



COMPANY SECRETARY

**CS SUPRIYA KUMAR GUHA**  
**COMPANY SECRETARY**

**SCRUTINISER'S REPORT ON E-VOTING - COMBINED**  
**(Consolidated Report of Scrutinizer on remote e-voting and voting**  
**at the 37<sup>th</sup> Annual General Meeting)**

[Pursuant to Sections 108 and 109 of the Companies Act, 2013 read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman of the 37<sup>th</sup> Annual General Meeting of  
Equity Shareholders of  
**CRANES SOFTWARE INTERNATIONAL LIMITED**  
**(L05190KA1984PLC031621)**  
held on Friday, September 30, 2022 at 10.30 a.m.

Sub.: **Scrutinizer's Report on remote e-voting and voting at AGM in terms of provisions of Sections 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard - 2 (SS - 2) on General Meetings issued by the Institute of Company Secretaries of India and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the 37<sup>th</sup> Annual General Meeting (AGM) of the Company held on Friday, September 30, 2022 at 10.30 a.m.**

Dear Sir,

I, Supriya Kumar Guha, Company Secretary in Practice (Membership No.: **F2625** and C.P. No.: **14795**), Bangalore, have been appointed by the Board of Directors of **CRANES SOFTWARE INTERNATIONAL LIMITED ("the Company")** as the Scrutinizer the purpose of scrutinising the remote e-voting process and e-voting during AGM as per the provisions of Section 108 of the Companies Act, 2013 ("**the Act**") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 ("**the Rules**"), Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ("**SS-2**") and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**the Regulation**") as amended from time to time, on the resolutions contained in the notice to the 37<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company, held on Friday, September 30, 2022 at 10.30 a.m.

2. The Company has engaged Central Depository Services (India) Limited ('CDSL') for using their platform for providing facility for voting through remote e-voting as well as venue voting on the day of AGM. The remote e-voting remained open from Tuesday, September 27, 2022, 09:00 a.m. (IST) to Thursday, the September 29, 2022, 05:00 p.m. (IST) and the remote e-voting platform was blocked thereafter.

3. Under the provisions of Section 109 of the Act read with Rule 21 of the Rules, as amended, and in terms of the SS-2, Mr. Supriya Kumar Guha, Company Secretary in Practice (C.P. No.: 14795, Membership No.: F2625), was appointed as the Scrutinizer to scrutinize the evoting process on all the resolutions at the 37<sup>th</sup> AGM held on Friday, September 30, 2022 at 10:30 a.m.

4. The notice dated September 8, 2022, as confirmed by the Company sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/Depositories, in compliances with the MCA Circular dated May 5, 2020 as amended by general circular no. 02/2021 dated January 13, 2021 read with the circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020.



**CS SUPRIYA KUMAR GUHA**  
**COMPANY SECRETARY**

5. For the purpose of ensuring that the Members who have cast their votes through remote voting do not vote again at the AGM, we had access, after the closure of period for remote voting and before the start of the AGM, to details relating to the Members, such as their names, folios nos./Client and DP ID, number of shares held and such other information that we may require, who have cast votes through remote e-voting but not the manner in which they have cast their votes. I, after the conclusion of the e-voting at the AGM, counted the votes cast at the AGM and thereafter unblocked the votes cast through remote e-voting and made the Consolidated Scrutinizer's Report of the total votes cast in favour or against, invalid votes, if any. Votes cast through remote e-voting were unblocked in the presence of two witnesses, Mr. Yassar Khan (Shareholder) and Mr. Mehul Jain, Practicing Company Secretary, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

(Yassar Khan)

(Mehul Jain)

6. The Members whose names appeared in the Register of Members/List of Beneficial Owners as on the cut-off date, i.e. Friday, September 23, 2022 were entitled to vote on the resolutions as set out in the notice of the meeting and their voting rights were in proportion to their share in the paid-up capital equity share capital of the Company as on the cut-off.

7. With respect to e-voting at the AGM, after the time fixed for closing of e-voting by the Chairman at the AGM, the electronic system recording the e-votes was locked. The e-votes cast at the AGM were unblocked on Friday, September 30, 2022 after 15 minutes of conclusion of the AGM.

8. As requested by the Management of the Company, we hereby submit our combined report on the result of remote e-voting together with that of voting at 37<sup>th</sup> AGM, based on the - reports generated from CDSL website, with brief description of resolutions, as under. Kindly refer to the notice of the 37<sup>th</sup> AGM of the Company for the complete details of resolutions. Based on the voting results, we report that all the resolutions as set out in the Notice of the AGM dated September 8, 2022 have been passed with requisite majority, *except Resolution no. 3.*

**1. Ordinary Business:**

**A. Resolution No. 1 - as an Ordinary Resolution:**

- a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022, together with the Reports of the Board of Directors and the Auditors thereon; and
- b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022, together with the Report of the Auditors thereon:

Particulars	Remote e-voting			Voting at AGM			Invalid Votes	Total Valid Votes		
	Ballots	Votes	%	Ballots	Votes	%		Ballots	Votes	%
Assent	53	8,84,436	16.46	23	44,77,402	83.33	0	76	53,61,838	99.79
Dissent	15	11,405	0.21	0	0	0	0	15	11,405	0.21
<b>Total</b>	<b>68</b>	<b>8,95,841</b>	<b>16.67</b>	<b>23</b>	<b>44,77,402</b>	<b>83.33</b>	<b>0</b>	<b>91</b>	<b>53,73,243</b>	<b>100</b>



**CS SUPRIYA KUMAR GUHA  
COMPANY SECRETARY**

**B. Resolution no. 2 - as an Ordinary Resolution**

To consider and appoint a Director in place of Mr. Mueed Khader (DIN: 00106674), who retires by rotation and being eligible, offers himself for re-appointment.

Particulars	Remote e-voting			Voting at AGM			Invalid Votes	Total Valid Votes		
	Ballots	Votes	%	Ballots	Votes	%		Ballots	Votes	%
Assent	45	7,18,135	13.37	23	44,77,402	83.33	0	68	51,95,537	96.69
Dissent	23	1,77,706	3.31	0	0		0	23	1,77,706	3.31
<b>Total</b>	<b>68</b>	<b>8,95,841</b>	<b>16.68</b>	<b>23</b>	<b>44,77,402</b>	<b>83.33</b>	<b>0</b>	<b>91</b>	<b>53,73,243</b>	<b>100</b>

**C. Resolution no. 3 - as an Ordinary Resolution**

To consider and approve the appointment of Statutory Auditors of the Company

Particulars	Remote e-voting			Voting at AGM			Invalid Votes	Total Valid Votes		
	Ballots	Votes	%	Ballots	Votes	%		Ballots	Votes	%
Assent	50	7,86,435	14.64	12	3257	0.06	0	62	7,89,692	14.70
Dissent	18	1,09,406	2.04	11	44,74,145	83.27	0	29	45,83,551	85.30
<b>Total</b>	<b>68</b>	<b>8,95,841</b>	<b>16.68</b>	<b>23</b>	<b>44,77,402</b>	<b>83.33</b>		<b>91</b>	<b>53,73,243</b>	<b>100</b>

**2. As Special Business**

**D. Resolution no. 4 - as a Special Resolution**

To consider and approve Related Party Transactions

Particulars	Remote e-voting			Voting at AGM			Invalid Votes	Total Valid Votes		
	Ballots	Votes	%	Ballots	Votes	%		Ballots	Votes	%
Assent	47	8,24,535	15.35	23	44,77,402	83.33	0	70	53,01,937	98.67
Dissent	21	71,306	1.33	0	0	0	0	21	71,306	1.33
<b>Total</b>	<b>68</b>	<b>8,95,841</b>	<b>16.68</b>	<b>23</b>	<b>44,77,402</b>	<b>83.33</b>	<b>0</b>	<b>91</b>	<b>53,73,243</b>	<b>100</b>



COMPANY SECRETARY

## CS SUPRIYA KUMAR GUHA COMPANY SECRETARY

9. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules relating to remote e-voting and e-voting at the 37<sup>th</sup> AGM on all the resolutions contained in the Notice of the 37<sup>th</sup> AGM of the Members of the Company. Our responsibility as scrutinizer for the remote e-voting process and e-voting at the 37<sup>th</sup> AGM is restricted to make Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolutions stated in the said notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited, the authorized agency engaged by the Company to provide e-voting facilities for Remote e-voting and e-voting at the 37<sup>th</sup> AGM.

Supriya Kumar Guha  
Scrutiniser  
Company Secretary in Practice  
C.P. No.: 14795  
Membership No.: F2625  
UDIN: F002625D001105045  
Date: September 30, 2022  
Place: Bangalore

Acknowledge receipt of the same.

For **CRANES SOFTWARE INTERNATIONAL LIMITED**

Mueed Khader  
Director  
DIN: 00106674  
Chairman of the 37<sup>th</sup> Annual General Meeting of the Company  
Date: 1<sup>st</sup> OCT, 2022  
Place: Bangalore