



CS SUPRIYA KUMAR GUHA COMPANY SECRETARY

SCRUTINISER'S REPORT ON E-VOTING

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 read with Secretarial Standard - 2 (SS-2) issued by the Institute of Company Secretaries of India]

To,
The Chairman of the 38th Annual General Meeting of
Equity Shareholders of
CRANES SOFTWARE INTERNATIONAL LIMITED
(L05190KA1984PLC031621)
held on Saturday, December 30, 2023 at 12.30 P.M.

Sub.: **Result of E-voting held for 38th Annual General Meeting (AGM) of the Equity Shareholders of Cranes Software International Limited held on Saturday, December 30, 2023, at 12.30 P.M. through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM')**

Dear Sir,

1. 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 38th Annual General Meeting (AGM) of the Members of the Company, held on Saturday, December 30, 2023 at 12:30 P.M. (Meeting commenced at 12:45 P.M.) through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM').
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 e-voting on the day of AGM. The remote e-voting remained open from Wednesday, December 27, 2023, 09:00 A.M. (IST) to Friday, December 29, 2023, 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 38th AGM held on Saturday, December 30, 2023 at 12:30 P.M. (Meeting commenced at 12:45 P.M.)
4. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to voting through electronic means and SS - 2 on the resolutions contained in the Notice to the 38th AGM of the Members of the Company. My responsibility as a scrutiniser for the e-voting process is restricted to prepare a Scrutiniser's Report on the votes cast "in favour" or "against" the resolutions as stated in notice to the 38th AGM, based on the report generated from the e-voting system provided by Central Depository Services Limited (CDSL), the authorized agency to provide e-voting facilities and engaged by the Company for the said purpose.

ADDRESS: 2409 HAL 3RD STAGE, 3RD CROSS, 2ND MAIN, BDA LAYOUT, BANGALORE 560017.

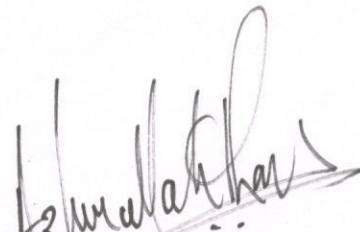
Phone 080-25210381

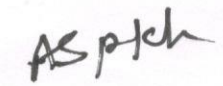


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5. The notice dated December 8, 2023, as confirmed by the Company sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered 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.
6. As per the information given by the Company the names of the Shareholders who had voted by remote e-voting through the facility provided by CDSL had been blocked and only those members who were present at the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.
7. After closure of the AGM, the votes cast through remote e-voting prior to the date of AGM were unblocked and downloaded from the e-voting website of Central Depository Services Limited (<https://www.evotingindia.com/>) in the presence of two witnesses, who are not in the employment of the company. The e-voting data/results downloaded from the e-voting system of CDSL were scrutinized and reviewed, the votes were counted, and the results were prepared.

Mr. Azhar Ullah Khan (Shareholder) and Mr. A S Prakash, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


(Azhar Ullah Khan)


(A S Prakash)

8. The Members whose names appeared in the Register of Members/List of Beneficial Owners as on the cut-off date, i.e. Friday, December 22, 2023 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.
9. Based on the data downloaded from CDSL e-voting system, the total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:



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1. Ordinary Business:

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

To receive, consider and adopt:

- the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon; and
- the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with the Report of the Auditors thereon.

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

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
59	1,15,45,037	100.00%

(ii) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
NIL	NIL	0.00%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
NIL	NIL

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.

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

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
57	1,15,44,917	100.00%

(ii) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
2	120	0.00%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
NIL	NIL



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As Special Business

C. Resolution no. 3 - as a Special Resolution

Appointment of Statutory Auditors of the Company

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

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
58	1,15,44,937	100.00%

(ii) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
1	100	0.00%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
NIL	NIL

D. Resolution no. 4 - as a Special Resolution

Approval of Related Party Transaction

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

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
57	1,15,44,837	100.00%

(ii) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
2	200	0.00%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
NIL	NIL



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E. Resolution no. 5 - as a Special Resolution

To consider and approve the Increase in Authorized Share Capital and consequent Alteration of Memorandum of Association of the Company

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

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
58	1,15,44,937	100.00%

(ii) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
1	100	0.00%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
NIL	NIL

F. Resolution no. 6 - as a Special Resolution

Issue of Equity Convertible Warrants on preferential basis to Promoter of the Company

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

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
58	1,15,44,937	100.00%

(ii) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
1	100	0.00%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
NIL	NIL



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G. Resolution no. 7 - as a Special Resolution

To receive, consider and approve the conversion of existing Partial Unsecured Loan of M/s Techuni Ventures Private Limited into Equity Shares of the Company.

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

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
56	1,15,44,817	100.00%

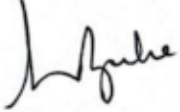
(ii) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
3	220	0.00%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
NIL	NIL

All electronic data and relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 38th Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.


Supriya Kumar Guha
Scrutiniser
Company Secretary in Practice
C.P. No.: 14795
Membership No.: F2625

SUPRIYA KUMAR GUHA
Company Secretary in Practice
FCS 2625 / CoP 14795
2409, HAL 3rd Stage, BDA Layout
Bangalore - 560017
Cell: 9845175001/ guha.supriyo@gmail.com

UDIN: F002625E003077477

Date: December 30, 2023
Place: Bengaluru

Acknowledge receipt of the same.

For and on behalf of
Cranes Software International Limited

Asif
Khader 
Asif Khader
Managing Director
DIN: 00104893

Chairman of the 38th Annual General Meeting of the Company

Date: December 30, 2023
Place: Bengaluru

ADDRESS: 2409 HAL 3RD STAGE, 3RD CROSS, 2ND MAIN, BDA LAYOUT, BANGALORE 560017.
Phone 080-25210381