CS K Srinivasan Company Secretary

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 36th Annual General Meeting of Cranes Software International Limited Regd. Off: # 82, Presidency Building, 3rd & 4th Floor, St. Marks' Road, Bengaluru - 560 001.

Dear Sir,

Sub.: 36th Annual General Meeting held on Thursday September 30, 2021 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, 2020 to 29th September, 2021, and at the Annual General Meeting on the below mentioned resolution(s), set out in the Notice convening the 36th Annual General Meeting of the Equity Shareholders, held on Thursday September 30, 2021 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:

- 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.

C2, Malnad Castle, Next to SBI, Kaggadasapura Main Road, C V Raman Nagar, Bangalore- 560 093 Ph: 9845260499; Mail: ksrinivasan.cs@gmail.com

Company Secretary

- 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 - (Ordinary Resolution) Adoption of Accounts:

(i) The audited standalone financial statements of the Company for the financial year ended 31st March, 2021, the reports of the Board and auditors' thereon;

(ii) The audited consolidated financial statements of the Company for the financial year ended 31st March, 2021, the reports of the Board and auditors' thereon;

(1) V	(i) Voted in lavour of the resolution.										
Number of	Number of	Number of	Number of votes	Total Number of votes	% of total						
members	votes cast by	members	cast by them in	cast by them in E-	number of						
voted in E-	them in E-	voted in Poll	Poll	voting and Poll	valid votes						
voting	voting				cast						
49	256267	44	3333205	3589472	99.56						

(i) Voted in favour of the resolution:

(ii) Voted against the resolution:

()									
Number	of	Number	of	Number o	f	Number of votes	Total Number of votes	% 0	of total
members		votes cast b	зу	members		cast by them in	cast by them in E-voting	numbe	er of
voted in	E-	them in I	E-	voted in Poll		Poll	and Poll	valid	votes
voting		voting						cast	
8		15895		0		0	15895		0.44

(iii) Invalid votes:

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



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SPECIAL BUSINESS

Resolution No. 2 - (Special Resolution)

RE-APPOINTMENT OF MR. ASIF KHADER AS THE CHAIRMAN AND MANAGING DIRECTOR (KEY MANAGERIAL PERSONNEL) OF THE COMPANY.

(i) Voted in favour of the resolution:

voting 40			8745		44	_	3333205	3521950	Casi	97.7	'1
	E-	them votina		E-	voted in Poll		Poll	and Poll	valio cast	-	votes
members					members		,	cast by them in E-voting			of
Number	of	Numb	er	of	Number o	of	Number of votes	Total Number of votes	%	of	total

(ii) Voted against the resolution:

	· /							
Number	of	Number	of	Number of	Number of votes	Total Number of votes	% of	total
members		votes cast	by	members	cast by them in	cast by them in E-voting	number	of
voted in	E-	them in	E-	voted in Poll	Poll	and Poll	valid	votes
voting		voting					cast	
15		82617		0	0	82617	2.29	Э

(iii) Invalid votes:

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

Resolution No. 3 – (Special Resolution)

TO APPROVE THE RE-APPOINTMENT OF MRS. AKTHAR BEGUM AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

Voted in favour of the resolution:

OV800

40		188730		44	3333205	3521935	97.	71
voting		voting					cast	
voted in	E-		E-	voted in Poll	Poll	and Poll	valid	votes
members		votes cast	by	members	cast by them in	cast by them in E-voting	number	of
Number	of	Number	of	Number of	Number of votes	Total Number of votes	% of	total

(ii) Voted against the resolution:

15	82632		0	0	82632	2.2	9
voting	voting					cast	
voted in E		E-	voted in Poll	Poll	and Poll	valid	votes
members	votes cast	'			cast by them in E-voting	number	of
Number o		of			Total Number of votes		total

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Invalid votes: (iii) Total Number of votes % of total Number Number of votes of of Number of Number cast by them in E-voting number of members cast by them in votes cast by members and Poll valid votes Poll voted in Poll voted in Ethem in Ecast voting voting 0 0 0 0 0 0

Resolution No. 4 – (Special Resolution) APPROVAL OF RELATED PARTY TRANSACTION:

(i) Voted in favour of the resolution:

(.)					ie recondition				7	
Number	of	Numbe	er	of	Number	of	Number of votes	Total Number of votes	% of	total
members		votes	cast	by	members		cast by them in	cast by them in E-voting	number	of
voted in	E-	them	in	E-	voted in Poll		Poll	and Poll	valid	votes
voting		voting							cast	
42		188	8817		44		3333205	3522022	97.	71

(ii) Voted against the resolution:

		voted in Poll	Poll	and Poll	valid cast	votes
voted in E- ther		voted in Poll	Poll	and Poll		votes
voted in E- ther	n in E-	voted in Poll	Poll	and Poll	valid	votes
	,				number	of
members vote	s cast by	members	cast by them in	cast by them in E-voting	number	-
Number of Nur	nber of	Number o	Number of votes	Total Number of votes	% of	total

(iii) Invalid votes:

		U		0		0	0	0	
0		0		0	\rightarrow	-		Casi	
voung		voting						cast	
voting			-			1 011	anu Foli	valid	votes
voted in	E-	them in I	E-	voted in Poll		Poll	and Poll		
		votes cast l				cast by them in	cast by them in E-voting	number	of
members		votos cost l	I	manhara			rotal Humber of Votes	70 01	lolai
Number	of	Number	of	Number o	of	Number of votes	Total Number of votes	% of	total

Resolution No. 5 – (Special Resolution) RECLASSIFICATION OF PROMOTERS OF THE COMPANY AS PUBLIC SHAREHOLDERS:

(1V)	Vot	ed in favour of t	he resolution:				
Number members voted in voting	of	Number of votes cast by	Number of members	Number of votes cast by them in Poll	Total Number of votes cast by them in E-voting and Poll	% of number valid	total of votes
41		249137	49	9324405		cast	
				5524405	9573542	99.7	7

(v) Voted against the resolution:

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

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				CS K Sriniyasan			
				Company Secretar			
15	22325	0	0	22325	0.23		

(vi)	Inva	alid votes:						
Number	of	Number	of					total
members		votes cast	by	members	cast by them in	cast by them in E-voting	number	of
voted in	E-	them in	É-	voted in Poll	Poll	and Poll	valid	votes
voting		voting					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 stated above is passed as Ordinary Resolution and Resolution No 2 to 5 as Special Resolution.

Thanking you,

Yours faithfully,

Practising Company Secretary ACS: 2714 CP No 10957 Place: Bangalore Dated: 1" October 2021 UDIN - A002714C001070528



Srinivasan, K

Company Secretary ACS 2714 CP No: 10957

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