

**08<sup>th</sup> September 2023**

To,  
Listing Compliances  
**BSE Limited**  
P.J. Towers,  
Dalal Street, Fort,  
Mumbai – 400 001.

**Scrip Code : 512379;**  
**Scrip ID : CRESSAN**

**Sub.: Notice for 38<sup>th</sup> Annual General Meeting scheduled to be held on September 30, 2023**

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting a copy of the notice of Annual General Meeting (AGM) scheduled to be held on September 30, 2023.

The same is also available on the Company's website viz., [www.cressanda.com](http://www.cressanda.com)

Request you to kindly take the same on record and acknowledge the receipt of the same.

Thanking you,

Yours faithfully,  
For **Cressanda Solutions Limited**

Digitally signed by  
CHANDER PARKASH  
SHARMA  
Date: 2023.09.08  
16:07:14 +05'30'

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**Chander Parkash Sharma**  
**Chairman and Independent Director**  
**DIN: 02143588**

**Encl: As above**

**CRESSANDA SOLUTIONS LIMITED**

Regd. Off.: #312A, Plot no. 207, Embassy Centre, Jamnalal Bajaj Marg, Nariman Point, Mumbai, Maharashtra, 400021

Phone: +91- 81692 45676 • E-MAIL: [cressanda123@gmail.com](mailto:cressanda123@gmail.com)

**CIN: L51900MH1985PLC037036**

## Notice

Notice is hereby given that 38th Annual General Meeting of the members of **CRESSANDA SOLUTIONS LIMITED** will be held on **Saturday, the 30th day of September, 2023 at 10:30 A.M.** through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") for which the registered office of the company situated at 312A, Embassy Centre, Nariman Point, Mumbai – 400021 shall be deemed as the venue for the Meeting and the proceedings to be made thereat to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Standalone and Consolidated Audited Financial Statements containing the Balance Sheet as at 31st March 2023, the Statement of Profit & Loss, Cash Flow, Changes in Equity and notes thereto of the company for the financial year ended 31st March 2023 and the Report of the Board's and Auditors thereon.
2. To appoint a director in place of **Mrs. Supriya Ramesh Gangadhare (DIN: 08644980)** who is liable to retire by rotation at this Annual General Meeting and being eligible offers herself for re-appointment.

### SPECIAL BUSINESS:

3. **To confirm and approve the appointment of Mr. Arunkumar Tyagi (DIN: 05195956), as Joint-Managing and Executive Director of the company for a period of 3 (Three) Years w.e.f. 7th August, 2023** and in this regard to consider and, if thought fit to pass with or without modification(s), the following resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 190, 196, 197, 203 read with the provisions of Schedule V of the Companies Act, 2013, the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 and other applicable provisions if any of the Companies Act, 2013 and SEBI (LODR) Regulation, 2015 (including any statutory modifications or re-enactment thereof for the time being in force), upon recommendation of the Nomination and Remuneration Committee of the Board and the approval of Board of Directors, the consent of the Members of Company be and is hereby accorded to the appointment of Mr. Arunkumar Tyagi (DIN: 05195956) as a Joint-Managing and Director (Executive) of the Company with effect from August 07, 2023, for a term of 3 (Three) years w.e.f., 7th August, 2023 on the remuneration as may be fixed by the Board of Directors from time to time based on recommendation of Nomination and Remuneration committee.

**FURTHER RESOLVED THAT** in the event of there being any loss or inadequacy of profit for any financial year, the aforesaid remuneration payable to Mr. Arunkumar Tyagi shall be minimum remuneration payable by the Company.

**FURTHER RESOLVED THAT** there shall be clear relation of the Company with Mr. Arunkumar Tyagi as "the Employer-

Employee" and each party may terminate the above said appointment within six months' notice in writing or salary in lieu thereof.

**FURTHER RESOLVED THAT** Mr. Arunkumar Tyagi shall also be entitled to reimbursement of actual entertainment, travelling, from time to time to perform his duties as per rules of the Company.

**FURTHER RESOLVED THAT** the Board of Directors and committee thereof be and is hereby authorized to do all such acts, deeds, matters and things and to decide breakup of his remuneration within the permissible limits in its absolute discretion as may be considered necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto in order to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company without any requirement to seek further approval of the members of the company."

4. **To confirm and approve the appointment of Mr. Chander Parkash Sharma (DIN: 02143588) as an Independent Director and Chairman of the Company of the company for a period of 5 (Five) Years w.e.f. 7th August, 2023** and in this regard to consider and, if thought fit to pass with or without modification(s), the following resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of Mr. Chander Parkash Sharma (DIN: 02143588) as an Additional Director in the capacity of an Independent Director of the Company w.e.f. August 07, 2023, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed as an Additional Director (Independent) and Chairperson of the Company not liable to retire by rotation, to hold office for a period of five (5) years with effect from August 07, 2023.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts,

deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

5. **To confirm and approve the appointment of Mr. Vijay Solanki (DIN: 01570127) as a Non-Executive Director and Chief Technical Officer (CTO) of the Company w.e.f. 7th August, 2023** and in this regard to consider and, if thought fit to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of Mr. Vijay Solanki (DIN: 01570127) as an Additional Director in the capacity of an Non-Executive Director and Chief Technical Officer (CTO) of the Company w.e.f. August 07, 2023, who has submitted a declaration that he meets the criteria for independence as provided under Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed as a Non-Executive Director of the Company with effect from August 07, 2023 subject to approvals of members.”

6. **To confirm and approve the appointment of Mr. Rajkumar Dinesh Masalia (DIN: 09772787) as an Executive Director of the Company w.e.f. 7th August, 2023** and in this regard to consider and, if thought fit to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions, of the Companies Act, 2013 (the “Act”) and rules made thereunder (including any statutory modification(s) from time to time or any reenactment thereof for the time being in force) read with Schedule V to the said Act, approval of the Members be and is hereby given to the appointment of Rajkumar Dinesh Masalia (DIN: 09772787) as an additional Director (Executive) of the Company with effect from August 07, 2023, the director shall hold the office upto the date of the next Annual General Meeting (“AGM”) or the last date on which the AGM should have been held, whichever is earlier.

**RESOLVED FURTHER THAT** any of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

7. To confirm and approve the appointment of Mr. Manohar Iyer Sadahalli Nagaraj (DIN: 06370873), as Managing and

Executive Director of the company for a period of 3 (Three) Years w.e.f. 9th February ,2023 and in this regard to consider and, if thought fit to pass with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 190, 196, 197, 203 read with the provisions of Schedule V of the Companies Act, 2013, the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 and other applicable provisions if any of the Companies Act, 2013 and SEBI (LODR) Regulation, 2015 (including any statutory modifications or re-enactment thereof for the time being enforce), upon recommendation of the Nomination and Remuneration Committee of the Board and the approval of Board of Directors, the consent of the Members of Company be and is hereby accorded to the appointment of Mr. Manohar Iyer Sadahalli Nagaraj (DIN: 06370873) as a Managing and Director (Executive) of the Company with effect from 9th February ,2023, for a term of 3 (Three) years on the remuneration as may be fixed by the Board of Directors from time to time based on recommendation of Nomination and Remuneration committee.

**FURTHER RESOLVED THAT** in the event of there being any loss or inadequacy of profit for any financial year, the aforesaid remuneration payable to Mr. Manohar Iyer Sadahalli Nagaraj (DIN: 06370873) shall be minimum remuneration payable by the Company.

**FURTHER RESOLVED THAT** there shall be clear relation of the Company with Mr. Manohar Iyer Sadahalli Nagaraj (DIN: 06370873) as “the Employer-Employee” and each party may terminate the above said appointment within six months’ notice in writing or salary in lieu thereof.

**FURTHER RESOLVED THAT** Mr. Manohar Iyer Sadahalli Nagaraj (DIN: 06370873) shall also be entitled to reimbursement of actual entertainment, travelling, from time to time to perform his duties as per rules of the Company.

**FURTHER RESOLVED THAT** the Board of Directors and committee thereof be and is hereby authorized to do all such acts, deeds, matters and things and to decide breakup of his remuneration within the permissible limits in its absolute discretion as may considered necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto in order to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company without any requirement to seek further approval of the members of the company.”

**By order of the Board of Directors**

Date: 6th September, 2023

Place: Mumbai

**Cressanda Solutions Limited**

CIN: L51900MH1985PLC037036

**Manohar Iyer Sadahalli Nagaraj**

Managing Director

DIN : 06370873

**NOTES:**

1. Pursuant to the Circular No. 14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020 issued by the Ministry of Corporate Affairs (MCA) followed by Circular No. 20/2020 dated 5th May, 2020, Circular No. 2/2021 dated 13th January, 2021, Circular No. 2/2022 dated 5th May, 2022 and Circular No. 10/2022 dated 28th December, 2022 (**Collectively referred as MCA Circulars**) read with Rules and circulars made thereunder and Master Circular dated 11th July, 2023 issued by SEBI and the SEBI (LODR) Regulations, 2015 ("Listing Regulations"), physical attendance of the Members to the 38th AGM venue is not required and Annual General Meeting (AGM) be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM only and no physical presence at the meeting is required.
2. Pursuant to the MCA Circular, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Therefore, the Proxy Form and Attendance Sheet for the 38th AGM is not annexed to the notice.
3. The Members can join the 38th AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. However, this number does not include the large Shareholders holding 2% or more share capital, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Secretarial Auditors, Scrutinizers, etc. who are allowed to attend the AGM without any restriction on account of first come first served basis.
4. The attendance of the Members attending the 38th AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (LODR) Regulations, 2015 (as amended), and the MCA Circulars, the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the 38th AGM. For this purpose, the Company has arranged with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, and independent agency for providing necessary platform for VC/OAVM and necessary technical support as may be required. Therefore, the facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by NSDL.
6. The Notice calling the AGM along with complete Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories and has also been uploaded on the website of the Company. In line with the MCA Circular, the Notice along with Annual Report has been uploaded on the website of the Company at [www.cressanda.com](http://www.cressanda.com). The Notice and Annual Report can also be accessed from the websites of the Stock Exchange BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. ([www.evotingindia.com](http://www.evotingindia.com)). However, if any specific request is received from the members for demanding of the physical copy of the Annual Report will be provided by the company.
7. This 38th AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular.
8. The recorded transcript of the forthcoming 38th AGM shall also be made available on the website of the Company [www.cressanda.com](http://www.cressanda.com). as soon as possible after the Meeting is over.
9. Members joining the meeting through VC/OAVM, who have not casted their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have casted their vote by remote e-voting prior to the 38th AGM may also join the AGM through VC/OAVM but shall not be entitled to cast their vote again.
10. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to special business at the meeting is annexed and forms part of the Notice.
11. The company has notified closure of **Register of Members and Share Transfer Books** for the purpose of the Annual General Meeting.
12. The report on the Corporate Governance, Management Discussion and Analysis and Business Responsibility and Sustainability also form part to the report of the Boards.
13. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the **cut-off date**.

14. Members desirous of obtaining any information concerning Accounts and Operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the Meeting so that the information required may be made available at the Meeting.
15. The Members are requested to:
- Intimate changes, if any, in their registered addresses immediately.
  - Quote their ledger folio number in all their correspondence.
  - Send their Email address to us for prompt communication and update the same with their D.P to receive soft copy of the Annual Report of the Company
16. Members are requested to notify immediately any change in their address and also intimate their active E-Mail ID to their respective Depository Participants (DPs) in case the shares are held in demat form and in respect of shares held in physical form to the Registrar and Share Transfer Agent, to receive the soft copy of all communication and notice of the meetings etc., of the Company.
17. As per SEBI Circular dated 20th April, 2018 shareholders holding shares of the company in the physical form are required to provide details of the Income Tax Permanent Account No. (PAN) and Bank Account Details to the RTA of the Company.
18. SEBI has mandated submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their depository participants. Members holding shares in physical form are requested to submit their PAN details to the company's RTA .
19. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number ('PAN'), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,
- **For shares held in electronic form:** to their Depository Participant only and not to the Company's RTA. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its RTA provide efficient and better service to the Members.
20. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/ MIRSD\_ RTAMB/ P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the Standard documents for Investors available on the Company's website [www.cressanda.com](http://www.cressanda.com) and is also available on the website of the RTA. It may be noted that any service request can be processed only after the folio is KYC Compliant.
21. SEBI vide its notification dated January 24, 2022 has amended Regulation 40 of the SEBI Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members may contact the Company or RTA, for assistance in this regard.
22. Dispute Resolution Mechanism at Stock Exchanges-SEBI, vide its circular no. SEBI/HO/MIRSD/MIRSD\_ RTAMB/P/ CIR/2022/76 dated May 30, 2022, provided an option for arbitration as a Dispute Resolution Mechanism for investors. As per this circular, investors can opt for arbitration with Stock Exchange in case of any dispute against the Company or its Registrar and Transfer Agent on delay or default in processing any investor services related request.
23. **Voting through electronic means:**
- Members are requested to carefully read the below mentioned instructions for remote e-voting before casting their vote.
- Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2:** Access through NSDL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- i. **The voting period begins on 27th September, 2023 (Wednesday) at 9.00 AM (IST) and ends on 29th September, 2023 (Friday) at 5.00 P.M (IST).** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **23rd September, 2023** may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.



- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023 issued by SEBI and Regulation 44 of SEBI (LODR) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting **to all the demat account holders, by**

**way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- iv. In terms of Master Circular No. SEBI/HO/SFD/PoD/CIR/P/2023/120 dated 11th July, 2023 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ul style="list-style-type: none"> <li>a. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>b. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>c. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>d. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ul>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<p>a. If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>b. If the user is not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDEAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>c. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

#### Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free No. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

#### Step 2: Access through NSDL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
  2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) <i>For Members who hold shares in demat account with NSDL</i>	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) <i>For Members who hold shares in demat account with CDSL.</i>	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) <i>For Members holding shares in Physical Form.</i>	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - How to retrieve your 'initial password'?
    - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  - Now, you will have to click on "Login" button.
  - After you click on the "Login" button, Home page of e-Voting will open.

#### **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE 38THAGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

- The procedure for attending meeting & e-Voting on the day of the 38thAGM is same as the instructions mentioned above for e-voting.
- The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.



3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the 38thAGM.
  4. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
  5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 15 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 15 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number. These queries will be replied to by the company suitably by email.
  8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
  9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
  10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [www.cressanda.com](http://www.cressanda.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
  3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
  4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
  5. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).
  6. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

#### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy

of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [www.cressanda.com](http://www.cressanda.com)

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [www.cressanda.com](http://www.cressanda.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
5. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).
6. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

#### **GENERAL GUIDELINES FOR SHAREHOLDERS**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to Mr. [.] Jain from of [.] .with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the **"Forgot User Details/Password?"** or **"Physical User Reset Password?"** option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Tejas Chaturvedi at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
4. Members can also update their mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
5. Any person, who acquires shares of the Company and become member of the Company after mailing of the notice and holding shares as on the **cut-off date**, may obtain the login ID and password by sending a request.
6. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the **cut-off date only shall be entitled to avail the facility of remote e-voting as well as e- voting at the AGM.**
7. The Chairman shall, at the 38thAGM at the end of discussion on the resolutions on which voting is to be held, allow e-voting to all those members who are present/logged-in at the AGM but have not cast their votes by availing the remote e-voting facility.
8. The Results of the voting on the resolutions along with the report of the Scrutinizer shall be declared and placed on the website of the Company [www.cressanda.com](http://www.cressanda.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to BSE Ltd.
9. For any other queries relating to the shares of the Company, you may contact the Share Transfer Agents (STA) at the following address:  
M/s. Skyline Financial Services Pvt. Ltd  
D-153 A, 1st Floor, Okhla Industrial Area,  
Phase-I, New Delhi, Delhi, 110020,  
Tel: 011 - 40450193 - 97  
E-mail: [info@skylinerta.com](mailto:info@skylinerta.com)
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, Permanent Account Number (PAN) mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to STA in case the shares are held by them in physical form.
11. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to STA, in case the shares are held in physical form.
12. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
13. Members may also note that the Annual Report for year 2022-23 also available on Company's website [www.cressandsa.com](http://www.cressandsa.com)
14. As the 38th AGM is being held through VC/OAVM, the route map is not annexed to this Notice.
15. The Brief profile of the director seeking Appointment/re-appointment at the ensuing annual general meeting is annexed to the Notice.

#### **Details of the Director Seeking Appointment in the Ensuing Annual General Meeting**

Name of Directors	Mr. Manohar Iyer Sadahalli Nagaraj	Mrs. Supriya Ramesh Gangadhare	Mr. Arunkumar Tyagi	Mr. Chander Prakash Sharma	Mr. Vijay Solanki	Mr. Rajkumar Dinesh Masalia
Designation	Managing Director	Non-Executive Director	Joint-Managing Director	Independent Director	Non-Executive Director and Chief Technical Officer	Executive Director
DIN	06370873	08644980	05195956	02143588	01570127	09772787
Date of Birth	16/09/1978	21/06/1992	27/09/1975	04/07/1956	19/11/1970	22/03/1967
Date of Appointment	09/02/2023	07/12/2021	07/08/2023	07/08/2023	07/08/2023	07/08/2023

Name of Directors	Mr. Manohar Iyer Sadahalli Nagaraj	Mrs. Supriya Ramesh Gangadhare	Mr. Arunkumar Tyagi	Mr. Chander Prakash Sharma	Mr. Vijay Solanki	Mr. Rajkumar Dinesh Masalia
Designation	Managing Director	Non-Executive Director	Joint-Managing Director	Independent Director	Non-Executive Director and Chief Technical Officer	Executive Director
Expertise/Experience in specific area	With a vast experience and networks in the industry, he will contribute to a large extent for fruitful management and growth of the company and its stakeholders.	With a vast experience of accounts and finance, she will contribute to a large extent for fruitful management and growth of the company and its stakeholders.	With a vast experience and networks in the industry, he will contribute to a large extent for fruitful management and growth of the company and its stakeholders.	With decades of experience and thorough knowledge of the industry standards his guidance and valuable inputs in the board will add value and enable better functioning of the business of the company.	Having a sound expertise in the technical fields his presence in the board will aid in the proper functioning of the business of the company.	With decades of experience and management skills his contribution will be valuable for the functioning of the company.
Qualification	Graduate	Graduate	Post Graduate	B.SE Graduate	Electric Engineer	Commerce Graduate
List of Outside Directorship held	-	-	1. 361 Degree Entertainment & Media Private Limited	-	1. Digitec Engineers and Computech Private Limited. 2. Smartags Private Limited. 3. K & D Technology Company Private Limited	1. Krystalk Lear Properties Private Limited
Chairman / Member of the Committees of the Board of Directors of the Company	NIL	NIL	NIL	NIL	NIL	NIL
No. & % of Equity Shares held	-	-	-	-	-	-
Disclosures of relationships between directors and KMPs inter-se.	NIL	NIL	NIL	NIL	NIL	NIL

## EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 3

Mr. Arunkumar Tyagi (DIN: 05195956) on recommendation by the Nomination and Remuneration Committee was appointed as Managing Director on 7th August, 2023 by the board of directors of the company subject to approval by members in the ensuing Annual General Meeting on such remuneration as may be decided by the board within the statutory timeframe.

The detailed profile of the Mr. Arun Kumar Tyagi as required under the provisions of Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and other applicable provisions, have been given in this notice.

Your board recommend to pass necessary Special Resolution at the Meeting on the terms and conditions and remuneration as set out in the Item No. 3 of the notice.



Mr. Arunkumar Tyagi and his relatives may be deemed to be financially interested in the resolution to the extent of the remuneration as may be paid to him. Except that none of the other directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Resolution.

The Information as required under Section II, Part 2 of the Schedule V with reference to point no. 3 are being given as under:

#### I. General Information:

(1)	Nature of industry	The company is an Indian based company established in 1983, and a public listed company on BSE, is engaged in providing cutting-edge Information technology (IT), Digital Media and IT enabled services.
(2)	Date or expected date of commencement of commercial production	N.A., already existing in business
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A., already existing in business
(4)	Financial performance based on given indicators	The Company has shown a positive trend on terms of financial parameters and has established plan in place for growth.
(5)	Foreign investments or collaborations, if any.	The company is not having any foreign collaboration or foreign investments. However, there are certain Foreign Portfolio Investors.

#### II. Information about the appointee:

(1)	Background Details	Mr. Arun Kumar Tyagi has a vast experience and networks in the industry, he will contribute to a large extent for fruitful management and growth of the company and its stakeholders.. He is entrusted with the responsibility of looking after the overall management and operations of the Company.
(2)	Past remuneration	N.A.
(3)	Recognition or awards	NIL
(4)	Job profile and his suitability	Mr. Arun Kumar Tyagi has a vast experience and networks in the industry, he will contribute to a large extent for fruitful management and growth of the company and its stakeholders.  With positive belief for his contribution and rapid growth under his dynamic leadership, his appointment shall be most suitable for the further growth and success of the company and will provide value addition to overall stakeholders of the company.
(5)	Remuneration proposed	As per the statutory provisions of the Companies Act,2013.
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration proposed is comparable with remuneration for equivalent position in a unit of comparable size and complexity.
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	NIL

**III. Other information:**

(1)	Reasons of loss or inadequate profits	There is no loss however, there may be inadequate profits due to adverse market position and matter of demand and supply or due to change in government policy and then the profits may be inadequate in a particular period.
(2)	Steps taken or proposed to be taken for improvement	The Company is continuing efforts to introduce higher value products and broaden its operating base.
(3)	Expected increase in productivity and profits in measurable terms	The Company expect to increase its turnover and profits in the subsequent years.

**Item No. 4**

The Nomination and Remuneration Committee have recommended and Board of Directors at their meeting held on 7th August, 2023 have appointed Mr. Chandra Prakash Sharma (DIN No: 02143588) as an Additional Director under the category of the Independent Director of the Company w.e.f. 7th August, 2023 pursuant to Section 161 of the Companies Act, 2013 subject to the approval of Members at General Meeting.

Aforesaid independent director proposed for appointment is not disqualified to act as a Director in terms of section 164 of the Act and other applicable laws and has given his consent to act as a Director. The Company has also received declaration from him stating that he meets the criteria of independence as prescribed under section 149(6) of the Act and under the SEBI (LODR) Regulations, 2015. In the opinion of the Board, he fulfils the criteria of independency and the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI (LODR) Regulation, 2015 and further he is also registered under the Independent Directors Databank maintained by IICA.

The resolution set out in Item No.4 seeks the approval of members for the appointment of Mr. Chandra Prakash Sharma (DIN No: 02143588) as an Independent Director of the Company for an initial term of 5 (five) consecutive years w.e.f. 7th August, 2023 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder. His office shall not be liable to retire by rotation. The brief profile of the director is given along with other director proposed to be appointed in the ensuing Annual General Meeting.

Copy of draft letter of appointment setting out the terms and conditions of the appointment is available for inspection by the members at the Registered Office and on the website of the Company.

The aforesaid director may be deemed to be interested in the resolution to the extent of the fee for attending the meetings as may be payable, if any, in the Company. Save and except the above, none of the other Directors/Key Managerial Personnel/ their relatives are in any way, concerned or interested, financially or otherwise, in the resolution.

Your directors recommend passing resolutions as set out in the Item No. 4 by way of Special Resolution.

**Item No. 5**

The Nomination and Remuneration Committee have recommended and Board of Directors at their meeting held on 7th August, 2023 have appointed Mr. Vijay Solanki (DIN No:01570127) as an Additional Non-Executive Director of the Company w.e.f. 7th August, 2023 pursuant to Section 161 of the Companies Act, 2013 subject to the approval of Members at General Meeting.

Aforesaid director proposed for appointment is not disqualified to act as a Director in terms of section 164 of the Act and other applicable laws and has given his consent to act as a Director.

The resolution set out in Item No.5 seeks the approval of members for the appointment of Mr. Vijay Solanki (DIN No: 01570127) as Non-Executive Director of the Company w.e.f. 7th August, 2023 pursuant to applicable provisions of the Companies Act, 2013 and Rules made thereunder. His office is liable to retire by rotation. The brief profile of the director is given along with other director proposed to be appointed in the ensuing Annual General Meeting.

Copy of draft letter of appointment setting out the terms and conditions of the appointment is available for inspection by the members at the Registered Office and on the website of the Company.

The aforesaid director may be deemed to be interested in the resolution to the extent of the fee for attending the meetings as may be payable, if any, in the Company. Save and except the above, none of the other Directors/Key Managerial Personnel/ their relatives are in any way, concerned or interested, financially or otherwise, in the resolution.

Your directors recommend passing resolutions as set out in the Item No. 5 by way of Special Resolution.

**Item No. 6**

The Nomination and Remuneration Committee have recommended and Board of Directors at their meeting held on 7th August, 2023 have appointed Mr. Rajkumar Dinesh Masalia

(DIN No: 09772787) as an Additional Executive Director of the Company w.e.f. 7th August, 2023 pursuant to Section 161 of the Companies Act, 2013 subject to the approval of Members at General Meeting.

Aforesaid director proposed for appointment is not disqualified to act as a Director in terms of section 164 of the Act and other applicable laws and has given his consent to act as a Director.

The resolution set out in Item No. 6 seeks the approval of members for the appointment of Mr. Rajkumar Dinesh Masalia (DIN No: 09772787) as an Executive Director of the Company w.e.f. 7th August, 2023 pursuant to applicable provisions of the Companies Act, 2013 and Rules made thereunder. His office is liable to retire by rotation. The brief profile of the director is given alongwith other director proposed to be appointed in the ensuing Annual General Meeting.

Copy of draft letter of appointment setting out the terms and conditions of the appointment is available for inspection by the members at the Registered Office and on the website of the Company.

The aforesaid director may be deemed to be interested in the resolution to the extent of the remuneration, if any paid by the company. Save and except the above, none of the other Directors/ Key Managerial Personnel/their relatives are in any way, concerned or interested, financially or otherwise, in the resolution.

Your directors recommend passing resolutions as set out in the Item No. 6 by way of Special Resolution.

#### **Item No. 7**

Mr. Manohar Iyer Sadahalli Nagaraj (DIN: 06370873) on recommendation by the Nomination and Remuneration Committee was appointed as Managing Director on 9th February, 2023 by the board of directors of the company subject to approval by members in the ensuing Annual General Meeting on such remuneration as may be decided by the board within the statutory timeframe.

The detailed profile of the Mr. Manohar Iyer Sadahalli Nagaraj as required under the provisions of Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and other applicable provisions, have been given in this notice.

Your board recommend to pass necessary Special Resolution at the Meeting on the terms and conditions and remuneration as set out in the Item No. 7 of the notice.

Mr. Manohar Iyer Sadahalli Nagaraj and his relatives may be deemed to be financially interested in the resolution to the extent of the remuneration as may be paid to him. Except that none of the other directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Resolution.

The Information as required under Section II, Part 2 of the Schedule V with reference to point no. 3 are being given as under:

#### **I. General Information:**

(1)	Nature of industry	The company is an Indian based company established in 1983, and a public listed company on BSE, is engaged in providing cutting-edge Information technology (IT), Digital Media and IT enabled services.
(2)	Date or expected date of commencement of commercial production	N.A., already existing in business
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A., already existing in business
(4)	Financial performance based on given indicators	The Company has shown a positive trend on terms of financial parametres and has established plan is place for growth.
(5)	Foreign investments or collaborations, if any.	The company is not having any foreign collaboration or foreign investments. However, there are certain Foreign Portfolio Investors.

**II. Information about the appointee:**

(1)	Background Details	Mr. Manohar Iyer Sadahalli Nagaraj has a vast experience and networks in the industry, he will contribute to a large extent for fruitful management and growth of the company and its stakeholders.. He is entrusted with the responsibility of looking after the overall management and operations of the Company.
(2)	Past remuneration	N.A.
(3)	Recognition or awards	NIL
(4)	Job profile and his suitability	Mr. Manohar Iyer Sadahalli Nagaraj has a vast experience and networks in the industry, he will contribute to a large extent for fruitful management and growth of the company and its stakeholders. With positive belief for his contribution and rapid growth under his dynamic leadership, his appointment shall be most suitable for the further growth and success of the company and will provide value addition to overall stakeholders of the company.
(5)	Remuneration proposed	As per the statutory provisions of the Companies Act,2013.
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration proposed is comparable with remuneration for equivalent position in a unit of comparable size and complexity.
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	NIL

**III. Other information:**

(1)	Reasons of loss or inadequate profits	There is no loss however, there may be inadequate profits due to adverse market position and matter of demand and supply or due to change in government policy and then the profits may be inadequate in a particular period.
(2)	Steps taken or proposed to be taken for improvement	The Company is continuing efforts to introduce higher value products and broaden its operating base.
(3)	Expected increase in productivity and profits in measurable terms	The Company expect to increase its turnover and profits in the subsequent years.

**By order of the Board of Directors**

Date: 6th September, 2023  
Place: Mumbai  
**Cressanda Solutions Limited**  
CIN: L51900MH1985PLC037036

**Arunkumar Tyagi**  
Managing Director  
DIN : 05195956