

CRESSANDA/SE/2024-25

30th September, 2024

To,
Listing Compliances
BSE Limited
P.J. Towers, Dalal Street, Fort,
Mumbai - 400001.

BSE Scrip Id: CRESSAN BSE Scrip Code: 512379

Subject: Submission of proceedings of the 39th Annual General Meeting of the Company.

Dear Sir/ Ma'am,

Pursuant to the Regulation 30 of the SEBI (LODR) Regulations, 2015 we are pleased to submit the proceedings of the 39th Annual General Meeting of Cressanda Railway Solutions Limited (*formerly known as Cressanda Solutions Limited*) duly held on Monday, 30th September, 2024 at 02:00 P.M. and concluded at 02:10 P.M. through Video Conferencing or Other Audio Video Means (VC/OAVM) for which purposes the Registered Office of the Company situated at Flat No.12A, 3rd Floor, Embassy Centre, Jammalal Bajaj Marg, Plot no 207, Nariman Point, Mumbai, Maharashtra, India, 400021 shall be deemed as the venue for the Meeting.

Please note that the results of e-voting will be intimated to you separately upon receipt of **Report from the Scrutinizer CS Chirag Jain within 2 (Two) Working days from the conclusion of the 39th Annual General Meeting.**

You are requested to please take on record the above said document for your reference and further needful.

Thanking You,
Yours Faithfully,

For, CRESSANDA RAILWAY SOLUTIONS LIMITED
(formerly known as Cressanda Solutions Limited)

Sunilkumar Trivedi
(Company Secretary)
Membership No. A55181

Encl.: a/a

CRESSANDA RAILWAY SOLUTIONS LIMITED
(Formerly known as Cressanda Solutions Limited)

CIN: L73100MH1985PLC037036

Registered Office Address: Flat no.12A, 3rd Floor, Embassy Centre, Jammalal Bajaj Marg, Plot no 207, Nariman Point, Mumbai, Maharashtra – 400021, India

Branch Office: 6th Floor, Crescent Towers, 229, AJC Bose Road, Elgin Rd, Opposite to Minto Park, Kolkata, West Bengal - 700020, India

E-mail: info@cressanda.com ; Contact: + 91-8169245676 ; Website : www.cressanda.com

PROCEEDING OF THE 39TH ANNUAL GENERAL MEETING OF CRESSANDA RAILWAY SOLUTIONS LIMITED (FORMERLY KNOWN AS CRESSANDA SOLUTIONS LIMITED) HELD ON MONDAY THE 30TH SEPTEMBER, 2024 THROUGH VIDEO CONFERENCING (“VC”) OR OTHER AUDIO VIDEO MEANS (“OAVM”) FOR WHICH PURPOSES THE REGISTERED OFFICE OF THE COMPANY SITUATED AT FLAT NO.12A, 3RD FLOOR, EMBASSY CENTRE, JAMNALAL BAJAJ MARG, PLOT NO 207, NARIMAN POINT, MUMBAI, MAHARASHTRA, INDIA, 400021 SHALL BE DEEMED AS THE VENUE FOR THE MEETING COMMENCED AT 02:00 P.M. AND CONCLUDED AT 02:10 P.M.

The 39th Annual General Meeting of Cressanda Railway Solutions Limited (formerly known as Cressanda Solutions Limited) was held on Monday, 30th September, 2024 at **02:00 P.M** and concluded at **02:10 P.M** through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") in compliance with the applicable provisions of the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and various circulars issued by the Ministry of Corporate Affairs and the SEBI.

PRESENCE IN THE MEETING THROUGH VC/OAVM:

I. DIRECTORS:

S.No.	Name	Designation
1.	Mr. Chander Parkash Sharma	Chairman & Independent Director
2.	Mr. RajKumar Dinesh Masalia	Executive Director
3.	Mr. Arun Tyagi	Executive Director

Mr. Mukesh Tyagi, Mr. Satya Prakash and Ms. Nisha Zutshi, Independent Directors, were present at the meeting.

II. OFFICERS IN PRESENCE:

1. Mr. Sunilkumar Trivedi : Company Secretary & Compliance Officer
2. Mr.. Hemant Singh : Chief Financial Officer

III. SPECIAL INVITEE

1. CS Chirag Jain: Scrutinizer & Secretarial Auditor for remote E-Voting and E-voting at AGM
2. H Rajen & Co.: Representative of Statutory Auditor was present in the meeting.

The Company Secretary informed that there is minimum requirement to have 30 members to be present, to form Quorum for the Meeting. However, after confirmation from NSDL about the Quorum CS commenced the meeting virtually and 15 members attended the meeting physically at the registered office of the company. Company has kept the record for the same.

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PROCEEDINGS OF THE MEETING

As per the Article of Association of the Company Mr. Chander Parkash Sharma, Chairman of the Board occupied the Chair for the Meeting. The requisite quorum being present, the Chairman called the meeting in order.

The Chairman informed the Members that the meeting is being held through Video Conferencing/ Other Audio-Visual Means (VC/OAVM) in accordance with the various circulars and guidelines issued by MCA and SEBI. He introduced the members of the Board and other officials present at the meeting.

Mr. Chander Parkash Sharma, the Independent Director and the Chairman of the Audit Committee, was also present to respond to the Query related thereto, if any.

The Company Secretary informed that the Company has enabled the Members to participate at the 39th AGM through the Video Conferencing/ Other Audio-Visual Means (VC/OAVM) facility provided by NSDL. It was further informed that the Members have been provided with the facility to exercise their right to vote by electronic means, both through remote e-voting and e-voting at the 39th AGM in accordance with the provisions of the Companies Act, 2013 and SEBI Listing Regulations. The Members joining the meeting through Video Conferencing/Other Audio-Visual Means (VC/OAVM), who have not casted their vote by means of remote e-voting, may vote through e-voting facility provided at the AGM.

Company Secretary informed the members that, electronic copies of the Notice enclosed with the Annual Report for the financial year 2023-24 have been sent to all the members who's Email Ids were registered with the Company or Depository Participant(s). The Notice of this 39th Annual General Meeting is given from Page No. 187 to 189 of 39th Annual Report.

The Auditors Report on the Standalone & Consolidated Financial Statements of the Company is given by the Statutory Auditor M/s Agrawal Jain & Gupta, Chartered Accountant, is duly attached in Annual Report

The Secretarial Audit Report for Financial Year 2023-24 is given by M/s JCA & Co, Practicing Company Secretaries, Mumbai is given in the Annual Report.

It was also informed that the documents including the Register of Director's and their Shareholding, Register of Contracts, copies of audited financial statements, etc., were available for inspection. However, the Company has not received any request from any shareholder for inspection.

The Company Secretary informed to the members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company had provided the remote e-voting facility through the platform of NSDL to the

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members of the Company to vote on the resolutions in respect of the business to be transacted at the AGM. The facility to cast e-vote was also made available during the AGM.

The Company informed that as per provisions of Companies Act, 2013 and SEBI (LODR) Regulations, 2015. The company has also provided to casts vote of members through Remote E-voting. The remote e-voting was commenced on 9:00 A.M. of 27th September, 2024 had already been completed at 5.00 P.M. on 29th September, 2024.

The Chairman further informed that the Company has appointed CS Chirag Jain, Practicing Company Secretary as scrutinizer to scrutinize the remote e-voting prior and during the AGM in a fair and transparent manner.

The Company informed the members with respect to the business to be transacted at the Meeting. As per notice dated 6th September, 2024 convening the 39th Annual General Meeting of the Company, the following businesses were transacted at the Meeting.

ORDINARY BUSINESS:

1. Adoption of the Standalone and Consolidated Audited Financial Statements containing the Balance Sheet as at 31st March 2024, the Statement of Profit & Loss, Cash Flow, Changes in Equity and notes thereto of the company for the financial year ended 31st March 2024 and the Report of the Board's and Auditors thereon.
2. Appointment of Director in place of Mr. Arun Tyagi (DIN: 05195956) who is liable to retire by rotation at this AGM and being eligible offers himself for re-appointment.
3. Appointment of Director in place of Mr. Rajkumar Dinesh Masalia Executive Director (DIN: 09772797) who is liable to retire by rotation at this AGM and being eligible offers himself for re-appointment.
4. Appointment M/s. H. Rajan & Co., Chartered Accountants, Mumbai (FRN: 108351W), as the statutory Auditor of the Company from the conclusion of this AGM until the conclusion of 44th AGM and to fix their remuneration.

SPECIAL BUSINESS:

5. Approval of existing as well as new material related party transactions with Master Mind Advertising Private Limited Subsidiary Company.
6. Ratify and approve the variation in the objects of Rights Issue pursuant to the letter of offer dated June 12, 2023.
7. Approval and revision in the terms of appointment and remuneration of Mr. Arun Kumar Tyagi (DIN: 05195956), Managing Director of the company.

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Thereafter, the CS informed all the members of the Company that the results of the E-Voting conducted prior and during the AGM along with the report of the scrutinizer will be announced within two working days from the conclusion of the AGM and the results of the voting shall be declared by the Chairman upon receipt of the Scrutinizers Report and the same shall be placed at website of the Company and BSE website.

The recorded transcript of the forthcoming AGM shall also be made available on the website of the company as soon as possible after the Meeting is over.

Thereafter, being no other business, the Meeting declared as concluded by the Chairman at 02:10 P.M. on 30th September, 2024, with a vote of thanks to the Chair given by Mr. Sunilkumar Trivedi, Company Secretary, Compliance Officer & KMP of the Company.

For, CRESSANDA RAILWAY SOLUTIONS LIMITED
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Sunilkumar Trivedi
(Company Secretary)
Membership No:- A55181

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