



Cranes Software International Limited

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27th August, 2021

To,
The Manager
Department of Corporate Services
BSE Limited,
P J Towers, Dalal Street
Mumbai – 400 001

Dear Sir,

Sub: Annual Secretarial Compliance Report as per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018
Ref: Company No. 512093

Please find enclosed the Annual Secretarial Compliance Report of Cranes Software International Limited for the year ended 31st March, 2020.

Please acknowledge receipt of the same.

Thanking You,

Yours faithfully,
for **Cranes Software International Ltd.**

Authorised Signatory
Name: Mueed Khader
Designation: Director

Encl: As Above.



**SECRETARIAL COMPLIANCE REPORT OF CRANES SOFTWARE INTERNATIONAL
LIMITED FOR THE YEAR ENDED MARCH 31, 2020**

I, Krishnaswamy G.S. have examined:

- (a) all the documents and records made available to us and explanation provided by **CRANES SOFTWARE INTERNATIONAL LIMITED** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended March 31, 2020 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **[Not applicable to the Company during the period under review]**
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **[Not applicable to the Company during the period under review]**



- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **[Not applicable to the Company during the period under review]**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **[Not applicable to the Company during the period under review]**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **[Not applicable to the Company during the period under review]**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **[Not applicable to the Company during the period under review]**
- (i) Securities Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding dealing with client;

and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	<i>Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.</i>	<i>The Company has delayed in submitting Annual Report to the Stock Exchange for the financial year ended March 31, 2019.</i>	<i>The Company has delayed in submitting Annual Report to the Stock Exchange for the financial year ended March 31, 2019 which is not in conformity with the said regulation.</i>
2.	<i>Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.</i>	<i>The Company has delayed the submission of Annual Secretarial Compliance Report with the Stock Exchange for the financial year ended March 31, 2019.</i>	<i>The Company has delayed the submission of Annual Secretarial Compliance Report with the Stock Exchange for the financial year ended</i>



			<p>March 31, 2019 which is not in conformity with the said regulation.</p> <p>Further the Company has submitted the report to the Stock Exchange on a Later date.</p>
3.	Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Company has delayed the submission of Audited financial results with the Stock Exchange for the quarter ended on March 31, 2020.	<p>The Company has delayed the submission of Audited financial results with the Stock Exchange for the quarter ended on March 31, 2020 which is not in conformity with the said regulation.</p> <p>Further the Company has submitted the report to the Stock Exchange on a Later date.</p>

Note: The Company had delayed the payment of the Annual listing fees to Bombay Stock Exchange. The same was paid by the Company at a later date.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:



Sr. No.	Action taken by Stock Exchange	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ Remarks of the Practicing Company Secretary, if any
NIL				

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended March 31, 2019 (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Office of the Chief Financial Officer remained Vacant which is not in conformity with the said regulation.	Office of the Chief Financial Officer remained Vacant which is not in conformity with the said regulation.	The Company has appointed Mr. Asif Khader as the Chief Financial Officer of the Company w.e.f. May 30, 2019.	The provisions with regard to appointment of Chief Financial Officer has been complied by the Company.
2.	The Compliance Certificate was not obtained for the review period which is not in conformity with the said regulation.	The Compliance Certificate was not obtained for the review period which is not in conformity with the said regulation.	NIL	The report was not obtained since there was no Chief Financial officer during the said period.
3.	Fine imposed by BSE for non-	Fine imposed by BSE for non-compliance of	The Company has paid the said fine to	The Company has paid the said fine



<p>compliance of Regulation 13(3) of SEBI (LODR), 2015 for non-submission of Statement on Shareholder complaints for the quarter ended December 2018.</p>	<p>Regulation 13(3) of SEBI (LODR), 2015 for non-submission of Statement on Shareholder complaints for the quarter ended December 2018.</p>	<p>Bombay Stock Exchange on August 19, 2019.</p>	<p>to Bombay Stock Exchange on August 19, 2019.</p>
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Note: This report has been issued based on the events occurred up to March 31, 2020. Further the report does not cover any events occurred post the reporting period up to the date of signing.



**Place: Bengaluru
Date: 19.08.2021**

**Krishnaswamy G. S.
(Practicing Company Secretary)
ACS No.: 53986 C P No.: 19879
UDIN: A053986C000804373**