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Minutes of the proceedings of the Twenty Ninth Annual General Meeting of the Shareholders of Cranes Software International Limited held on Monday, the 29th of September, 2014 at 10.30 AM. at Shri. Devaraj Urs Bhavan, #16-D, Miller Tank Bund Area, Vasanthanagar, Bangalore - 560052.

Present:

1. Mr. Asif Khader - **Managing Director & Chairman(elect) of the meeting**
2. Mr. Mueed Khader - Director
3. Mr. Richard Holden Gall - Director
4. Mr. P Phaneendra - Company Secretary

Invitees :

1. Statutory Auditor
2. Scrutinizer - Mr. P. Hemdev

1. Election of Chairman :

Mr. Asif Khader was elected as Chairman of the meeting, on voting by show of hands.

2. Chairman's Welcome :

Mr. Asif Khader, extended a warm welcome to the shareholders, of the Company and after ascertaining the presence of quorum, called the meeting to order. He spoke briefly about the operational challenges being faced by the Company, the Company's performance for the year under report and outlook for the future.

3. Notice of the meeting:

With the permission of the members, the notice convening the meeting was taken as read.

4. Auditor's report:

With the permission of the members, the auditor's report for the financial year ended 31-3-2014, was read out.

5. E-voting details:

The Chairman provided details of the e-voting that had already been concluded. This year the Company had provided for the first time the e-voting facility to all shareholders. The voting period began on 23rd September, 2014 at 9:00 AM and ended on 25th September at 5:00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 29th August, 2014, were able to cast their vote electronically.

The e-voting module was provided by CDSL. The Scrutinizer was Mr. P. Hemdev, Practicing Company Secretary, who was also present at the Meeting and introduced to the members.

The Chairman declared that the poll be taken on all the resolutions to allow shareholders who did not cast their vote electronically, an opportunity to cast their votes via secret Ballot and asked all members who had already voted electronically, to refrain from voting here. He invited Mr. P. Hemdev to continue to act as the Scrutinizer for the poll process also.

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The Secretary informed the members that based on the report of the e-voting and poll process, the results will be declared on or before 10:30 AM on 1st October, 2014 and intimated to the Stock Exchanges.

The Chairman then requested the Scrutinizer to conduct the poll process immediately following the conclusion of the meeting.

6. Register of directors' shareholdings:

The Chairman invited the attention of member – shareholders to the Register of directors' shareholdings which was kept open for inspection, during the meeting.

7. Vote of thanks:

There being no other business, Mr. Mueed Khader, director, proposed a vote of thanks to the chair, directors, shareholders and invitees.

The Scrutinizer conducted the poll process directly following conclusion of the meeting and based on the combined result of both the e-voting and poll process, the results were announced on 1st October, 2014 for each of the resolutions placed before the annual general meeting, as under:

Ordinary Business :

Item 1. Adoption of Audited Accounts – 31st March, 2014 :

The following resolution was proposed:

"Resolved that the Audited Balance sheet as at 31st March, 2014, the profit and loss account for the year ended 31-03-14 with the notes to accounts, schedules and significant accounting policies, the reports of the directors along with other disclosures and auditors thereon be and are hereby adopted."

The combined summary of the two voting processes is given below:

No of Shares Held	No of Votes Polled	% of votes polled on outstanding shares (3) = [(2) / (1)] * 100	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled (6) = [(4) / (2)] * 100	% of Votes against on votes polled (7) = [(5) / (2)] * 100
(1)	(2)	(3)	(4)	(5)	(6)	(7)
11,77,66,850	44,93,598	3.82	43,79,155	1,14,443	97.45	2.55

Since the votes cast in favour of the resolution were not less than the votes cast against the resolution, the above resolution was passed unanimously, as an ordinary resolution.

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Item 2. Re-appointment of Director

The following resolution was proposed:

"Resolved to appoint a director, in place of Dr. Peter Ryser, who retires by rotation and being eligible, offers himself for re-appointment."

The combined summary of the two voting processes is given below:

No of Shares Held	No of Votes Polled	% of votes polled on outstanding shares (3) = [(2) / (1)] * 100	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled (6) = [(4) / (2)] * 100	% of Votes against on votes polled (7) = [(5) / (2)] * 100
(1)	(2)	(3)	(4)	(5)	(6)	(7)
11,77,66,850	44,93,698	3.82	44,93,698	0	100.00	0.00

Since the votes cast in favour of the resolution were not less than the votes cast against the resolution, the above resolution was passed unanimously, as an ordinary resolution.

Item 3. Re-appointment of Director

The following resolution was proposed:

"Resolved to appoint a director, in place of Richard Gall, who retires by rotation and being eligible, offers himself for re-appointment."

The combined summary of the two voting processes is given below:

No of Shares Held	No of Votes Polled	% of votes polled on outstanding shares (3) = [(2) / (1)] * 100	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled (6) = [(4) / (2)] * 100	% of Votes against on votes polled (7) = [(5) / (2)] * 100
(1)	(2)	(3)	(4)	(5)	(6)	(7)
11,77,66,850	44,93,598	3.82	43,79,155	1,14,443	97.45	2.55

Since the votes cast in favour of the resolution were not less than the votes cast against the resolution, the above resolution was passed unanimously, as an ordinary resolution.

Item 4. Re-appointment of auditors

The following resolution was proposed:

"Resolved to appoint statutory auditors of the Company M/s. S Janardhan & Associates., to hold office for a transitional period of three consecutive years from the conclusion of this Annual General Meeting subject to the ratification by members at every annual general meeting and fix their remuneration, as may be determined by the Board "

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The combined summary of the two voting processes is given below:

No of Shares Held	No of Votes Polled	% of votes polled on outstanding shares (3) = [(2)/(1)] *100	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
(1)	(2)	(3)	(4)	(5)	(6)	(7)
11,77,66,850	44,93,698	3.82	44,93,198	500	99.99	0.01

Since the votes cast in favour of the resolution were not less than the votes cast against the resolution, the above resolution was passed unanimously, as an ordinary resolution.

Place: Bangalore
Date: 10th October, 2014


Chairman

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