

Form MGT -13

SCRUTINIZER'S REPORT FOR E-VOTING

Pursuant to section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rule, 2014

To,
**The Chairman of the 34th Annual General Meeting of
Cranes Software International Limited**
**Regd. Off: # 82, Presidency Building, 3rd & 4th Floor, St. Marks' Road,
Bengaluru - 560 001. Bangalore - 560 029**

Dear Sir,

Sub.: 34th Annual General Meeting held on Monday, the 30th September 2019 at 11:00 AM

Combined Report E-Voting and Poll on passing of resolutions through Electronic means under the Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rule, 2014 .

I, CS Srinivasan K, a Practising Company Secretary, **PCS 10957** having office at No. C2, Malnad Castle, Kaggadasapura Main Road, Bangalore - 560 093, India, have been appointed as a Scrutinizer by the Board of Directors of **M/s. Cranes Software International Limited, L05190KA1984PLC031621** (the "Company") for e-voting held between 27th September, 2019 to 29th September, 2019, and at the **Annual General Meeting** on the below mentioned resolution(s), set out in the Notice convening the **34th Annual General Meeting** of the Equity Shareholders, held at **11.00 AM on Monday, the 30th September 2019 at 11:00 AM at Oleander Hall, Iris Hotel, #70, Brigade Road, Bangalore - 560 025.**

Responsibility of the Management of the Company

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the rules made thereunder in relation to exercising of voting rights through electronic means in relation to resolutions proposed to be passed at the ensuing Annual General meeting of the Company.

Responsibility as a Scrutinizer

My responsibility as a Scrutinizer for the e-voting process is restricted to make a Scrutinizer's report of the votes casted "in favour" or "against" the resolution(s) set out in the notice convening the Annual General Meeting, based on the reports generated from the e-voting system provided by the **Central Securities Depository Services (India) Limited ("CDSL")**, the authorized agency engaged by the Company for providing e-voting facilities to its shareholders.

In respect of the e-voting, I submit as follow:

1. On completion of E-Poll by the members of the Company, M/s. Integrated Registry Management Services Pvt. Ltd (Registrar and Transfer Agents of the Company) No. 30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bangalore – 560003 provided us with the voting results.
2. The votes were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

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3. The votes, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. I have rendered the Scrutinizers Report separately on the remote e-voting and by using ballots at the meeting, I hereby submit consolidated Scrutinizer's Report pursuant to **Rule 20(4) (xii) of the Companies (Management and Administration) Rule, 2014 on all 4 Resolutions contained in the Notice convening the AGM.**
5. The combined voting and result of the Poll is as under:

ORDINARY BUSINESS

Resolution No. 1 - Adoption of Accounts:

(i) The audited standalone financial statements of the Company for the financial year ended 31st March, 2019, the reports of the Board and auditors' thereon;

(ii) The audited consolidated financial statements of the Company for the financial year ended 31st March, 2019, the reports of the Board and auditors' thereon;

(i) Voted in favour of the resolution:

Number of members voted in E-voting	Number of votes cast by them in E-voting	Number of members voted in Poll	Number of votes cast by them in Poll	Total Number of votes cast by them in E-voting and Poll	% of total number of valid votes cast
10	63902	43	2282972	2346874	100.00

(ii) Voted against the resolution:

Number of members voted in E-voting	Number of votes cast by them in E-voting	Number of members voted in Poll	Number of votes cast by them in Poll	Total Number of votes cast by them in E-voting and Poll	% of total number of valid votes cast
0	0	0	0	0	0

(iii) Invalid votes:

Number of members voted in E-voting	Number of votes cast by them in E-voting	Number of members voted in Poll	Number of votes cast by them in Poll	Total Number of votes cast by them in E-voting and Poll	% of total number of valid votes cast
0	0	0	0	0	0



**Resolution No. 2 –
Director appointment:**

To appoint Mr.Mueed Khader (Din: 00106674), who retires by rotation as a director.

(i) Voted in favour of the resolution:

Number of members voted in E-voting	Number of votes cast by them in E-voting	Number of members voted in Poll	Number of votes cast by them in Poll	Total Number of votes cast by them in E-voting and Poll	% of total number of valid votes cast
10	63802	42	2282972	2346774	99.96

(ii) Voted against the resolution:

Number of members voted in E-voting	Number of votes cast by them in E-voting	Number of members voted in Poll	Number of votes cast by them in Poll	Total Number of votes cast by them in E-voting and Poll	% of total number of valid votes cast
0	0	0	0	0	0

(iii) Invalid votes:

Number of members voted in E-voting	Number of votes cast by them in E-voting	Number of members voted in Poll	Number of votes cast by them in Poll	Total Number of votes cast by them in E-voting and Poll	% of total number of valid votes cast
0	0	1	1000	1000	0.04

SPECIAL BUSINESS

**Resolution No. 3 –
Approval of Related Party transaction:**

To accord consent of the shareholders of the Company be and is hereby accorded to the Company, for entering into various related party transaction(s) with various parties as per Ordinary Resolution placed before the Members

(i) Voted in favour of the resolution:

Number of members voted in E-voting	Number of votes cast by them in E-voting	Number of members voted in Poll	Number of votes cast by them in Poll	Total Number of votes cast by them in E-voting and Poll	% of total number of valid votes cast
9	63802	43	2282972	2346774	100.00

(ii) Voted against the resolution:

Number of members voted in E-voting	Number of votes cast by them in E-voting	Number of members voted in Poll	Number of votes cast by them in Poll	Total Number of votes cast by them in E-voting and Poll	% of total number of valid votes cast
1	100	0	0	100	-

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(iii) Invalid votes:

Number of members voted in E-voting	Number of votes cast by them in E-voting	Number of members voted in Poll	Number of votes cast by them in Poll	Total Number of votes cast by them in E-voting and Poll	% of total number of valid votes cast
0	0	0	0	0	0

Resolution No. 4 –

Appointment of Independent Director:

To re-appoint Mr. Richard Holden Gall (Din:00906340) as an independent director.

(i) Voted in favour of the resolution:

Number of members voted in E-voting	Number of votes cast by them in E-voting	Number of members voted in Poll	Number of votes cast by them in Poll	Total Number of votes cast by them in E-voting and Poll	% of total number of valid votes cast
9	3902	43	2282972	2286874	97.44

(ii) Voted against the resolution:

Number of members voted in E-voting	Number of votes cast by them in E-voting	Number of members voted in Poll	Number of votes cast by them in Poll	Total Number of votes cast by them in E-voting and Poll	% of total number of valid votes cast
1	60000	0	0	60000	2.56

(iii) Invalid votes:

Number of members voted in E-voting	Number of votes cast by them in E-voting	Number of members voted in Poll	Number of votes cast by them in Poll	Total Number of votes cast by them in E-voting and Poll	% of total number of valid votes cast
0	0	0	0	0	0

A soft copy of the list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution has been emailed to the authorized representative of the Company. Poll paper and other relevant records have been duly handed over to the Company for safe keeping.

Note: Resolutions No 1 to 3 stated above are passed as Ordinary Resolution and Resolution No 4 as Special Resolution.

Thanking you,

Yours faithfully,

Practising Company Secretary

ACS: 2714

CP No 10957

Place: Bangalore

Dated: 1st October 2019

K.Srinivasan
Srinivasan. K
Company Secretary
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