

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 32nd Annual General Meeting of
Cranes Software International Limited
Regd. Off: #2, Tavarekere,
Bannerghatta Road, 1st Phase,
1st Stage, BTM Layout, Bangalore - 560 029

Dear Sir,

Sub.: 32nd Annual General Meeting held on Thursday, the 28th September, 2017 at 10:30 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 25th September, 2017 to 27th September, 2017 and at the **Annual General Meeting** on the below mentioned resolution(s), set out in the Notice convening the **32nd Annual General Meeting** of the Equity Shareholders, held at **10.30 AM** on Thursday, the 28th September, 2017 at the Registered Office of the Company at Orchid Hall, Hotel Ramada Bangalore, #11, Park Road, Near Indian Express, Bangalore - 560 051.

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 Enterprises (India) Limited (Registrar and Transfer Agents of the Company) No. 30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bangalore – 560003 provided us with the voting results.



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CS K Srinivasan
Company Secretary

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.
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 6 Resolutions contained in the Notice convening the AGM.
5. The combined voting and result of the Poll is as under:

(a) Resolution No. 1 -

Adoption of Accounts: TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017, INCLUDING THE AUDITED BALANCE SHEET AS AT 31ST MARCH, 2017, THE STATEMENT OF PROFIT AND LOSS, FOR THE YEAR ENDED ON THAT DATE AND 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
19	205689	11	1011462	1217151	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



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(b) Resolution No. 2 -

To appoint new Auditors in place of retiring Auditors: TO APPOINT M/s SETHIA PRABHAD HEGDE & CO, AUDITORS FOR A PERIOD OF FIVE YEARS IN PLACE OF RETIRING AUDITORS M/S. S JANARDHAN & ASSOCIATES.

(i) **Voted in favour of the resolution:**

Number of members voted in E-voting	Number of votes cast by them in E-voting ¹⁰	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
19	205689	11	1011462	1217151	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

(c) Resolution No. 3 -

TO APPROVE BORROWING POWERS (SPECIAL RESOLUTION).

(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
14	204088	11	1011462	1215550	99.87

(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
5	1601	0	0	1601	0.13

(iii) **Invalid votes:**

Number of members	Number of votes cast by	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



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Company Secretary

voted in E-voting	them in E-voting				
0	0	0	0	0	0

(d) Resolution No. 4 -

TO APPROVE POWER TO CREATE CHARGE / MORTGAGE (SPECIAL RESOLUTION)

(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
13	185958	11	1011462	1197420	98.38

(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
6	19731	0	0	19731	1.62

(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

(e) Resolution No. 5 -

TO REAPPOINT MR. MUEED KHADER AS WHOLE-TIME DIRECTOR (ORDINARY RESOLUTION)

(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
15	186059	10	1010462	1196521	98.39

(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
4	19630	0	0	19630	1.61

(iii) **Invalid votes**

Number of members	Number of votes cast by	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



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voted in E- voting	them in E- voting				
0	0	0	0	0	0

6. 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.

7. Number of votes cast against resolutions, being negligible, taken as 0.01%.

* Resolutions No 3 and 4 stated above are passed as Special Resolutions and Resolutions No 1, 2 and 5 as Ordinary Resolutions.

Thanking you,

Yours faithfully,


CS Srinivasan.K
Practising Company Secretary
ACS: 2714
CP No 10957

Place: Bangalore

Dated: 29th September 2017