CRANES SOFTWARE INTERNATIONAL LIMITED

Registered Office : # 2, Tavarekere, Bannerghatta Road, BTM Layout, 1st Stage, 1st Phase, Bangalore - 29

NOTICE OF ANNUAL GENERAL MEETING

It is hereby notified that the **29th Annual General Meeting** of the shareholders of **Cranes Software International Limited**, will be held at **10:30 AM** on **Monday, 29th September, 2014** at Shri Devaraj Urs Bhavan, No.16-D, Miller Tank Bund Area, Vasanthnagar, Bangalore-52 to transact the following business :

Ordinary Business :

1. To consider and adopt the Balance Sheet as at 31st March 2014, the Profit and Loss account and Cash Flow for the financial year ended on 31st March 2014 along with relevant annexures, notes on accounts, policies and the reports of the Auditors and Directors' thereon.

2. To appoint a director, in place of Dr. Peter Ryser, who retires by rotation and being eligible, offers himself for re-appointment.

3. To appoint a director, in place of Mr. Richard Holden Gall, who retires by rotation and being eligible, offers himself for re-appointment.

4. To appoint statutory auditors of the Company M/s. S Janardhan & Associates., to hold office for a transitional period of three consecutive years from the conclusion of this Annual General Meeting subject to the ratification by members at every annual general meeting and fix their remuneration, as may be determined by the Board.

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING MAY APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxies in order to be valid, should be deposited at the Registered Office of the company not later than 48 hours before the commencement of the meeting.

2. The Register of Members of the company will remain closed from 24.09.2014 to 29.09.2014 (both days inclusive).

3. Members are requested to notify immediately any change in their address to the Company's Share-Transfer Agents and notify their permanent account numbers (PAN), to the depository participant / share-transfer agents, as the case may be.

4. Members / bodies corporate / proxies should bring the attendance slip duly filled in for attending the meeting.

5. Members are requested to bring their copies of Annual Report to the meeting.

6. To avail the facility of nomination, members are requested to submit to the company the nomination form, which may be supplied on request.

7. Corporate members or shareholders may attend the AGM if authorized in accordance with section 187 of the Companies Act, 1956 and a certified copy of the Board resolution / power of attorney, authorizing the representative, to attend and vote at the AGM, has been sent to the Company.

8. Members desirous of obtaining any information on any matter pertaining to the AGM may address their queries to the Registered Office of the Company, atleast 12 days, prior to the date of meeting.

9. As part of green initiative in Corporate Governance, the Ministry of Corporate Affairs (MCA), Government of India, through its circular numbers 17/2011 and 18/2011, dated April 21 and 29, 2011 respectively, has allowed companies to send official documents like notice convening general meeting and annual report to their members electronically. Keeping in view the provisions of the aforesaid circulars issued by MCA, we propose to send documents like the notice convening general meetings, audited financial statements,

directors' report, auditors' report, etc. for and from the year ended March 31, 2011, in electronic form, to you email address made available to the Company by you. Please register your email address with us, if nc done already and also inform any changes in your email address to your depository participant from time t time. Following the government directive, the full text of these notices / reports will also be made availabl on our website, www.cranessoftware.com. Physical copies of the notice and annual report will be availabl at our registered office for inspection during office hours. In case you desire to receive the document mentioned above in physical form, please write to us to the aforesaid address or send an email t investor.register@cranessoftware.com by mentioning your reference number.

10. The Company has signed an agreement with NSDL / CDSL for facilitating such e-Voting by the Members The instructions for shareholding by e-voting are as under:

In case of members receiving e-mail:

(i) Log on to the e-voting website www.evotingindia.com

(ii) Click on "Shareholders" tab.

(iii) 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.

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

(v) 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, then your existing password is to be used.

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

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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 last 8 digits of the demat account/folio number in the PAN field. In case the folio 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 folio number 100 then enter RA00000100 in the PAN field.
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. 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 number of shares held by you as on the cut off date in the Dividend Bank details field.**

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then reach directly 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.

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

(x) Click on the EVSN for the relevant Company Name (viz. Cranes Software International Ltd.) on which you choose to vote.

(xi) 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.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) 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.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

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

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

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) 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.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

A. Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.

B. The voting period begins on 23rd September, 2014 at 9:00 AM and ends on 25th September, 2014 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 (record date) of 29th August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

C. 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.

Place : Bengaluru
Date : August 30, 2014

By Order of the Board
For Cranes Software International Ltd

Asif Khader
Managing Director

ANNEXURE TO THE NOTICE

Brief details of directors seeking re-appointment at this Annual General Meeting (Pursuant to clause 49 of the Listing Agreement)

Name of Director	Dr. Peter Ryser	Mr. Richard Holden Gall
Date of Appointment	29-03-2005	16-05-2002
Date of Birth	30-07-1951	14-04-1945
Qualifications	Dr.es sciences	MBA, BS
Expertise in specific functional areas	Expert in Product Development	Program Management, Product Development, International Marketing.
List of companies in which directorship is held as on 31-03-2011	Tecan AG, Sensile Technologies SA	Systat Software, Inc., Cranes Software, Inc.
Chairman / member of *Committees of Indian Companies on which he is a director as on 31-03-2011	Audit Committee, Cranes Software - Member	Audit Committee, Cranes Software - Chairman
Shareholding in the Company	NIL	NIL

*The committees include audit committee, remuneration committee and shareholders' / investor grievance committee of Indian Companies only.

CRANES SOFTWARE INTERNATIONAL LIMITED

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Annual General Meeting at 10.30 a.m. on Monday, 29th September, 2014 at
Sri Devaraj Urs Bhavan, No.16-D, Miller Tank Bund Area, Vasanthnagar, Bangalore - 560 052

ATTENDANCE SLIP

To be handed over at the entrance of the meeting hall.

Name of First named Shareholder	No. of Shares	Folio No.	If held in dematerialised from	
			D P ID No.	Client ID No.

I certify that I am a registered Shareholder of the Company.

I hereby record my presence at the above **Annual General Meeting** of the Company.

A member/proxy wishing to attend the meeting must complete this attendance slip and hand it over at the entrance of the meeting hall.

Name of Proxy (if any) in BLOCK LETTERS

Signature of Member/Proxy

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PROXY FORM

I/We ..... of ..... being a member / members of **Cranes Software International Limited,** hereby appoint ..... of ..... or failing him ..... of ..... as my / our proxy to attend and vote for me /us on my/our behalf at the 29th Annual General Meeting of the Company held at 10:30 AM on Monday, 29th September, 2014

No. of shares	Folio No.	If held in dematerialised form	
		D P ID No.	Client ID No.

Signature affixing Re. 1.00 Revenue Stamp

NOTE: Any member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. The form duly completed should be deposited at the Registered Office of the Company at Bangalore not less than 48 hours before the commencement of the meeting.

Cranes Software International Limited

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