

**CRESSANDA/BSE/2023-24****November 10, 2023**Online filing at: [www.listing.bseindia.com](http://www.listing.bseindia.com)

To,  
BSE Limited  
Phiroze Jeejeebhoy Tower,  
Dalal Street,  
Mumbai (M.H.) 400 001

**BSE Scrip Id: CRESSAN BSE Scrip Code: 512379****Subject: Disclosure under Regulation 30 of SEBI (Listing Obligations & Disclosure Requirement) Regulations 2015 – Postal Ballot Notice**

Dear Sir/Ma'am,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the Postal Ballot Notice dated November 10, 2023, seeking approval of the members of the Company, by way of remote e-voting process for:

1. To approve and confirm the appointment of Ms. Nisha Asija Zutshi (DIN: 10348173) as Director under the category of Non-Executive Independent Director of the Company for a first term of 5 (Five) years w.e.f., November 2, 2023.
2. To approve and confirm the appointment of Mr. Mukesh Wardhan Tyagi (DIN: 00047133) as Director under the category of Independent Director of the Company for a first term of 5 (Five) years w.e.f. September 30,2023.
3. To approve and confirm the appointment of Mr. Satya Prakash (DIN: 08489173) as Director under the category of Independent Director of the Company for a first term of 5 (Five) years w.e.f. September 30,2023.
4. To approve and confirm the change in designation of Mr. Arun Kumar Tyagi (DIN: 05195956) from Joint-Managing and Executive Director to Managing and Executive Director w.e.f., November 10,2023.
5. To approve the increase in the limit u/s 186 of the companies Act, 2013 for authority to the Board for making investments/extending loans and for giving guarantees or providing securities in connection with loans to Persons/Bodies Corporate
6. To approve limit under Section 185 of the Companies Act, 2013.
7. To approve and confirm the change of name of the Company from “Cressanda Solutions Limited” to “Cressanda Railway Solutions Limited.”
8. To confirm and appoint M/s Agarwal Jain & Gupta, Chartered Accountants (FRN: 013538C) as the Statutory Auditors of the company to fill casual vacancy.
9. To alter object clause of the Memorandum of Association of the Company.
10. To confirm and take on record the investments, acquisitions, disinvestments made by the company within the permissible limit of Section 186 of the Companies Act,2013.

**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), [Info@cressanda.com](mailto:Info@cressanda.com)**CIN: L51900MH1985PLC037036**

Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the Register of Members / Register of Beneficial Owners, as on Friday, November 3, 2023 (“Cut-off Date”), received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories.

The Company has engaged the services of NSDL, as the agency to provide e-voting facility to all its members.

The e-voting facility will be available during the following period:

Commencement of e-Voting	9:00 A.M. (IST) on November 11, 2023
End of e-Voting	5:00 P.M. (IST) on December 10, 2023

The Postal Ballot Notice is also available on the Company's website at [www.cressanda.com](http://www.cressanda.com) .

This is for your information and records.

Thanking you,

Yours faithfully,

**For, CRESSANDA SOLUTIONS LIMITED**

**TUSHTI SHARMA  
COMPANY SECRETARY &  
COMPLIANCE OFFICER  
ACS 72423**

*Encl: Postal Ballot Notice dated November 10, 2023*

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## POSTAL BALLOT NOTICE

*(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)*

To the Members of the Company,

**NOTICE** is hereby given that the resolutions set out below are proposed for approval by the Members of **Cressanda Solutions Limited** (“the Company”) by means of Postal Ballot, only by remote e-voting process (“e-voting”) being provided by the Company to all its Members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 (“the Act”), Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time).

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations is also attached.

The Board of Directors has appointed Mr. Chirag Jain, Practising Company Secretary (Membership No.: F11127), Partner of JCA & Co., Company Secretaries, as Scrutiniser for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutiniser’s decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged the services of National Securities Depository Limited (“NSDL” or “Designated Depository”) as the agency to provide e-voting facility.

Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

Commencement of e-voting:	9:00 A.M. (IST) on November 11, 2023
End of e-voting:	5:00 P.M. (IST) on December 10, 2023

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman and Managing Director of the Company or any person authorized by him. The results of e-voting will be announced on or before December 12, 2023 and will be displayed on the Company’s website at [www.cressanda.com](http://www.cressanda.com) and on the website of NSDL. The results will simultaneously

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be communicated to the Stock Exchanges and will also be displayed at the registered office of the Company.

## **SPECIAL BUSINESS**

1. **To approve and confirm the appointment of Ms. Nisha Asija Zutshi (DIN: 10348173) as Director under the category of Non-Executive Independent Director of the Company for a first term of 5 (Five) years w.e.f., November 2, 2023.**

To consider and if thought fit, to convey assent or dissent to the following **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of section 149, 152 read with the provisions of Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions if any of the Companies Act, 2013 and the SEBI (LODR), Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force), as recommended by Nomination and Remuneration Committee and approved by the Board of Directors, **Ms. Nisha Asija Zutshi (DIN: 10348173)**, who was appointed by the Board of Directors as an Additional Director under the category of Non-Executive Independent Director and to holds office until the date of this General Meeting be and is hereby confirmed and appointed as a Director under the category of Non-Executive Independent Director, who shall not liable to retire by rotation, to hold office for a First term of 5 (Five) consecutive years w.e.f. November 2, 2023.

**RESOLVED FURTHER THAT** the Board of directors and/or Company Secretary of the Company be and are hereby authorized to do all acts and take such steps as may be necessary, proper or expedient to give effect to this resolution.”

2. **To approve and confirm the appointment of Mr. Mukesh Wardhan Tyagi (DIN: 00047133) as Director under the category of Independent Director of the Company for a first term of 5 (Five) years w.e.f. September 30, 2023.**

To consider and if thought fit, to convey assent or dissent to the following **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of section 149, 152 read with the provisions of Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions if any of the Companies Act, 2013 and the SEBI (LODR), Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force), as recommended by Nomination and Remuneration Committee and approved by the Board of Directors, **Mr. Mukesh Wardhan Tyagi (DIN:00047133)**, who was appointed by the Board of Directors as an Additional Director under the category of Independent Director and to holds office until the date of this General Meeting be and is hereby confirmed and appointed as a Director under the category of Non-Executive Independent

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Director, who shall not liable to retire by rotation, to hold office for a First term of 5 (Five) consecutive years w.e.f. September 30, 2023.

**RESOLVED FURTHER THAT** the Board of directors and/or Company Secretary of the Company be and are hereby authorized to do all acts and take such steps as may be necessary, proper or expedient to give effect to this resolution.”

3. **To approve and confirm the appointment of Mr. Satya Prakash (DIN: 08489173) as Director under the category of Independent Director of the Company for a first term of 5 (Five) years w.e.f. September 30,2023.**

To consider and if thought fit, to convey assent or dissent to the following **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of section 149, 152 read with the provisions of Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions if any of the Companies Act, 2013 and the SEBI (LODR), Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force),as recommended by Nomination and Remuneration Committee and approved by the Board of Directors, **Mr. Satya Prakash (DIN: 08489173)**,who was appointed by the Board of Directors as an Additional Director under the category of Independent Director and to hold office until the date of this General Meeting be and is hereby confirmed and appointed as a Director under the category of Independent Director, who shall not liable to retire by rotation, to hold office for a First term of 5 (Five) consecutive years w.e.f. September 30, 2023.

**RESOLVED FURTHER THAT** the Board of directors and/or Company Secretary of the Company be and are hereby authorized to do all acts and take such steps as may be necessary, proper or expedient to give effect to this resolution.”

4. **To approve and confirm the change in designation of Mr. Arun Kumar Tyagi (DIN: 05195956) from Joint-Managing and Executive Director to Managing and Executive Director w.e.f., November 10,2023.**

To consider and if thought fit, to convey assent or dissent to the following **Special Resolution:**

“**RESOLVED THAT** upon the recommended of the Nomination and Remuneration Committee of the Board and the approval of the Board of directors of the Company, pursuant to the provisions of section 190, 196, 197, 203 read with the provisions of Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 and other applicable provisions if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being enforce), the approval of the members of the Company be and is hereby accorded for change in designation of **Mr. Arun Kumar Tyagi (DIN:**

### **CRESSANDA SOLUTIONS LIMITED**

**05195956)** from Joint-Managing and Executive Director to Managing and Executive Director for remaining part of his tenure i.e. w.e.f., November 10, 2023 to August 6, 2026 on the consolidated annual remuneration of Rs 51,00,000/- (Rs. fifty-one lakhs only).

**RESOLVED FURTHER THAT** the consent of the members be and is hereby accorded to ratify the terms of appointment of Mr. Arun Kumar Tyagi as agreed upon appointment as Joint-Managing director w.e.f., August 7, 2023 and to grant remuneration as agreed above from the original date of appointment.

**RESOLVED FURTHER THAT** in the event of there being loss or inadequacy of profit for any financial year, the remuneration payable to Mr. Arun Kumar Tyagi shall not be in excess of the limit prescribed in the Schedule V of the Companies Act, 2013 as may be applicable from time to time during his tenure.

**RESOLVED FURTHER THAT** there shall be clear relation of the Company with Mr. Arun Kumar Tyagi as “the Employer-Employee” and each party may terminate the above said appointment with the six months’ notice in writing or salary in lieu thereof.

**RESOLVED FURTHER THAT** Mr. Arun Kumar Tyagi shall also be entitled for the reimbursement of actual entertainment, traveling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits/ amenities and other privileges, as may from time to time, be available to other Senior Executives of the Company.

**RESOLVED FURTHER THAT** the Board of directors and/or Company Secretary be and are hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion, may consider 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 and the Board shall have absolute power to decide breakup of the remuneration within the above said maximum permissible limit, 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.”

**5. To approve the increase in the limit u/s 186 of the companies Act, 2013 for authority to the Board for making investments/extending loans and for giving guarantees or providing securities in connection with loans to Persons/Bodies Corporate:**

To consider and if thought fit, to convey assent or dissent to the following **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 185, 186 and 188 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”,

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which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 1000.00 Crores (Rupees One Thousand Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors (or a Committee thereof constituted for this purpose) and/or Company Secretary be and are hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

**6. To approve limit under Section 185 of the Companies Act, 2013.**

To consider and if thought fit, to convey assent or dissent to the following **Special Resolution:**

“**RESOLVED THAT** pursuant to Section 185 of the Companies Act, 2013 (as amended by Companies (Amendment) Act, 2017) (“said sections”) read with section 186 of Companies Act, 2013 (including any statutory modification(s) or reenactment thereof for the time being in force) the consent of the Members of the Company be and is hereby accorded for advancing loan and / or giving of guarantee(s), and / or providing of security(ies) in connection with any loan taken / to be taken from financial institutions / banks / insurance companies / other investing agencies or any other person(s) / bodies corporate by any entity (said entity(ies) covered under the category of ‘a person in whom any of the director of the company is interested’ as specified in the explanation to Sub-section (b) of Section 2 of the said section, of an aggregate outstanding amount not exceeding Rs. 300.00 crores /- (Rupees Three Hundred Crores only).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any committee thereof) be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

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**7. To approve and confirm the change of name of the Company from “Cressanda Solutions Limited” to “Cressanda Railway Solutions Limited.”**

To consider and if thought fit, to convey assent or dissent to the following **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 4, 5, 13, 14 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and any other applicable law(s), rule(s), regulation(s), guideline(s), the provisions of the Memorandum and Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to approval of the Central Registration Centre, Registrar of Companies and/ or any other statutory authority (“the Authority”) as may be necessary, approval of the members of the Company be and is hereby accorded for change of name of the Company from **“Cressanda Solutions Limited” to “Cressanda Railway Solutions Limited”**.

**RESOLVED FURTHER THAT** subject to the approval and upon issuance of fresh certificate of incorporation by the Central Registration Centre, Registrar of Companies and / or any other statutory authority, the name clause being clause I in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

The name of the Company is **“CRESSANDA RAILWAY SOLUTIONS LIMITED”**.

**RESOLVED FURTHER THAT** upon issuance of fresh certificate of incorporation by the Authority consequent upon change of name of the Company, the old name “Cressanda Solutions Limited” wherever appearing in the Memorandum of Association and Articles of Association of the Company and other documents and places be substituted with the new name as “Cressanda Railway Solutions Limited” or such other name as may be approved by the Authority.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally and/ or jointly authorised to sign, execute and file necessary applications, forms, deeds, documents and writings as may be necessary for and on behalf of the Company and to settle and finalise all issues that may arise in this regard and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to the foregoing resolutions and to further authorise and delegate all or any of the powers conferred herein in any manner as they may deem fit”.

**8. To confirm and appoint M/s Agarwal Jain & Gupta, Chartered Accountants (FRN: 013538C) as the Statutory Auditors of the company to fill casual vacancy.**

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To consider and if thought fit, to convey assent or dissent to the following **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors Rules), 2014 (the Rules), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to the recommendation made by the Board of Directors, the consent of the members be and is hereby accorded to appoint M/s Agarwal Jain & Gupta, Chartered Accountants (FRN: 013538C), as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Rishi Sekhri & Associates, Chartered Accountants;

**RESOLVED FURTHER THAT** M/s Agarwal Jain & Gupta, Chartered Accountants (FRN: 013538C), be and are hereby appointed as the Statutory Auditors of the Company and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31<sup>st</sup> March, 2024 and such other audit/review/certification/work as may be required and/or deemed expedient, on such remuneration and out-of-pocket expenses, as may be fixed by the Management of the Company, in consultation with them;

**RESOLVED FURTHER THAT** the board of directors and Company Secretary be and are hereby severally authorized to do all acts, deeds, matters and things as considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolutions.”

**9. To alter object clause of the Memorandum of Association of the Company.**

To consider and if thought fit, to convey assent or dissent to the following **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 13 of the Companies Act, 2013 (“the Act”) including any modification or re-enactment thereof and other applicable provisions thereof the Objects clause of the Memorandum of Association of the Company be and is hereby altered and amended as follows:

The objects for which the company is established is as follows:

- A. The main objects to be pursued by the company is as follows:
1. To upgrade, run and manage the concierge, hospitality services at stations, on trains. and on others establishments including Indian Railways and or Airport, or at any other locations and prescribe standards, awards, Franchises as a regulatory authority and be a catalyst in stimulating technological upgradation in the handling, presentation, transport. packaging, and service sectors both departmental and private in India and outside India.

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2. To arrange and undertake the marketing of existing railway hotels, Rail Yatri Niwases, retiring rooms, upgradation of circulating areas, development and management of integrated passenger terminals and passenger services as well as on board services including pre-departure and post-arrival services; hospitality services, housekeeping activity both on trains, stations and all other establishments and to identify, and facilitate construction and management of new hotels on railway land and other establishments on Build Own Operate and Transfer (BOOT) basis, joint venture/or strategic alliances and to strengthen the linkage between such facilities and Indian Railways' and all other passenger business in co-ordination with Railway Administration.
  
3. To promote domestic and international tourism in general including rail based tourism in particular with emphasis on development of tourism infrastructure on international and nationwide scale by stimulating investment and growth including rail related travel in the sub – continent and act as a catalyst for regional and sub – regional economic development in these area, strengthen Indian Railways and other departmental linkages with other modes of transport and with travel intermediaries and travel industry through upgradation of information and reservation systems including global distribution services thereby offering integrated package tours, development, management and marketing of hill railways, other branch lines with tourism potential, preservation and conservation of rail heritage sites and museums, management of print and electronic media and commercial publicity for generation of revenues through use of rail infrastructure at stations and on – board trains and to generally act as an entrepreneur and as a special purpose vehicle on behalf of the government including railway administration to identify new areas of economic investment and enhance the value of lands, assets, properties, rolling stock and equipment by suitable ventures and schemes and thereby generate surpluses by optimum use of non – performing assets and to provide high quality research and consultancy services to tourism industry for focusing and facilitating / upgrading investment decisions in tourism, tourism related activities in India and abroad.
  
4. To provide, promote, develop, design, establish, setup, maintain, organize, undertake, manage, operate, run, market, purchase, sell, distribute, resell, import, export and carry on the business of all types / kinds of electronic and virtual payment systems services, payment gateway and aggregator services, prepaid and post-paid payment instruments/payment systems including open/ closed/ semi closed systems of payment instruments, in India and abroad including all kinds of payment services in any manner whatsoever and to operate as a bill payment Gateway bill payment system (BBPOU) to provide bill payment services for utility bills, school/university fees, municipal taxes and all other services as may be notified by the relevant authority from time to times including carrying on the business of developing and providing services in the field of electronic commerce/Mobile Commerce web based or

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related technology and applications, deal in all kinds of internet/intranet/extranet business using e-commerce application, in India and any other country, undertake computer related jobs as data collection, survey, data processing, data entry, computer aided drafting and designing /computer aided desk top publishing, multimedia applications (audio, video).

5. To provide shopping facilities to tourists, establish and manage shops including duty free shops, bazars and other places for selling travel requisites and other articles of tourist interests.
6. To build, construct, operate, develop, finance and maintain viable projects including railway projects with viability gap funding in the territory of India and outside India subject to fulfillment of the various statutory and regulatory norms which will be used for both freight and passenger services and to develop required infrastructure including railway infrastructure and construction of all the necessary infrastructure as required for the same.
7. To make or cause to be made studies, surveys, detailed project reports and tests to determine the desirability, viability and feasibility of establishing projects including railway projects in the territory of India and outside India and to process for sanctioning viable projects including railway projects.
8. To construct, operate and maintain infrastructure including railway, accommodation and conveyance along with other related facilities connected with the opening, operation and closing of such infrastructures and providing traffic facilities thereto.
9. To carry on all business including railways and related business activities, and to enter into contracts in India or abroad, on a turnkey basis or otherwise, either individually or jointly with other undertakings, companies, firms, private or public agencies, associations and persons abroad or in India, including supply, erection and commissioning of equipment and all services ancillary thereto including but not limited to construction of new railway lines, upgradation of the existing railway lines and related infrastructure, construction of bridges, roads, tunnels, ventilation and lighting of tunnels, earth work, including but not limited to:
  - a. Making or constructing in or upon, across, under or over any lands (including forest, land), or any streets, hills, valleys, roads, railway, tramways, or any rivers, canals, brooks, streams or other waters or any drains, water pipes, gas-pipes, oil pipes, sewers, electric supply lines, or telegraph lines, such temporary or permanent inclined planes, bridges, tunnels, culverts, embankments, aqueducts, roads, lines of railways, passages, conduits, drains, piers, cuttings and fences, intake wells, tube wells, dams, river training and protection works.

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- b. Altering the course of any rivers, brooks, streams or other water courses, for the purpose of constructing and maintaining tunnels, bridges, passages for other works over or under them, and divert or alter, either temporarily or permanently the course of any rivers, brooks, streams or other water courses or any roads, streets or ways, or raise or sink the level thereof in order to carry them more conveniently over or under or by the side of the railway;
  - c. Making drains or conduits into, through or under any lands (including forest land) adjoining the railway for the purpose of conveying water from or to the railway;
  - d. Erecting, operating and maintaining or repairing any telephone lines, signal system, electric traction equipment, power supply and distribution installation in connection with the working of the railway;
  - e. Making and maintaining works for the accommodation of the owners and occupiers of lands (including forest land) adjoining the railway such as crossing, bridges, over bridges, under bridges, culverts, tunnels, roads, drains, water sources or other passages over, under or by the sides of, or leading to or from the railway;
  - f. Making boundary marks or fences, erecting gates, chains, bars, stiles or hand rails in connection with the working in railway;
  - g. Establishment of ferries for the accommodation of its traffic, railway or otherwise, providing and maintaining bridges and roadways, constructing and maintaining roads for the accommodation of traffic passing, providing and maintaining any means of transport including motor transport or aircraft service with a terminus at or near railway station, which may be required for the reasonable convenience of passengers, animals or goods carried or to be carried on its railway;
  - h. Establishment of mass transit and other people mover systems of all types and disciplines (i.e. rail, road, sea, underground and air based) including rail based mass capacity, rapid transit systems, surface heavy rail system, heavy metro systems, surface, elevated or underground, light rail transit systems, people mover systems, including magnetic levitation systems and monorails;
  - i. Doing all other acts necessary for making, operating, maintaining, altering or repairing and using the railway.
10. To plan, build, develop, operate and maintain in India broadband telecom network by laying optical fibre cable (OFC) and providing associated equipment including providing such services alongside Railway Track and on the railway, property utilizing Right of Way (ROW) on lease from the Ministry of Railways or from such other Ministries as may be necessary for providing services as mentioned hereto.
11. To take over and maintain Railways owned OFC and microwave assets and liabilities thereon, including contractual rights and obligations, on such terms and conditions as may be prescribed by the Ministry of Railways from time to time.
12. To plan, design, establish, develop, provide, operate and maintain any or all types of telecommunication network systems and services including information

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technology enabled and value added services such as: — National long distance and international telecommunication and multimedia services; — Internet services, electronic mail services, e-commerce services, cyber services, multimedia and content transmission; — Telephony, facsimile, telex, wireless, wire and data communications, telematic and other like forms of communications; — Cellular mobile telephone services, mobile internet on Wireless Applications Protocol, satellite telephone, VSTATs services; — Video phones and video conferencing, integrated service data network, satellite networks; — International gateways; — Broadcasting of audio, video and data signals; — Local Area Network, Wide Area Network, Globally managed data networks; on end to end basis in all parts of the country and elsewhere.

13. To generate necessary revenues through commercial exploitation for its developmental needs of telecom services/facilities.
14. To carry on the business/activity/scheme like Build-Operate-Transfer (BOT), Build-Own-Operate-Transfer (BOOT), Build-Lease, Transfer (BLT) or any other scheme or project found suitable in relation to the fields of business of the Company under the Public Private Partnership (PPP) programme.
15. To develop, manufacture, design, operate, alter, convert, process, import, export, buy, sell, lease, transfer, install, service, maintain, exchange of all telecommunication related computer hardware and software or software of all kinds including machine oriented and problem oriented software, programmes application systems, data collection and other facilities relating to computer operations and data processing equipment's of all kinds, data entry devices, data collecting systems, accounting and invoicing machines and intelligent terminals etc.
16. To enter into and carry on business relating to creation and augmentation of capacity of infrastructure particularly the railway infrastructure including the Golden Quadrilateral and its Diagonals connecting the four metros and any other project(s) under National Rail Vikas Yojana and any or all activities connected thereto, such as: i) plan, design, develop, build, upgrade, convert, modernize, operate and maintain any or all types of rail infrastructure; ii) construction of new railway lines, doubling, laying of multiple lines, strengthening or conversion of existing railway lines; iii) construction of new railway bridges, strengthening or rebuilding of existing railway bridges; iv) electrification, grade separation of level crossings, construction of freight bye pass, creation and augmentation of passenger/freight terminals; v) construction of workshops, repair shops, running sheds, and maintenance facilities; vi) provision of modern signalling and telecommunication systems, train control systems, safety and disaster management systems; and vii) upgrading of track, rolling stock and terminals for running high speed freight and passenger trains.
17. To provide consultancy services for undertaking line capacity, freight marketing, engineering and traffic surveys, geo-technical investigations, conceptual planning

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and feasibility studies, detailed design and engineering, environment impact assessment, construction supervision and project management, operation and maintenance, quality assurance, procurement services, training, investment planning, organizational restructuring, privatization, planning and estimation of fleet requirements, rehabilitation and improvement of rolling stock repair and servicing facilities, operation and maintenance services, quality assurance, human resource development, project consultancy and management services, computer services, energy management, environment engineering, industrial engineering and other infrastructural facilities in connection with the business of the company.

18. To carry on in India or elsewhere , on its own or through any special purpose vehicle/subsidiary all or any of the business or businesses to manufacture, design, develop, improve, invent, carry our research papers, trade, buy, sell, wholesale, retail, distribute, import, export, assemble, fabricate, repair, maintain, alter, convene, own, operate, make use of, license, hire, lease, franchise or otherwise deal in all kinds of renewable energy modules, cells, accessories, solar power projects and hybrid systems combining solar photovoltaic with other forms of renewable energy or to independently perform all the mentioned and deal in other renewable sources of energies including hydro energy, wind energy and to do all necessary and incidental activity in this regard.
19. To carry on the business of software designing, development. customization. implementation, maintenance, testing and benchmarking, designing, developing and dealing in computer software and solutions, and to import. export, sell, purchase, distribute, host (In data centers or over the web} or otherwise deal in own and third party computer software packages, programs and solutions, and to provide internet / web based applications, services and solutions. provide or sub-contracting basis, offering services onsite/ offsite or through development centers using owned / hired or third party infrastructure and equipment, providing recruitment and HR related services, providing and taking personnel / consultants/ human resources to/ from other organizations providing solutions/ Packages/ services through applications services provider node via internet or otherwise, to undertake {T enabled services like call Centre Management, Medica) and legal transcription, data processing. Back office processing Accounting, HR and payroll processing, insurance claims processing credit card processing, loans and letters of credit processing, scheme processing, data warehousing and database management, to carry on the business of manufacturing, dealing and maintenance of computer hardware. computer systems and assemble data processors. program) designs and to buy, sell or otherwise deal in such hardware and software packages and all types of tabulating machine, accounting machines calculators, computerized telecommunication systems and network, their components, spare parts, equipment and devices and to carry on the business of establishing, running and managing institutions, school, and academics for imparting education in computer technology, offering equipment. solutions and services for Networking and network managements, data center management and in providing consultancy services in all above mentioned areas.

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20. To carry on the business of advertising and promotion for and on behalf of other agencies, corporates, individuals and facilitate marketing of other agencies, corporates, individuals and to bid, participate, enter into agreements, contracts with government, international authorities and other third parties for giving effect to the same and carry on all incidental and allied activities thereto.

Matters which are necessary for furtherance of the Objects specified in clause 3(a) are:

1. To acquire, take over the whole or any part of the business, assets, rights, goodwill, trademark, know-how process, layouts, designs, property and liabilities of an persons, firm, corporation or undertaking either existing or new engaged in or carrying on or conducting any business which is beneficial to the Company and directly and indirectly pay for the same either in cash or in shares or partly in shares and partly in cash.
2. To enter into any arrangements or contracts with any government authorities (central, state , municipal or otherwise) or any corporation, companies or persons that may help in attainment of any or all of the Company & its objectives or any of them, to acts as special purpose vehicles for execution of contracts, implementations of the projects undertaken by the Company and to obtain from such government, authority, corporation, company or person any charters, Licenses, Permission, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise, dispose of, and comply with any such arrangements mentioned in such charters, decrees, rights, privileges and concessions, Licenses, Permission.
3. To purchase, build, carry out, equip, maintain, alter, improve, develop, manage, work, control and superintend any plants, warehouse, sheds, offices, shops, stores, buildings, machinery, apparatus, labor lines, and houses, warehouses, and such other works and convenience necessary for carrying on the main business of the Company.
4. To open and operate, overdrafts, loan, cash credit or deposit or any other type of accounts with any banks, company, firm, association or person.
5. To improve manage, cultivate, develop, exchange, let on lease, hire, mortgage, sell, dispose of, grant rights and privileges in respect of or otherwise deal with all or any part of the properties and rights of the Company on such terms as the Company shall determine.
6. To receive money, securities or valuables or deposits on interest or otherwise from persons having dealt with the Company, however Company shall not carry the business of Banking as defined under the Banking Regulation Act, 1949.
7. To refine, manipulate, repair, alter, exchange, purchase, sell, export, import, deal or let hire all kinds of goods, commodities, substances, works, plants, machinery & appliances, tools and equipment's and other articles, and things which may be necessary or advantageous to the Company in connection with its objects.
8. To apply for, obtain, purchase, or otherwise acquire, prolong and renew any patents, patent right, brevets & inventions, processes, trade secrets, scientific or technical or other assistance, manufacturing, processes, know-how and other information, design, patterns, copyrights, trademarks, licenses, concessions and the

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like right or benefits of right of use thereof, which may seem capable of being used for or in connection with any of the objects of the Company or beneficial to the Company or the acquisition or use of which may seem conducive directly or indirectly to the benefit of the Company or payment of any other consideration and to use, exercise or develop the same and manufacture or grant, license in respect thereof or otherwise deal with the same.

9. To establish branches, offices and agencies, depots in India and or elsewhere, to procure the registration or recognition and to regulate their working and discontinuance thereof.
10. To sell, improve, alter, manage, develop, exchange, lease, mortgage, dispose of, or otherwise deal with all or any part of the business, lands, property, assets, rights and generally the resources and undertaking of the Company in whole or in part in such manner and on such terms as deemed fit.
11. To acquire, hold, deal in stocks, shares, debentures, bonds, obligations or securities issued by any entity carrying on or authorized to carry on or which is capable of being conducive so as to directly or indirectly to benefit of the Company.
12. To invest and deal with the moneys of the Company, not immediately required, in or upon such investment (other than shares in the Company) and in such manner as may from time to time be determined.
13. To guarantee the payment of money secured or unsecured by or payable or in respect of any promissory notes, bonds, debenture stocks, contracts, mortgages, charges, obligations, instruments and securities of Company or of any authority, central, state, municipal, local whether incorporated or not incorporated and generally to guarantee or become sureties for the performances of any contracts or obligations of any person, firm or company and to guarantee the repayment of loan with interest availed from financial institution/s, banks, private financiers, availed by the Company.
14. To guarantee or become liable for the performance of the obligations and the payment of interest on any debentures or securities of any company, corporation or association or a person in which such guarantees may be considered beneficial or advantageous, directly or indirectly to further the objects of the Company.
15. To borrow, raise or secure the payment of money for the purposes of the Company in such manner as the Company shall think to issue debenture or debenture stock, perpetual or otherwise charge upon all or any of the Company & property, both present and future including its uncalled capital and to purchase, redeem or pay of such securities and to mortgage, pledge or change the undertaking and all or any of the real and personal property present and future.
16. To draw, make, accept, negotiate, assign, execute and issue and to buy, sell promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments in connection with business of the Company subject to Banking Regulation Act, 1949.
17. To send out to foreign countries its directors, employees or any other persons for investigating possibilities of any business or trade or for procuring and buying any machinery or establishing and entering into collaboration or in promoting the interest of the Company and to pay all expenses incurred in this connection.

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18. To remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares in the Company as capital or any debentures or other securities of the Company or conduct of its business.
19. To pay all costs, charges, and expenses and to remunerate any persons, firm or company for services rendered or to be rendered for the formation and incorporation of the Company including costs, charges and expenses for negotiations and contracts and arrangements made thereto and in anticipation of formation and incorporation of the Company and charges in connection therewith.
20. To make donation to such persons or institution either by cash or any other assets as may be think fit and conducive to the Company's objects or otherwise as per the provision of Companies Act, 2013 and in particular to remunerate any person or corporation introducing business to the Company and to subscribe or guarantee money for charitable, benevolent objects and to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences for the benefits of the employees or ex-employees or of persons dealing with the Company or the dependents, relatives or connection of such persons. and to grant pensions, allowances, gratuities, bonuses, either by way of annual payments or a lump-sum, and to make payments towards insurance and to form and contribute to provident funds and benefits funds, to or for such persons.
21. To carry on the business related to development, maintenance, installation and up gradation of the software and other information technology activities incidental thereto.
22. To provide for the welfare of the employees and ex-employees of the Company and the wives, widows and families of such person by building or by contributing to the building of houses, or chawls, by grant of monies, pensions, allowances, bonus, gratuities, compensation of funds and providing or contributing towards schools, place of instruction and other reliefs and other assistance as the Company shall think fit and to form, subscribe and contribute to or otherwise aid benevolent, charitable, educational, medical, social, scientific, national, humanitarian and other institutions or objects.
23. To distribute among the members in specie any property of the Company or any proceeds of sale of disposal of any property of the Company in the event of winding up, but so that no distribution amounting to a reduction of Capital be made except with the sanction, if any for the time being required by the law.
24. To compensate for the loss of office of any Director or other officers of the Company within the limitations prescribed under the Companies Act, 2013 or other statute or rule having the force of law and to make payments to any other persons whose office of employment or duties may be determined by virtue of any transaction in which the Company is engaged.
25. To refer or agree to refer to arbitration any dispute, present or future, between the Company and any other company, firm, or individual or any government body and to submit the same to arbitration in India or abroad whether in accordance with Indian or any foreign system of law.
26. To sell, dispose of the whole or in part of the Company & its assets, rights, and other properties or any of the Company & its undertakings.

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27. To do all or any of the above things either as principals, agents, trustees, contractors or otherwise and either by or through agents, sub-contractors, trustee, or otherwise and either alone or in conjunction with others and to do all such things as are incidental or conducive to the attainment of the above objects.
28. To create any depreciation, fund, reserve funds, sinking fund, insurance fund or any other special fund whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company or for redemption of debentures, redeemable preference shares or gratuity or pension or for any other purpose conducive to the interest of the Company.
29. Subject to provisions of the Companies Act, 2013, to place, reserve, distribute as dividend or bonus or to apply as the company may from time to time determine any moneys received in payments of dividend or money arising from the sale of forfeited shares or any money received by way of premium on shares or debentures issued at a premium by the Company.
30. To engage, employ, train either in India or elsewhere, to suspend and to dismiss any agents, managers, superintendents, assistants, clerks, coolies, other employees and to remunerate any such persons at such rate as shall be think fit and to grant pensions or gratuities to any such person or his/her legal heirs/dependent generally to provide for the welfare of employees.
31. To undertake and execute any trust which may be beneficial to the Company directly or indirectly.
32. To employ experts, to investigate and examine into the conditions prospects, value character and circumstances of any business concerns and undertaking and generally of any assets, concessions, properties and/or rights.
33. To apply for and obtain any order under any Act or legislature, charter, privilege concession, license or authorization of any Government, State or other Authority for enabling the Company to carry on any of its main objects into effect or for extending any of the powers of the Company or for effecting and modification of the constitution of the Company or for any other such purpose which may seem expedient and to oppose any proceedings or applications which may seem expedient or calculated directly or indirectly to prejudice the interest of the Company.
34. To advance money either with or without security, and to such persons and upon such terms and conditions as the Company may deem fit and also to deal with the money of the Company not immediately required as per the Banking Regulations Act,1949.
35. To acquire, purchase, lease or otherwise howsoever, maintain and develop all places of tourist interest like Parks and Recreational spots.
36. To establish and arrange transport units, travel and transport counters, Import, purchase, lease, sell and run or otherwise operate cars, cabs, buses, coaches, trucks, launches, ships, ropeways, aircrafts, helicopters and other modes of transport.
37. To carry on the business of travel and tourist agents, dealers in foreign exchange and contractors and to facilitate travelling and to provide for tourists and travelers and to promote the provision of conveniences.
38. To organize, maintain and operate for hire transportation services in all parts of the world for the purpose of transporting of passengers, luggage and merchandise,

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- mails and freight of every description and kind whatsoever by automobiles, motor buses, moto trucks, airplanes and other vehicles of all kinds howsoever propelled.
39. To enter into partnership or into any arrangement for joint working, sharing or pooling profits, amalgamation of interest, co-operation, joint-venture, reciprocal concession or otherwise or amalgamate with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which the company is authorize to carry in or any business undertaking or transaction which may seem capable of being carried or conducted so as directly or indirectly to benefit this company.
  40. To cany on the business of developing and providing services in the field of electronic commerce and to do the business of payment processing through payment gateway platform and all other similar platforms for digital payments and receipts so as to act as comprehensive online payment solution provider encompassing all payment avenues such as debit card, credit card, internet banking. wallet, UPI etc. to B2B and B2C customers including providing the digital payment solution to Government, semi-Government, autonomous bodies and private sector agencies to facilitate digital payments/receipts. For providing digital payment solutions to the common citizen by way of offering different innovative solutions such as prepaid card cum wallet/credit cards and other innovative products and solutions by providing all kind of services which includes financial and digital inclusion of common citizen.
  41. To incorporate, register, fund and establish subsidiaries and/or special purpose vehicles for the purpose of carrying on all or any of the foregoing objects of the Company.
  42. To raise funds by way of preferential issue, right issue or other form of issue as may be permissible under the act.
  43. To do all other acts and perform such other activities as may be necessary and incidental for the furtherance of business.

**RESOLVED FURTHER THAT** necessary revision in numbering the clause III of the Memorandum of Association of the Company shall be carried out.

**RESOLVED FURTHER THAT** the Board of Directors and KMP'S of the Company be and are hereby severally and/ or jointly authorised to sign, execute and file necessary applications, forms, deeds, documents and writings as may be necessary for and on behalf of the Company and to settle and finalise all issues that may arise in this regard and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to the foregoing resolutions and to further authorise and delegate all or any of the powers conferred herein in any manner as they may deem fit.”

**10. To confirm and take on record the investments, acquisitions, disinvestments made by the company within the permissible limit of Section 186 of the Companies Act,2013.**

To consider and if thought fit, to convey assent or dissent to the following **Special Resolution:**

**CRESSANDA SOLUTIONS LIMITED**

**“RESOLVED THAT** the consent of the members of the company be and is hereby accorded to confirm and take on record the acquisitions, investments, disinvestments, share purchase agreements executed by the board on behalf of company within the applicable statutory limits as prescribed under Section 186 read with applicable rules as amended from time to time.

**RESOLVED FURTHER THAT** the Board of Directors and KMP’S of the Company be and are hereby severally and/ or jointly authorised to sign, execute and file necessary applications, forms, deeds, documents and writings as may be necessary for and on behalf of the Company and to settle and finalise all issues that may arise in this regard and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to the foregoing resolutions and to further authorise and delegate all or any of the powers conferred herein in any manner as they may deem fit.”

**By orders of the Board**

**Place: Mumbai**  
**Date: November 10, 2023**  
**Cressanda Solutions Limited**  
**CIN: L51900MH1985PLC037036**

**Tushti Sharma**  
**Company Secretary**  
**ACS 72423**

**NOTES:**

1. A statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations is attached.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear on the Register of Members / Register of Beneficial Owners as on Friday, November 3, 2023 (**“Cut-Off Date”**) received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company’s website at [www.cressanda.com](http://www.cressanda.com), website of the Stock Exchange, i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL at <https://nsdl.co.in/>
4. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at [www.cressanda.com](http://www.cressanda.com)) duly filled and signed along with requisite supporting documents to Skyline Financial Services Pvt. Ltd at D-153 A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi, 110020.

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5. Only a person, whose name is recorded in the Register of Members / Register of Beneficial Owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.
6. Subject to the provisions of the Articles of Association of the Company, voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
7. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, as amended (“SEBI Master Circular”), and SS-2 and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolutions electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.
8. The e-voting period commences at 9:00 A.M. (IST) on Saturday, November 11, 2023 and ends at 5:00 P.M. (IST) Sunday, December 10, 2023.  
The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period.
9. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Sunday, December 10, 2023.
10. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the Members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to [cressanda123@gmail.com](mailto:cressanda123@gmail.com).

11. Procedure for E-Voting:

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

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 advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
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Individual Shareholders holding securities in demat mode with NSDL.

1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the “**Beneficial Owner**” icon under “**Login**” which is available under ‘**IDeAS**’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. 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. 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



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<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. 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 users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. 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. 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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**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. NSDL and CDSL.**

<b>Login type</b>	<b>Helpdesk details</b>
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 022 - 4886 7000 and 022 - 2499 7000
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

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

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) For Members who hold shares in demat account with NSDL.	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) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID

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	For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	<p>EVEN Number followed by Folio Number registered with the company</p> <p>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) 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.
- c) How to retrieve your ‘initial password’?
  - (i) 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’.
  - (ii) 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:

- a) 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).
- b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) 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.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-Voting will open.

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**Step 2: Cast your vote electronically on NSDL e-Voting system.****How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**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 [chiragkchhabra@gmail.com](mailto:chiragkchhabra@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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 : 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

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 [cressanda123@gmail.com](mailto:cressanda123@gmail.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 [cressanda123@gmail.com](mailto:cressanda123@gmail.com) . If you are an Individual shareholder 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 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.

**Disclosures Pursuant To Regulation 36 of Sebi (Listing Obligations & Disclosure Requirements) Regulations 2015**

S.No.	Particulars	Nisha Asija Zutshi	Mukesh Wardhan Tyagi	Satya Prakash
1.	DIN	10348173	00047133	08489173
2.	Brief resume of the director	Ms. Nisha Asija Zutshi (DIN: 10348173) is a Post Graduate in Advertising & Public Relations from K.C College of Management Studies, Mumbai and with over 3 and half decades of experience in the publications and advertising industry she is a Brand Strategist, Writer as well as author of Shri Lalitha Sahasranaama -The silence within	Mr. Mukesh Wardhan Tyagi (DIN: 00047133) has completed his MBA from University of Strathclyde, Glasgow UK in addition to M.Phil in International & Legal Studies from Jawahar Lal Nehru University, Delhi India. He is person with over three decades of experience in corporates. He is an international and national speaker on	Mr. Satya Prakash (DIN: 08489173) is an ex IRTS Officer of Indian Railways selected through IAS examination conducted in the year 1976. He reached upto the level of Additional Member of Railway Board and was later appointed as Member (Judge) in railway Tribunal, Mumbai. He has a background of bureaucracy and judiciary. With

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		(Released online during Covid)	political and other non-political matters on various media forums. In addition to having a vast and successful career in corporates he is also a renowned actor in the Hindi Film Industry.	over 4 decades of experience, he has hobbies of writing and travelling, He has authored several books and has travelled major parts of the globe.
3.	nature of expertise in specific functional area	Brand Strategist & Public Relations	International & Legal Studies	Bureaucracy & Indian Railways
4.	disclosure of relationships between directors inter-se	None	None	None
5.	names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	-	-	Independent Director: 1.Easy Trip Planners Limited  Member of the Committee in Easy Trip Planners Limited: 1.Audit Committee (Member) 2.Nomination & Remuneration Committee (Chairperson) 3.Stakeholders Relationship Committee (Chairperson) 4.Corporate Social Responsibility Committee (Chairman)
6.	Shareholding	NIL	NIL	NIL
7.	the skills and capabilities required for the role and the manner in which the	She has over 3 decades of professional expertise in the core area of strategy making and public	He has decades of experience in the corporate field. His knowledge and experience will be beneficial for the	He has decades of experience in the finance and railway sector. His knowledge and experience will be

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	proposed person meets such requirements	relations. Her expertise will be beneficial for the overall growth of the company.	overall growth of the company.	beneficial for the overall growth of the company and in fulfilling the Eastern Railway and Kolkata Metro Agreement.
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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013**

**Item No-1**

Ms. Nisha Asija Zutshi (DIN: 10348173) is a Post Graduate in Advertising & Public Relations from K.C College of Management Studies, Mumbai and with over 3 and half decades of experience in the publications and advertising industry she is a Brand Strategist, Writer as well as author of Shri Lalitha Sahasranaama -The silence within (Released online during Covid).

The Board of Directors of the Company based on the recommendation of Nomination and Remuneration Committee and pursuant to the provisions of the Companies Act (“the Act”) read with the Articles of Association of the Company had approved the appointment of Ms. Nisha Asija Zutshi as an Additional Director in the category of Non-Executive Independent Director of the Company w.e.f. November 2,2023. Pursuant to the provisions of Companies Act, 2013 readwith SEBI (Listing obligations & Disclosures Requirements) Regulations, 2015, Ms. Nisha Asija Zutshi is liable to be confirmed by members within 3 (three) months of appointment by board.

The Company has received declaration from her that she meets the criteria of independence as prescribed under Section 149(6) of the Act and under Regulation 16 and 25 of the Listing Regulations, Ms. Nisha Asija Zutshi has confirmed that she is neither disqualified from being appointed as a Director in terms of Section 164 of the Act nor debarred from holding office as a Director of the Company by virtue of any SEBI Order or any other such authority and given her consent to act as a Director.

In terms of Section 149, 152 read with Schedule IV of the Act, the Board of Directors have reviewed the declaration made by the Director that she meets the criteria of independence as provided in Section 149(6) of the Act and the Board is of opinion that she fulfils the conditions specified in the Act and Rules made thereunder and is independent of the Management.

Copy of Letter of Appointment proposed to be issued to Ms. Nisha Asija Zutshi as an Independent Director setting out the terms and conditions thereof is available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on all working days between 11:00 a.m. to 1:00 p.m. up to the closure of this postal ballot.

None of the Directors other than Ms. Nisha Asija Zutshi and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends to pass necessary resolution as set out in Item No. 1 of the notice as a Special Resolution.

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**Item No-2**

Mr. Mukesh Wardhan Tyagi (DIN: 00047133) has completed his MBA from University of Strathclyde, Glasgow UK in addition to M. Phil in International & Legal Studies from Jawahar Lal Nehru University, Delhi India. He is person with over three decades of experience in corporates. He is an international and national speaker on political and other non-political matters on various media forums. In addition to having a vast and successful career in corporates he is also a renowned actor in the Hindi Film Industry.

The Board of Directors of the Company based on the recommendation of Nomination and Remuneration Committee and pursuant to the provisions of the Companies Act (“the Act”) read with the Articles of Association of the Company had approved the appointment of Mr. Mukesh Wardhan Tyagi as an Additional Director in the category of Non-Executive Independent Director of the Company w.e.f. September 30,2023. Pursuant to the provisions of Companies Act, 2013 read with SEBI (Listing obligations & Disclosures Requirements) Regulations, 2015, Mr. Mukesh Wardhan Tyagi is liable to be confirmed by members within 3 (three) months of appointment by board.

The Company has received declaration from him that he meets the criteria of independence as prescribed under Section 149(6) of the Act and under Regulation 16 and 25 of the Listing Regulations, Mr. Mukesh Wardhan Tyagi has confirmed that he is neither disqualified from being appointed as a Director in terms of Section 164 of the Act nor debarred from holding office as a Director of the Company by virtue of any SEBI Order or any other such authority and given his consent to act as a Director.

In terms of Section 149, 152 read with Schedule IV of the Act, the Board of Directors have reviewed the declaration made by the Director that he meets the criteria of independence as provided in Section 149(6) of the Act and the Board is of opinion that he fulfils the conditions specified in the Act and Rules made thereunder and is independent of the Management.

Copy of Letter of Appointment proposed to be issued to Mr. Mukesh Wardhan Tyagi as an Independent Director setting out the terms and conditions thereof is available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on all working days between 11:00 a.m. to 1:00 p.m. up to the closure of this postal ballot.

None of the Directors other than Mr. Mukesh Wardhan Tyagi and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends to pass necessary resolution as set out in Item No. 2 of the notice as a Special Resolution.

**Item No-3**

Mr. Satya Prakash (DIN: 08489173) is an ex IRTS Officer of Indian Railways selected through IAS examination conducted in the year 1976. He reached upto the level of Additional Member of Railway Board and was later appointed as Member (Judge) in railway Tribunal, Mumbai. He has a background of bureaucracy and judiciary. With over 4 decades of experience, he has hobbies of writing and travelling, He has authored several books and has travelled major parts of the globe.

**CRESSANDA SOLUTIONS LIMITED**

The Board of Directors of the Company based on the recommendation of Nomination and Remuneration Committee and pursuant to the provisions of the Companies Act (“the Act”) read with the Articles of Association of the Company had approved the appointment of Mr. Satya Prakash as an Additional Director in the category of Non-Executive Independent Director of the Company w.e.f. September 30,2023. Pursuant to the provisions of Companies Act, 2013 read with SEBI (Listing obligations & Disclosures Requirements) Regulations, 2015, Mr. Satya Prakash is liable to be confirmed by members within 3 (three) months of appointment by board.

The Company has received declaration from him that he meets the criteria of independence as prescribed under Section 149(6) of the Act and under Regulation 16 and 25 of the Listing Regulations, Mr. Satya Prakash has confirmed that he is neither disqualified from being appointed as a Director in terms of Section 164 of the Act nor debarred from holding office as a Director of the Company by virtue of any SEBI Order or any other such authority and given his consent to act as a Director.

In terms of Section 149, 152 read with Schedule IV of the Act, the Board of Directors have reviewed the declaration made by the Director that he meets the criteria of independence as provided in Section 149(6) of the Act and the Board is of opinion that he fulfils the conditions specified in the Act and Rules made thereunder and is independent of the Management.

Copy of Letter of Appointment proposed to be issued to Mr. Satya Prakash as an Independent Director setting out the terms and conditions thereof is available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on all working days between 11:00 a.m. to 1:00 p.m. up to the closure of this postal ballot.

None of the Directors other than Mr. Satya Prakash and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends to pass necessary resolution as set out in Item No. 3 of the notice as a Special Resolution.

#### **Item No-4**

Mr. Arun Kumar Tyagi (DIN:05195956) was appointed by the board on August 7, 2023 as a Additional Joint-Managing Director of the company for a term of 3 (three) years. Further, the appointment of Mr. Arun Kumar Tyagi was confirmed by the members in the 38<sup>th</sup> Annual General Meeting held on September 30, 2023 as a Joint-Managing Director.

The board in its duly convened board meeting held on November 10, 2023 upon recommendation of Nomination & Remuneration Committee and subject to approval of members has revised the terms of appointment of Mr. Arun Kumar Tyagi and has decided to change his designation from Joint-Managing Director to Managing Director for his remaining tenure and ratify the terms as to remuneration and to provide for remuneration as mentioned in the resolution from the original date of appointment i.e., August 7,2023.

Your board recommends to pass necessary Special Resolution on the terms and conditions and remuneration as set out in the Item No. 4 of the notice.

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Mr. Arun Kumar 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. 4 are being given as under:

**I. General Information:**

1)	Nature of industry	The company is an Indian based company established in 1985, 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	N.A., already existing in business
(3)	In case of new companies, expected date of commencement of activities as per project approved by nancial institutions appearing in the	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
(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

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(4)	Job profile and his suitability	<p>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.</p> <p>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.</p>
(5)	Remuneration proposed	Rs. 51 lakhs p.a.
(6)	Comparative remuneration pro le with respect to industry, size of the company, pro le 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

#### **Item No-5**

The Company has been making investments in, giving loans and guarantees and providing securities in connection with loans to various persons and bodies corporate (including its subsidiary) from time to time, in compliance with the applicable provisions of the Act.

The provisions of Section 186 read with section 185 and 188 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting. In view of the long-term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits.

Hence, the Special Resolution at Item No.5 of the Notice, notwithstanding the fact that the same exceeds the limits provided under Section 186 of the Act. The Directors recommend the Special Resolution as set out at Item No. 5 of the accompanying Notice, for Members 'approval.

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The Directors or KMPs of the Company or their relative may be considered as deemed to be interested financially or otherwise to the extent of the loans, guarantee, security provided or investments made in any in such entities in which they may hold interest if any in the aforesaid Special Resolution.

**Item No-6**

Your Board would like to inform that pursuant to section 185 of the Companies Act, 2013 company may give advances, loans including any loan represented by book debts or give any guarantee or provide any security in connection with any loan taken by any company and/or body corporate in whom any or all the director(s) of the company are considered as concerned or interested subject to the approval of members by way of Special Resolution.

Therefore in view of the requirements of other companies or the body corporates in which one/or more directors may be concerned or interested, may be required to provide its financial support by way of providing short term or long term loans, advances and/or to provide guarantee or security on the assets of the Company on behalf of such companies/body corporate to such other bank/financial institution which provides loans and advances whether fund based or non-fund based credit facilities as the case may be from time to time in view of the business requirements of such companies to support them.

The Board considered that it may need to provide the advances, loans or to provide guarantee or security on their behalf as under:

<b>S.No.</b>	<b>Name of the Company /Body Corporate in which directors are Interested</b>	<b>Name of the interested directors /KMPs</b>	<b>Maximum amount upto which loan/guarantee/ security may be provided by the company.</b>
1.	Cressanda Analytica Service Private Limited	1. Arun Kumar Tyagi 2. Rajkumar Dinesh Masalia	Upto Rs. 300.00 Crores aggregating at any point of time as may be provided to all or any of them as may be considered by the Board.
2.	Cressanda E-Platform Private Limited		
3.	Cressanda Food Solution Private Limited		
4.	Cressanda Staffing Solutions Private Limited		
5.	Cressanda Renewable Energy Solutions Limited		

However, before providing aforesaid loans, advances or guarantee and securities the Board shall ensure that: -

- 1) The said loan will be used by entities in their normal course of business.
- 2) The same is in Compliance under section 186 and 188 of the Companies Act, 2013.
- 3) The related entity will check their limit as prescribed under section 180 of the Companies Act, 2013 if applicable.

In case of any subsidiaries / joint ventures incorporated in future, the Board of Directors may grant loan or give guarantee or provide security within the aggregate amount of Rs 300 Cr, to such entities subject to the approval of the Audit Committee.

**CRESSANDA SOLUTIONS LIMITED**

Mr. Arun Kumar Tyagi, Managing Director and Mr. Rajkumar Dinesh Masalia, Executive Director along with their relatives may be deemed to be concerned or interested financial to the extent of the loans, advances, guarantee, or securities furnished by the Company.

The Board recommends the Special Resolution as mentioned at Item No.6 of this Notice for your approval.

#### **Item No-7**

Members may note that the Cressanda Solutions Limited (“the Company or Cressanda”) which emerged its business trajectory in the year 1985 has over the years evolved in the metamorphosis growth story reaping plethora of growth opportunities into Information Technology business and IT enabled Industry. Cressanda is ushering into the new exciting business arena while maintaining pioneer position in the IT Enabled Industry. With a view to embark this growth journey in the conventional and non-conventional business areas, it is proposed to rebrand Cressanda as Cressanda Railway Solutions Limited.

The company has entered into a Historic Agreement with Eastern Railways and Kolkata Metro to provide several Non-Fare Revenue Services.

The Company’s present name “Cressanda solutions Limited” contains only “Solutions” in its name and hence, it no longer justifies with all the business activities being undertaken by the Company either directly or through its subsidiaries. Accordingly, it is proposed to change the existing name of the Company as to depict the Company’s over-arching expertise in various facets of Railway Sector.

The Board of the Company at its meeting held on September 11, 2023, subject to the approval of the Shareholders of the Company by way of special resolution and approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved the change in name of the Company from “Cressanda Solutions Limited” to “Cressanda Railway Solutions Limited” along with the consequential amendments required to be made in the Memorandum of Association and Articles of Association of the Company.

Members of the Company are hereby further informed that the Company had made application for reservation of name to Central Registration Centre (“CRC”), Ministry of Corporate Affairs, which has been approved by CRC vide its letter dated October 16, 2023 and it has been confirmed that the new name i.e. “Cressanda Railway Solutions Limited” is available for registration.

As per the provisions of Section 13 and 14 of the Companies Act, 2013, approval of the shareholders is required for changing the name of the Company and consequent alteration in the Memorandum of Association and Articles of Association by way of passing a Special Resolution.

Therefore, the Board recommends the resolution as set out at Item No. 7 of this notice for your approval as a special resolution.

The proposed change of name will not affect any of the rights of the Company or of the shareholders/ stakeholders of the Company. All existing share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes.

### **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, Info@cressanda.com

**CIN: L51900MH1985PLC037036**

The Certificate is obtained from the statutory auditors in terms of Regulation 45(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) stating compliance of conditions as provided under Regulation 45(1) of SEBI Listing Regulations.

The Board believes that the change in the name of the Company, which is being undertaken as part of corporate rebranding, would make the name of the Company, simple, sharp, focused and more relatable to the activities of the Company.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the aforesaid resolution, except to the extent of their shareholding, if any.

#### **Item No-8**

M/s Rishi Sekhri & Associates, Chartered Accountants have tendered their resignation as Statutory Auditors w.e.f. November 10, 2023 citing reasons that pursuant to SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 they are unable to continue as auditors because of expiry of their peer Review Certificate.

This has resulted into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013. Casual vacancy caused by the resignation of auditor shall be approved by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company. The Board of Directors of the Company recommended the appointment of M/s Agarwal Jain & Gupta, Chartered Accountants (FRN: 013538C) as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Rishi Sekhri & Associates. Accordingly, shareholders’ approval by way of special resolution is sought.

M/s Agarwal Jain & Gupta, Chartered Accountants (FRN: 013538C), have conveyed their consent for being appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013 and shall satisfy the criteria as provided under section 141 of the Companies Act, 2013.

The Board of Directors of the Company recommends the passing of the resolution in Item No.8 of the notice as a special resolution.

None of the Directors or Key Managerial Persons of the Company (including their relatives), except to the extent of their shareholding in the Company are concerned or interested in the said resolution.

#### **Item No-9**

In order to make the main object clause and other object clause of the Memorandum of Association (“MOA”) comprehensive and to include activities to be undertaken by the Company from time to time, consequent to integration of entities, it is proposed to modify these object clauses of the MOA.

Also, there is a change in the nature of business, the Company is engaged in.

The Board at its meeting held on November 10,2023 has approved alteration of the MOA of the Company and the Board now seek Members’ approval for the same.

### **CRESSANDA SOLUTIONS LIMITED**

The proposed change of main object clause and other object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

A copy of the proposed MOA of the Company would be available for inspection for the Members at the Registered Office/Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 A.M. to 5.00 P.M. till the date closure of postal ballot.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, shall be considered to be concerned or interested in the proposed Special Resolution.

The Board recommends the Special Resolution set forth in Item No. 9 of the Notice for approval of the Members.

#### **Item No-10**

Members be and are hereby informed that the company has made several investments, disinvestments, acquisitions, disinvestments for the expansion and growth of the business of the company.

The company on September 27,2023 has executed a share purchase agreement with M/s Mastermind Advertising Private Limited to acquire 51 % stake in the company.

Further, the above said acquisition is within the statutory limit of Section 186 of the Companies Act,2013.

The members are further informed that the board in its duly convened 13/2023-24 meeting held on November 2, 2023 after giving due regard to the Accounting Standards for consolidation of financial statements has considered the status and continuity of the subsidiary companies on the basis of income, revenue and all other financial parameters.

We would like to further bring to your notice that, the board after due discussion and deliberation reviewed the Share Purchase Agreement along with the consideration as specified therein for “Lucida Technologies Private Limited” and henceforth for safeguarding the interest of the stakeholders of the company has declared the Share Purchase Agreement as Void and in-operative.

Your board recommends to pass the resolution set out as Item No.10 in the notice as a Special Resolution as a practice of enhanced corporate governance.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, shall be considered to be concerned or interested in the proposed Special Resolution.

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