



COMPANY SECRETARY

CS SUPRIYA KUMAR GUHA COMPANY SECRETARY

Secretarial compliance report of Cranes Software International Limited (CIN L05190KA1984PLC031621) For the year ended March 31, 2022

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 - <https://www.cranessoftware.com/>
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended March 31, 2022 ("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	<i>Regulation 24A of SEBI (LODR) – Annual Secretarial Compliance Report</i>	<i>Report Filed late with the Exchange with a delay of 62 days.</i>	<i>This report was subsequently filed. Management needs to be fully conversant with the various changes being made in the regulation(s).</i>
2	<i>Regulation 33– Submission of Audited Financials</i>	<i>Audited Financials were filed with BSE with a delay of 42 days on August 11, 2021</i>	<i>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.</i>
3	<i>Regulation 44 – Submission of Quarterly result</i>	<i>Quarterly result for the quarter ended June 30, 2021 was filed late with a delay of 12 days on August 26, 2021.</i>	<i>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.</i>
4	<i>Regulation 34 – Submission of Annual Report</i>	<i>Delay in filing Annual report to BSE by 6 days</i>	<i>This was inadvertent delay in filing the Annual Report to BSE. Management needs to be more conversant with the timeline.</i>
5	<i>Regulation 23 (9) – Submission of RPT</i>	<i>Delay in filing disclosures of Related Party Transactions (RPTs) by 16 days</i>	<i>This was inadvertent delay in filing the disclosures relating to RPTs to BSE. Management needs to be more conversant with the timeline.</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 34 – delay in filing Annual Report	INR 10000 + GST aggregating to INR 11,800 – fine levied	BSE levied fine for delay in filing Annual Report
2	BSE Limited	Reg-23 (9) – Delay in filing disclosures relating to RPTs	INR 85000 + GST of 18% aggregating to INR 100,300 - fine levied	BSE levied fine for delay in filing disclosures relating to RPTs.

(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, 2021 (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 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.</i>	<i>The Company delayed the submission of Annual Secretarial Compliance Report with the Stock Exchange for the financial Year March 31, 2021.</i>	This was filed with the exchange subsequently after reminder from the exchange.	No Fines were imposed by the exchange
2	<i>Regulation 33 of the Securities and Exchange</i>	<i>The Company delayed the</i>		Fines as levied by the



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	<i>Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015</i>	<i>submission of Annual Audited financial results with the Stock Exchange for the quarter ended on March 31, 2021.</i>	<i>This was filed with the exchange subsequently .</i>	<i>exchange was paid</i>
3	<i>Regulation 19(1)/19(2) reconstitution of Board Committees for the quarter ended March 31, 2020 and June 30, 2020.</i>	<i>The Company delayed filing both – quarter ended March 31, 2020 and June 30, 2020 with BSE.</i>	<i>These were subsequently filed</i>	<i>Fines as levied by BSE were paid.</i>
4	<i>Reg-23(9) – Disclosure of related party - Late submission</i>	<i>The Company delayed its filing to BSE</i>	<i>These were subsequently filed.</i>	<i>Fines as levied by BSE were paid.</i>
5	<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>	<i>NIL</i>	<i>The report was not obtained since the position of CFO was lying vacant.</i>

(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, 2022. Further the report does not cover any events occurred post the reporting period up to the date of signing.)

Supriya
Kumar Guha

Digitally signed by Supriya
Kumar Guha
Date: 2022.06.30 23:47:34
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Supriya Kumar Guha
Practicing Company Secretary

Signature:

FCS No. 2625:

CoP No.: 14795

Place: Bangalore

Date: June 30, 2022

UDIN: F002625D000549963