

To

The General Manager, Listing Department, BSE Limited, 1 st Floor, New Trading Wing, Rotunda Building, P.J. Towers, Dalal Street Fort, Mumbai-400001	The Manager, Listing Department, National Stock Exchange of India Ltd, Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai – 400051
Scrip Code: 519602	Scrip Code: KELLTONTEC

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2024

Pursuant to the provisions of Regulation 24(A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (as amended from time to time) read with circular no. CIR/CFD/CMD1/27/2019, please find enclosed herewith Annual Secretarial Compliance Report issued by Mr. NVSS Suryanarayana, Practicing Company Secretary, for the year ended March 31, 2024.

This is for your information and record

This intimation will also be uploaded on the Company’s website at www.kellton.com and an extract of the results above will be published in the newspapers in accordance with the SEBI LODR.

Kindly take the same on record.

***For and on behalf of
Kelton Tech Solutions Limited***

**Rahul Jain
Company Secretary and Compliance Officer
ICSI M. No- A62949
Date: May 30, 2024**

Secretarial Compliance Report of KELLTON TECH SOLUTIONS LIMITED
(L72200TG1993PLC016819)
For the Year Ended 31st March, 2024
(Pursuant to Regulation 24A (2) read with SEBI (Listing Obligations and
Disclosure Requirements)
(Second Amendment) Regulations, 2021. w.e.f. 05/05/2021

To,
The Members,
KELLTON TECH SOLUTIONS LIMITED
Plot No 1367, Road No - 45 Jubilee Hills
Hyderabad - 500 033
Telangana.

I, N.V.S.S. Suryanarayana, Practicing Company Secretary (FCS No. 5868, Certificate of Practice No. 2886) have examined:

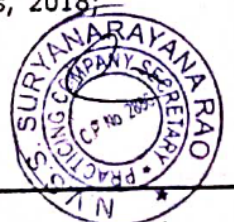
- (a) all the documents and records made available to us and explanation provided by **KELLTON TECH SOLUTIONS LIMITED** ("the listed entity");
- (b) the filings/ submissions made by the listed entity to the stock exchanges;
- (c) website of the listed entity;
- (d) any other document/ filing, as may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

for the year ended 31.03.2024 of ("Review Period") In respect of compliance with the provisions:

- (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; **(Not applicable to the listed entity during the Review period)**



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- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable to the listed entity during the Review period)**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable to the listed entity during the Review period)**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Delisting of Equity Shares) (Amendment) Regulations, 2016; **(Not applicable to the listed entity during the Review period)**
- (j) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009; **(Not applicable to the listed entity during the Review period)**
- (k) Securities and Exchange Board of India (Depository Participant) Regulations, 2018; and circulars/guidelines issued thereunder;
- (l) I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	YES	-
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities;	Yes	-



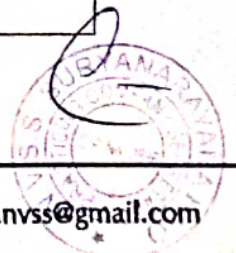
COMPANY SECRETARY IN PRACTICE

	<ul style="list-style-type: none"> All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	-	-
3.	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> The Listed entity is maintaining a functional website; Timely dissemination of the documents/ information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	Yes	-
4.	<p>Disqualification of Director:</p> <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	YES	-
5.	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	<p>(a) YES</p> <p>(b) YES</p>	-
6.	<p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	YES	-



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7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	YES	-
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit committee	(a) YES (b) NA	- Please refer point no.8(a)
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	YES	-
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	-
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	Yes	No action taken during the review period and Please refer Annexure - A.



COMPANY SECRETARY IN PRACTICE

12.	Additional non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	YES	Not Applicable as no instances of non-compliances were observed and Please refer Annexure - A.
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* Observations/Remarks by PCS are mandatory If the Compliance status is provided as 'No' or 'NA'

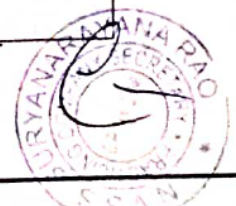
Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	The auditor of the Company has not resigned during the period under review.



COMPANY SECRETARY IN PRACTICE

<p>2.</p>	<p>Other conditions relating to resignation of statutory auditor</p> <p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>A. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>B. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>C. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p>	<p>NA</p> <p>The auditor had no concern with the management of the Company/ material subsidiary and has not proposed to resign during the period under review.</p> <p>Further, there has been no instance where the Company / its material subsidiary has not provided information as required by the auditor.</p>
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COMPANY SECRETARY IN PRACTICE

	<p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		
3.	<p>The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.</p>	NA	No Such resignation

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

Sr No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practising Company Secretary	Management Response	Remarks
Annexure-A										



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COMPANY SECRETARY IN PRACTICE

- b. The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practising Company Secretary	Management Response	Remarks
Annexure-B										



N. V. S. S. Suryanarayana Rao
Company Secretary in Practice
Membership Number: 5868
Certificate of Practice Number: 2886
Peer review Certificate No. 1506/2021
UDIN: A005868F000494224

Hyderabad, 30th May 2024

COMPANY SECRETARY IN PRACTICE

Annexure- A

Sr No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Regulation 31	The quarterly shareholding pattern submitted by the Company for the financial year 2021-22 is not in line with the shareholding patterns submitted by the Registrar and Share Transfer agent.	BSE and NSE	NA	Shareholding Pattern variation	NA	Due to expulsion of Broking license of the Promoters, the Brokers, the shares held in their custody are yet to be reversed.	Due to expulsion of Broking license of the Promoter s, Brokers, the shares held in their custody are yet to be reversed.	Since the issue is unresolved, the said variation is still continued and the variation between the Shareholding pattern submitted by the Company and the reports submitted by RTA are still different.
2.	Regulation 13 of the	Regulation	The Quarterly	BSE and	Fine	Late Submission	Rs. 1,180/-	The company has delayed in	The Management	The Management



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<p>SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015</p>	<p>on 13 (3)</p>	<p>statement giving the number of investor complaints filed on BSE and NSE is not within the prescribed timelines as prescribed under Regulation 13(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.</p>	<p>NSE</p>	<p>of the statement of investor complaints</p>	<p>the complying with the regulation and the BSE had levied the fine for non-compliance.</p>	<p>ent has paid the fine as imposed and the same has been complied with by the Company.</p>	<p>ment has complied with said Notice and the fine has been paid.</p>
<p>3.</p>	<p>SEBI DP Regulations</p>	<p>The Late Submission done in BSE and NSE as prescribed under the</p>	<p>BSE and NSE</p>	<p>Late Submission of the Compliance of SEBI (DP) Regulations 2018</p>	<p>The company has delayed in the complying with the regulation.</p>	<p>The Management has complied with the same.</p>	<p>The Management has complied with the same.</p>



COMPANY SECRETARY IN PRACTICE

	<p>4.</p>	<p>Participan ts) Regulatio ns, 2018</p>	<p>Regulatio n 46</p>	<p>Securities and Exchange Board of India (Deposito ries and Participan ts) Regulatio ns, 2018</p>	<p>BSE and NSE</p>	<p>NA</p>	<p>Incomplete information on website</p>	<p>NA</p>	<p>The Website Disclosure as required under Regulation 46 of the SEBI (LODR) Regulations, 2015 is yet to be hosted on the website of the Company.</p>	<p>Due to technical reason, the disclosur es filed on the website of the Compan y was not visible at the time of Secretari al Audit. However , the Compan y has ensured to rectify the tech issue and complied</p>	<p>We had verified the updated website and the disclosur e required to be hosted were hosted, as of the date of this report.</p>
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With require ments of the Regulati on 46 of SEBI (LODR) Regulati ons, 2015.	
respect of a relevant financial year, uploaded at least 21 days prior to the date of the annual general meeting which has been called to inter alia consider accounts of that financial year;	

COMPANY SECRETARY IN PRACTICE

Annexure- B

Sr No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practising Company Secretary	Management Response	Remarks
1.	Regulation 46 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015	Regulation 46	The following disclosure is yet to be hosted on the website of the Company as required under Reg. 46 of the SEBI LODR Regulations, 2015. A. The email address for grievance redressal and other relevant details; B. Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances; C. Shareholding pattern;	BSE	NA	Incomplete information on website	NA	The Website Disclosure as required under Regulation 46 of the SEBI (LODR) Regulations, 2015 is yet to be hosted on the website of the Company.	Due to technical reason, the disclosures filed on the website of the Company was not visible at the time of Secretarial Audit. However, the Company has ensured to rectify the technical issue and complied with the requirements of the Regulation 46 of SEBI (LODR) Regulations, 2015.	We had verified the updated website and the disclosure required to be hosted were hosted, as of the date of this report.



COMPANY SECRETARY IN PRACTICE

2.	Regulation 31 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015	Regulation 31	<p>The quarterly shareholding pattern submitted by the Company for the financial year 2021-22 is not in line with the shareholding patterns submitted by the Registrar and Share Transfer agent.</p> <p>BSE and NSE</p> <p>File</p> <p>Shareholding Pattern variation</p> <p>Due to expulsion of Broking license of the Promoters' shares held in their custody is yet to be reversed.</p> <p>Due to expulsion of Broking license of the Promoters' shares held in their custody are yet to be reversed</p>	<p>Since the issue is unresolved, the said variation is still continued and the variation between the Shareholding pattern</p>
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COMPANY SECRETARY IN PRACTICE



3.	SEBI Circular No. SEBI/HO/MIRSD/MI RSD/RTA MB/P/CIR /2021/65 5 dated November 03, 2021 on Common and Simplified Norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination.	SEBI Circulars	NA	NA	Company is yet to comply with the referred circular and place the Form ISR-1, Form ISR-2, Form ISR-3 and Form No. Sh- 13 and 14 on the website of the Company.	The Company is yet to place the Form ISR-1, Form ISR-2, Form ISR-3 and Form No. Sh- 13 and 14 on the website of the Company as per the referred circular.	Company has uploaded all the information on its website required pursuant to the SEBI Circular No. SEBI/HO/MIRSD/ MIRSD_RTAMB/P/ CIR/2021/655	We had verified the updated website and the disclosure required to be hosted were hosted, as of the date of this report.	submitted by the Company and the reports submitted by RTA are still different
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