilpy Chopra as an Independent Non- Executive Director:-

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

"RESOLVED THAT pursuant to the provisions of Sections 149,152 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, approval of the members of the company be and is hereby given to the appointment of Ms. Shilpy Chopra (DIN:

07161915), who was appointed by the Board of Directors as an Additional Non- Executive Independent Director of the Company with effect from January 16,2019 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and pursuant to the applicable Articles of Association of the company, and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria of the independent directorship as provided in section 149(6) of the Act and he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority, who is eligible for appointment, on recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Non- Executive Director of the Company, who shall hold office for a period of five years w.e.f. January 16, 2019 to January 15, 2024 and whose office shall not, henceforth, be liable to retire by rotation.

RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors be and are hereby authorised to do all the acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

Item No. 5– To approve revision in remuneration of Mr. Piyush Agrawal (Managing Director) DIN: 01761004.

To consider if thought fit, to pass with or without, the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the recommendation of nomination and Remuneration Committee and the provisions of Section 196, 197, 198, 203 and other applicable provisions of Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including rules, notification and Statutory modification, amendment or re-enactment thereof for the time being in force and as may be enacted from time to time) read with Schedule V of the said act, and such other approvals, permissions and sanction of such authorities and/or agencies as may be required in this regard, approval of members of the Company be and is hereby accorded for revision in the remuneration of Mr. Piyush Agrawal, Managing Director of the company on terms and conditions as mentioned in agreement between the Company and Piyush Agrawal, Managing Director of the Company with effect from October 1, 2019 to August 12, 2021.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee of Directors) be and is hereby authorised to vary and/or revise the remuneration of Mr. Piyush Agrawal as Managing Director within/above the overall limits under the Act and to do all such acts, deeds and things and execute all such documents, instruments.”

Item No. 6– To approve revision in remuneration of Mr. Chaitanya Agrawal, Whole time Director DIN: 05108809

To consider if thought fit, to pass with or without, the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the recommendation of nomination and Remuneration Committee and pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including rules, notification and Statutory modification, amendment or re-enactment thereof for the time being in force and as may be enacted from time to time) read with Schedule V of the said act, and such other approvals, permissions and sanction of such authorities and/or agencies as may be required in this regard,

approval of members of the Company be and is hereby accorded to the revision in the remuneration of Mr. Chaitanya Agrawal, Whole-Time Director of the company on terms and conditions as mentioned in agreement between the Company and Chaitanya Agrawal, Whole-Time Director of the company with effect from October 1, 2019 to August 12, 2021.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee of Directors) be and is hereby authorised to vary and/or revise the remuneration of Chaitanya Agrawal as Whole-Time Director within/above the overall limits under the Act and to do all such acts, deeds and things and execute all such documents, instruments.”

Item No. 7- To approve revision in remuneration of Mr. Suresh Chandra Agrawal, Director) DIN: 01958471

To consider if thought fit, to pass with or without, the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the recommendation of nomination and Remuneration Committee and pursuant to the provisions of Section 196, 197, 198 and other applicable provisions of Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including rules, notification and Statutory modification, amendment or re-enactment thereof for the time being in force and as may be enacted from time to time) and such other approvals, permissions and sanction of such authorities and/or agencies as may be required in this regard, approval of members of the Company be and is hereby accorded to the revision in the remuneration of Mr. Suresh Chandra Agrawal, Director of the company on terms and conditions as mentioned in agreement between the Company and Mr. Suresh Chandra Agrawal, Director of the company with effect from October 1, 2019.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee of Directors) be and is hereby authorised to vary and/or revise the remuneration of Mr. Suresh Chandra Agrawal as Director within/above the overall limits under the Act and to do all such acts, deeds and things and execute all such documents, instruments.”

Item No. 8- To approve continuation of Mr. Maman Chand Jain (DIN: 01958391) as non-Executive Independent Director of the Company for second consecutive term and continuation beyond age of 75 years.

To consider, and if thought fit, to pass, the following resolution(s) as a Special Resolution:-

“RESOLVED THAT pursuant to the Resolution passed by the Members at the 39th Annual General Meeting of the Company and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Sections 149, 150 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Companies Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Schedule IV to the Act including any statutory modification(s) or re-enactment(s) thereof, approval of the Members of the Company be and is hereby accorded for continuation of directorship of Mr Maman Chand Jain (DIN: 01958391), age 75 years, Non-Executive Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for re-appointment, be

and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for a second term of five consecutive years with effect from 30th September, 2019 to 29th September, 2024”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps and to do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution.”

Item No. 9 – To approve continuation of Mr. Ashwani Kumar Jindal (DIN: 01958501) as non-Executive Independent Director of the Company for second consecutive term.

To consider, and if thought fit, to pass, the following resolution(s) as a Special Resolution:-

“RESOLVED THAT pursuant to the Resolution passed by the Members at the 39th Annual General Meeting of the Company and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Sections 149, 150 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Companies Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Schedule IV to the Act, approval of the Members of the Company be and is hereby accorded for continuation of directorship of Mr Ashwani Kumar Jindal (DIN: 01958501), Non-Executive Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for a second term of five consecutive years with effect from 30thSeptember, 2019 to 29thSeptember, 2024.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps and to do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution.”

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

**Sd/-
Prakash Kedia
Company Secretary
Membership No. 54269**

**Place: New Delhi
Date: 30/08/2019**

NOTES FOR MEMBERS' ATTENTION:

- 1. 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 OF THE COMPANY.**

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 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 there under, 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.

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.

2. 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.
- 3. Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of the special business specified above annexed herewith.**
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 Tuesday, 24th September, 2019 to Monday, 30th September, 2019 (both days inclusive) for the purpose of annual closing and AGM.

6. CUT OFF DATE :

- a) A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on Monday, September 23, 2019 (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 44th Annual General Meeting, notice of E-Voting Attendance Slip and proxy form etc. Are being sent to the members who's Email Ids are registered with the Company/Depository Participants (DP)/Registrar and Transfer Agent (RTA) for communication purposes.
10. 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.
11. 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.
12. 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.
13. At the forty-Two AGM held on September 22, 2017 the members approved appointment of M/s PRYD & Associates, Chartered Accountants, (Firm Registration No. FRN: 011626N) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the Forty-seventh AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the Forty-fourth AGM
14. Members may also note that the Notice of the 44th AGM and the Annual Report for financial year 2018-19 will also be available on the Company's website at <http://www.cranexltd.com/> for their download and the Notice of AGM shall also be available on the website of CDSL, viz www.evoting.cdsi.com
15. 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: investors@cranexltd.com

- 16. 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.**
- 17.** 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.
- 18.** The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and related rules there under 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.
- 19.** Members desiring any information as regards to Accounts are requested to write to the Company Secretary at Corporate Office at 57/1, 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.
- 20.** 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.
- 21.** 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.

22. Updation of Members' details:

Pursuant to SEBI circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018, wherein the Company is required to obtain the copy of Pan Card and Bank details from all shareholders holding shares of the Company in physical form. We request you to kindly furnish a self-attested copy of your Pan Card and a Cancelled Cheque, along with a duly filled in Form appended as Annexure-A to this notice, as the same is required as per SEBI circular mentioned above.

Members are requested to send the desired details/ documents to the Company's Registrar & Share Transfer Agent (RTA), M/s. Beetal Financial & Computer Services (P) Ltd at Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi-110062.

Members may kindly note that in case we do not receive any response from your side, any future transactions in your shares like transfer, transmission, issue of duplicate share certificates etc., and shall be subject to enhanced due diligence by the Company, PAN and Bank details within 21 days from this notice.

23. Dematerialization:

Pursuant to the amendment to Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 dated dematerialization for transfer of securities that transfer of physical securities will not affected w.e.f. 05.12.2018. So you are requested to dematerialize you shares.

24. E-VOTING PROCESS

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 instructions for e-voting are annexed to the notice.

- I. The facility for voting through ballot paper shall be made available at the 44th 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.
- II. 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.
- III. A member may exercise his vote at the Annual General Meeting by electronic means and the Company may pass any resolution by electronic voting system in accordance with the provisions of the aforesaid Rule. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of AGM ("remote e-voting") will be provided by CDSL
- IV. Mr. Parveen Kumar 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 remote e -voting period begins on 09.00 A.M. on Friday, 27th September, 2019 and ends on 05.00 P.M. IST on Sunday, 29th September, 2019. 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. A Person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting of the meeting.

VII. 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- 190823032 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, 2019 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.
- m)

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]:

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 helpdesk.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, 2019.
- 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, 2019, 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 scrutiniser shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than three days of conclusion of the meeting, a consolidated scrutiniser's report of the total votes cast Infavor or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same:
- 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 forty eight hours of conclusion of AGM of the Company and also communicated to the Bombay Stock Exchange.
- XIII** The resolutions listed in the Notice of the 44thAGM 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.

General Information

- (a) There will be one vote for every Client ID No. / Registered Folio No. irrespective of the number of joint holders.
- (b) The Results of voting will be declared within 48 hours from the conclusion of the AGM and the Resolutions will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes. The declared Results, along with the Scrutinizer's Report, will be available forthwith on the Company's corporate website www.cranexltd.com under the section 'Investor Relations' and on the website of NSDL; such Results will also be forwarded to the BSE Limited where the Company's shares are listed.

25. Appointment or re appointment of Director:

The information as required under the Regulation 36 (3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and secretarial Standards on General Meeting, in relation to the appointment or reappointment of Directors is as under.

Name of the Director	Mr. Piyush Agrawal Managing Director DIN:01761004	Mr. Maman Chand Jain Non Ex. Independent Director DIN:01958391	Mr. Ashwani Kumar Jindal Non Ex. Independent Director DIN:01958501	Ms. Shilpy Chopra Non Ex. Independent Director DIN: 07161915
D.O.B and Age	04-08-1953, 66 years	01-04-1942, 77 years	24-06-1965, 54 years	11-12-1980, 39 years
Date of Appointment on the Board of the Company	29-01-2005	20-02-2004	20-02-2004	16-01-2019
Qualification	B.E.	Martic	Post Graduate Diploma	Company Secretary, MBA (Finance), M.Com & LLB
Experience	44+ years	50+ years	30+ years	10 years
Expertise and functional area	Technical and Managerial	Administration	Marketing	Advisory
No. of directorship held in other company	2	3	9	1
List of Directorship of other Board	Directorship: <ul style="list-style-type: none"> • Cranex Infratech Private Limited • Metro Escalators Private Limited • Skylark Associates Pvt Ltd • Ritu Investments Private Limited 	Directorship: <ul style="list-style-type: none"> • Chemimatics Exim Private Limited • M V Recyclers India Private Limited • Panchdev Foods And Chemicals Private Limited 	Directorship: <ul style="list-style-type: none"> • Haryana Tools India Pvt Ltd • Castle Inn Private Ltd • Harilmpex Private Limited • Horizon Info Solutions Private Limited. • LaxmivilaInfratech Private Limited • TirupatiLandbase Private Limited • Chunnamal Financial Resources Limited • Tulip Infraprojects Private Limited • Chunamals of ChandniChowk Private Limited 	Directorship: <ul style="list-style-type: none"> • Auto Pins India Limited
No. of Shares held in Cranex Limited	18,30,967	NIL	NIL	NIL
Relation with other Director and KMP	Mr. Suresh Chandra Agrawal - Father Mr. Chaitanya Agrawal- Son	None	None	None
No. of Board meeting attended during the year	16	16	05	03
Last remuneration paid	15,00,000 p.a.	NA	NA	NA
Proposed Remuneration	As per Agreement	NA	NA	NA

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

The following Explanatory Statement, as required by Section 102 of the Companies Act, 2013, sets out material facts including the nature and concern or interest of the Directors in relation to the Special Business under item number 4, 5, 6, 7, 8 and 9 mentioned in the accompanying Notice:

ITEM NO. 4

Regularization of Appointment of Ms. Shilpy Chopra as an Independent Non- Executive Director:-

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Ms. Shilpy Chopra (07161915) as Additional Directors of the Company and also as non- executive Independent Directors, not liable to retire by rotation, for a term of 5 years i.e. from January 16, 2019 to January 15, 2024, subject to approval of the Members. Pursuant to the provisions of Section 161(1), the Directors shall hold office up to the date of this Annual General Meeting ("AGM") and are eligible to be appointed as Director.

The Company has received declarations from Ms. Shilpy Chopra to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Regulations, She confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. In the opinion of the Board, each of these Directors fulfil the conditions specified in the Act, Rules and SEBI Listing Regulations for appointment as Independent Director and they are independent of the management of the Company. The terms and conditions of their appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

Your Director recommend passing of this resolution by way of an Ordinary resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the Resolution at Item No.4 of this Notice.

ITEM NO. 5

To approve revision in remuneration of Mr. Piyush Agrawal (Managing Director) DIN: 01761004.

The Members of the Company vide AGM dated August 30, 2016, had re-appointed Mr. Piyush Agrawal as the Managing Director of the Company for a tenure of five years effective from August 13, 2016 to August 12, 2021. Pursuant to Section 197(1) and Schedule V to the Companies Act, 2013, the approval of the Members is now sought for the remuneration payable to Mr. Piyush Agrawal as Managing Director of the Company for the period from October 1, 2019 to August 12, 2021. The details are set out below:

Remuneration proposed:

The revision in the remuneration of Mr. Piyush Agrawal, Managing Director of the company on terms and conditions as mentioned in agreement between the Company and Mr. Piyush Agrawal, Managing Director of the company with effect from October 1, 2019 to August 12, 2021.

Fixed Consolidated Pay: For this purpose, the term 'Fixed consolidated Pay' shall mean the aggregate of and shall include all fixed components (including basic salary) of Mr. Piyush Agrawal remuneration, all allowances and the value of all perquisites as per Company Policy in force from time to time during the term of his appointment as per the recommendations of the Nomination and Remuneration Committee.

Your Director recommend passing of this resolution by way of a special resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Piyush Agrawal, Mr. Suresh Chandra Agrawal, Mr. Chaitanya Agrawal and Ritu Agrawal is in any way concerned or interested, financially or otherwise, in the Resolution at Item No.5 of this Notice.

ITEM NO. 6

To approve revision in remuneration of Mr. Chaitanya Agrawal (Whole time Director) DIN: 05108809

The Members of the Company vide AGM dated August 30, 2016, had re-appointed Mr. Chaitanya Agrawal as the Chaitanya Agrawal (Whole-Time Director and CFO) of the Company for a tenure of five years effective from August 13, 2016 to August 12, 2021. Pursuant to Section 197(1) and Schedule V to the Companies Act, 2013, the approval of the Members is now sought for the revision in remuneration payable to Mr. Piyush Agrawal as Managing Director of the Company for the period from October 1, 2019 to August 12, 2021. The details are set out below:

Remuneration proposed:

The revision in the remuneration of Mr. Chaitanya Agrawal, Whole-Time Director of the company on terms and conditions as mentioned in agreement between the Company and Chaitanya Agrawal, Whole-Time Director of the company with effect from October 1, 2019 to August 12, 2021.

Fixed consolidated Pay: For the purpose of this resolution, the term 'Fixed Consolidated Pay' shall mean the aggregate of and shall include all fixed components (including basic salary) of Mr. Chaitanya Agrawal remuneration, all allowances and the value of all perquisites as per Company Policy in force from time to time as per the recommendations of the Nomination and Remuneration Committee.

Your Director recommend passing of this resolution by way of a special resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Piyush Agrawal, Mr. Suresh Chandra Agrawal, Mr. Chaitanya Agrawal and Ritu Agrawal is in any way concerned or interested, financially or otherwise, in the Resolution at Item No.6 of this Notice.

ITEM NO. 7

To approve revision in remuneration of Mr. Suresh Chandra Agrawal Director) DIN: 01958471

Pursuant to Section 197(1) and Schedule V to the Companies Act, 2013, the approval of the Members is now sought for the revision in remuneration payable to Mr. Suresh Chandra Agrawal as Director and Chairman of the Company

Remuneration proposed:

The revision in the remuneration of Mr. Suresh Chandra Agrawal, Director of the company on terms and conditions as mentioned in agreement between the Company and Mr. Suresh Chandra Agrawal, Director of the company with effect from October 1, 2019.

Fixed consolidated Pay: For the purpose of this resolution, the term 'Fixed Consolidated Pay' shall mean the aggregate of and shall include all fixed components (including basic salary) of Mr. Suresh Chandra Agrawal remuneration, all allowances and the value of all perquisites as per Company Policy in force from time to time as per the recommendations of the Nomination and Remuneration Committee.

Your Director recommend passing of this resolution by way of a special resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Piyush Agrawal, Mr. Suresh Chandra Agrawal, Mr. Chaitanya Agrawal and Ritu Agrawal is in any way concerned or interested, financially or otherwise, in the Resolution at Item No.7 of this Notice.

ITEM NO. 8

To approve continuation of Mr. Maman Chand Jain (DIN: 01958391) as non-Executive Independent Director of the Company for second consecutive term and continuation beyond age of 75 years.

Mr. Maman Chand Jain (DIN: 01958391) is an Non-Executive Independent Director of the Company and Chairman of the Audit Committee and Nomination and Remuneration Committee and a Member of the Stakeholders Relationship Committee of the Board of Directors of the Company. He was appointed as an Non-Executive Independent Director to hold office for five consecutive years for a term of five years w.e.f. 30th September, 2014 to 29th September, 2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of five consecutive years on the Board of a Company.

Based on recommendation of the Nomination and Remuneration Committee and in terms of provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Mr. Maman Chand Jain, being eligible and offering himself for re-appointment, is proposed to be reappointed as an Independent Director for a second term of five consecutive years and other terms of appointment shall remain the same.

Your Director recommend passing of this resolution by way of a special resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the Resolution at Item No.8 of this Notice.

ITEM NO. 9

To approve continuation of Mr. Ashwani Kumar Jindal (DIN: 01958501) as non-Executive Independent Director of the Company for second consecutive term.

Mr. Ashwani Kumar Jindal (DIN: 01958501) is an Non-Executive Independent Director of the Company and Chairman of the Stakeholders Relationship Committee and a Member of the Audit Committee and Nomination and Remuneration Committee of the Board of Directors of the Company. He was appointed as an Independent Non-Executive Director to hold office for five consecutive years for a term of five years w.e.f. 30th September, 2014 to 29th September, 2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of five consecutive years on the Board of a Company.

Based on recommendation of the Nomination and Remuneration Committee and in terms of provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Mr. Ashwani Kumar Jindal, being eligible for re-appointment and offering himself for re-appointment, is proposed to be reappointed as an Independent Director for a second term of five consecutive years. Other terms of appointment shall remain the same

Your Director recommend passing of this resolution by way of a special resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the Resolution at Item No.9 of this Notice.

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

**Sd/-
Prakash Kedia
Company Secretary
Membership No. 54269**

**Place: New Delhi
Date: 30/08/2019**

To,

M/s. Beetal Financial & Computer Services (p) Ltd
Beetal House, 3rd Floor, 99 Madangir,
Near Dada Harsukhdas Mandir,
New Delhi, 110062

Dear Sir,

Please take on record the below mentioned information:

Company			
Folio No.			
Name of Shareholder(s)			
PAN (Kindly attach self-attested copy of Pan Card)	First holder	Second holder	Third holder
Aadhar No. (Kindly attach self-attested copy of Aadhar)			
Bank Account No. (Kindly attach name printed cancel cheque)			
Name of Bank			
Branch Address			
IFSC No.			
MICR No.			
Email Id			
Mobile/Telephone No.			

(-----)

(-----)

(-----)

Signature of 1st Shareholder(s)
Shareholder(s)

Signature of 2nd Shareholder(s)

Signature of 3rd

All Shareholders signature shall be attested by bank.



CIN - L74899DL1973PLC006503



AN ISO 9001:2008 CERTIFIED COMPANY



Regd. Off. : 9, D.D.A. Market, Katwaria Sarai, Opposite Qutab Hotel, New Delhi-110016 Gram : 'MOBICRANE'

Works : 57/1, Site-IV, Industrial Area, Sahibabad-201 010, Distt. Ghaziabad (U.P.) Ph.: 0120 - 3240427, 4167628

Fax : 91-120-4167630 Website : www.cranexltd.com Email : cranex1@yahoo.com, info@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: -----, or failing him

3. Name: -----

Address: -----

Email ID: -----

Signature: -----, or failing him

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/our behalf at the 44th Annual General Meeting of the Company to be held on Monday, 30th September, 2019 at 3.00 P.M. at “Marigold Hall” Vasant Vihar Club, Vasant Vihar, New Delhi-110057 and at any adjournment thereof in respect of such resolutions as are indicated below:

Nos.	Resolutions	Type of Resolution
	ORDINARY BUSINESSES	
1.	Adoption of Standalone & Consolidated Audited Financial Statement for	Ordinary Resolution:
2.	Re-appointment of Mr. Piyush Agrawal (DIN 01761004) as a Director, who retires by rotation and being eligible offers himself for Re-election	Ordinary Resolution:
3.	To fix remuneration of Statutory Auditors	Ordinary Resolution:
	SPECIAL BUSINESSES	
4.	Regularization of Appointment of Ms. Shilpy Chopra as an Independent Non- Executive Director	Ordinary Resolution
5.	To approve revision in remuneration of Mr. Piyush Agrawal (Managing Director) DIN: 01761004.	Special Resolution
6.	To approve revision in remuneration of Mr. Chaitanya Agrawal (Whole time Director) DIN: 05108809	Special Resolution
7.	To approve revision in remuneration of Mr. Suresh Chandra Agrawal, Director) DIN: 01958471	Special Resolution
8.	To approve continuation of Mr. Maman Chand Jain (DIN: 01958391) as non-Executive Independent Director of the Company for second consecutive term and continuation beyond age of 75 years.	Special Resolution
9.	To approve continuation of Mr. Ashwani Kumar Jindal (DIN: 01958501) as non-Executive Independent Director of the Company for second consecutive term.	Special Resolution

Sign across revenue stamp

Affix Revenue Stamp

Signed this _____ day of _____, 2019

(Signature of the Shareholder)

(Signature of the first 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, not less than 48 hours before the commencement of the Meeting.



CIN - L74899DL1973PLC006503



AN ISO 9001:2008 CERTIFIED COMPANY

**Regd. Off. :** 9, D.D.A. Market, Katwaria Sarai, Opposite Qutab Hotel, New Delhi-110016 Gram : 'MOBICRANE'**Works :** 57/1, Site-IV, Industrial Area, Sahibabad-201 010, Distt. Ghaziabad (U.P.) Ph.: 0120 - 3240427, 4167628**Fax :** 91-120-4167630 **Website :** www.cranexltd.com **Email :** cranex1@yahoo.com, info@cranexltd.com**44thANNUAL GENERAL MEETING, MONDAY, SEPTEMBER 30TH, 2019****ATTENDANCE SLIP**

I/we hereby confirm and record my/our presence at the 44thAnnual General Meeting of CRANEX LIMITED to be held on Monday, September 30th, 2019, 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		

I certify that I am a member/proxy for the Member(s) of the Company:

Name of Shareholder/Proxy 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
	For shareholders holding shares in Demat Form:- Please refer e-voting	
	a) For NSDL :- 8 Character DP ID followed by 8 instructions given in the Digits Client ID notice	
190823032	b) For CDSL:- 16 digits beneficiary ID	
	c) For Shareholders holding shares in Physical	
	Form: Folio Number registered with the Company	
	Please refer e-voting instruction given in the notice	

Note: Please read the instructions printed under the Notes to the Notice of 44th AGM dated August 30th, 2019. The E-Voting period starts from Friday, 27th September, 2019 at 09:00 A.M.IST, and will end on Sunday, 29th September, 2019 at 05:00 P.M. IST. The voting module shall be disabled by CDSL for voting thereafter.

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ROUTE MAP TO THE VENUE OF THE 44TH AGM OF CRANEX LIMITED

