



Cranes Software International Limited

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15th October, 2019

To,
The Manager
Department of Corporate Services
Bombay Stock Exchange Ltd.,
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, 2019.

Please acknowledge receipt of the same.

Thanking You,

Yours faithfully,
for Cranes Software International Ltd.

**Authorised Signatory
Name: P. Phaneendra
Designation: Company Secretary**

Encl: As Above.



KRISHNASWAMY G S

BBM, ACS, LLB

Company Secretary

Telephone : +91 91649 47987 | 94838 67880

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KRISHNASWAMY & ASSOCIATES

**SECRETARIAL COMPLIANCE REPORT OF CRANES SOFTWARE INTERNATIONAL,
LIMITED FOR THE YEAR ENDED MARCH 31, 2019**

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, 2019 ("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.	Regulation 17(7)(E) of Schedule II of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015	In respect to the Appointment of Chief Financial Officer in the Company	Office of the Chief Financial Officer remained Vacant which is not in conformity with the said regulation
2.	Regulation 17(8) and Part B of Schedule II of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015	In respect to issue of Compliance Certificate by the Chief Executive Officer and the Chief Financial Officer	The Compliance Certificate was not obtained for the review period which is not in conformity with the said regulation



(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
1.	Bombay Stock Exchange - Levy of Fine	Regulation 13(3) of the SEBI (LODR), 2015	Fine imposed by BSE for non-compliance of Regulation 13(3) of SEBI (LODR), 2015 for non-submission of Statement on Shareholder complaints for the quarter ended December 2018	During the period under review, the company is due for payment of the said fine.

(d) The listed entity has taken the following actions to comply with the observations made in previous reports: (*This being first year of the Report, the section is. not applicable*).

Place: Bengaluru
Date: 09.05.2019



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