



Cranes Software International Limited

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31th 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, 2021.

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.



COMPANY SECRETARY

CS SUPRIYA KUMAR GUHA COMPANY SECRETARY

Secretarial compliance report of Cranes Software International Limited For the year ended March 31, 2021

I, Supriya Kumar Guha, have examined:

- (a) all the documents and records made available to me 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, 2021 ("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; (Not applicable to the listed entity during the Review Period)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (No buyback by the listed entity during the Review Period)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (No such offer during the year)
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (No such listing by the listed entity during the Review Period);
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (No such issue by the listed entity during the Review Period)
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (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:



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Sl no.	Compliance requirement (Regulations / circulars / guidelines including specific clause)	Deviations	Observations / Remarks of practicing Company Secretary
1	Regulation 19(1) / 19(2) – Reconstitution of Committees of the Board	Board Committees were reconstituted by the Board but were not reported correctly and in time	These were subsequently corrected the filing and the exchange was informed. Fines were imposed and promoters' shareholding were frozen due to delay in payment of fines. Fines were subsequently paid and promoters' shareholding was released. Management explained that it was an oversight that it was not correctly reported.e
2	Regulation 24A of SEBI (LODR) – Annual Secretarial Compliance Report	Report Filed late with the Exchange	This report was subsequently filed. Management needs to be fully conversant with the various changes being made in the regulation(s).
3	Regulation 33 – Submission of Audited Financials	Audited Financials were filed with BSE with a delay of 24 days	Management explained that due to Covid-19 lockdown and the Finance team being unavailable there was a delay beyond the extended time provided by SEBI. Fines were imposed and the management paid the fines.
4	Regulation 23 (9) – Related party disclosure	Related party disclosure was not filed on time.	This was filed with the exchange only after notice was received from the exchange. Fines were imposed by the exchange and promoters



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			<i>shareholding frozen due to delay in payment of the fines. Fine was subsequently paid and promoters' shareholding was released. Management explained that it was an inadvertent error that it was not reported to the exchange.</i>
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Note: The Company had delayed the payment of the Annual listing fees to Bombay Stock Exchange last year. The same was paid by the Company at a later date. Listing fee for the current year is outstanding.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.

(c) There were no 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 in so far as it appears from my examination of those records except:

Sl no.	Action taken by	Details of violation	Details of action taken eg. Fines, warning letter, debarment etc	Observations / Remarks of practicing Company Secretary, if any
1	BSE Limited	Regulation 33 – Annual audited Financial Results - Late submission	INR1,20,000 + GST fine levied - promoters shareholdings frozen	Delay in reporting of Financial results for last year was due to Covid-19 lockdown– the results were announced after a delay of 24 days. The Company paid the fine to BSE. Subsequent to the payment of



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				fine, the promoters shareholding was released
2*	BSE Limited	Reg-19(1)/19(2) – reconstitution of Board Committees quarter ended March 2020	INR 1,82,000 + GST fine levied, promoters shareholdings frozen	Constitution of Board Committees – The Board had reconstituted the Board Committee's but the Company did not inform BSE. The Company paid the fine and after representation this fine was waived off / reversed by BSE.
3*	BSE Limited	Reg-19(1)/19(2) – reconstitution of Board Committees quarter ended June 2020	INR 1,82,000 + GST fine levied, promoters shareholdings frozen	Constitution of Board Committees – The Board had reconstituted the Board Committee's but the Company did not inform BSE. The Company paid the fine and after representation this fine was waived off / reversed by BSE.



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4*	BSE Limited	Reg-23(9) – Disclosure of related party - Late submission	INR 2,10,000 (+ GST) - fine levied and promoters shareholdings frozen. . <i>The Company was warned to exercise caution in filing its documents with BSE and strictly comply with the various circulars of SEBI and the Exchange notices on timely basis.</i>	Disclosure of Related Party transaction – The Company paid the fine. After representation by the Company this fine was waived off / reversed by BSE. <i>The Company was warned to exercise caution in filing its documents with BSE and strictly comply with the various circulars of SEBI and the Exchange notices on timely basis.</i>
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(d) The reporting of actions by the listed entity to comply with the observations made in previous reports:

Sl no.	Observations of Practicing Company Secretary in its previous reports	Observations made in the Secretarial compliance report for the year ended March 31, 2020 (This year's 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	<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>	This has been filed with the exchange subsequently	Fines imposed by the exchange has been paid
2	<i>Regulation 24A of the Securities and Exchange Board of India (Listing</i>	<i>The Company has delayed the submission of</i>	This was filed with the exchange	No Fines were imposed by the exchange



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	<i>Obligations and Disclosure Requirements) Regulations, 2015.</i>	<i>Annual Secretarial Compliance Report with the Stock Exchange for the financial Year March 31, 2019</i>	subsequently after reminder from the exchange.	
3	<i>Regulation 33 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 Audited financial results with the Stock Exchange for the quarter ended on March 31, 2020.</i>	This has been filed with the exchange subsequently .	Fines imposed by the exchange has been paid
4.	<i>CEO – CFO certification for 2018-19</i>	<i>The Compliance report from CFO was not obtained since the position of CFO was lying vacant This was not in conformity with LODR, 2015.</i>	NIL	The report was not obtained since the position of CFO was lying vacant. Mr. Asif Khader was subsequently appointed as the CFO of the Company.

(e) The reporting of clause 6(A) and 6(B) of the circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 issued by the Securities and Exchange Board of India on “Resignation of statutory auditors:

No such event – so not applicable for the current year

(Note: This report has been issued based on the events occurred up to March 31, 2021. Further the report does not cover any events occurred post the reporting period up to the date of signing.)

Supriya Kumar Guha
Practicing Company Secretary

Signature:

FCS No. 2625:
C P No.: 14795
Place: Bangalore
Date: August 26, 2021

UDIN: **F002625C000840110**