



**KELLTON TECH SOLUTIONS LIMITED.**

To

The General Manager, Listing Department, BSE Limited, 1 <sup>st</sup> 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
<b>Scrip Code: 519602</b>	<b>Scrip Code: KELLTONTEC</b>

**Dear Sir/Madam,**

**Sub: Annual Secretarial Compliance Report for the year ended March 31, 2023**

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, 2023.

This is for your information and record

**Thanking You,  
Yours faithfully,**

***For Kellton Tech Solutions Limited***

**Rahul Jain  
Company Secretary and Compliance Officer  
Date: May 27, 2023  
Place: Hyderabad**

**Secretarial Compliance Report of KELLTON TECH SOLUTIONS LIMITED  
(L72200TG1993PLC016819)  
For the Year Ended 31<sup>st</sup> March, 2023  
(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:

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

for the year ended 31.03.2023 of ("Review Period") in respect of compliance with the provisions:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and;
- 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:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;**(Not applicable to the listed entity during the Review period)**
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the listed entity during the Review period)**



**COMPANY SECRETARY IN PRACTICE**

- (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 Debt Securities) Regulations, 2008; **(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) We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Compliance Status (Yes/No/ NA)</b>	<b>Observations /Remarks by</b>
<b>1.</b>	<b>Secretarial Standards:</b>  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	-
<b>2.</b>	<b>Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"><li>● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities;</li><li>● All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</li></ul>	Yes  -	-  -



**COMPANY SECRETARY IN PRACTICE**

<p><b>3.</b></p>	<p><b>Maintenance and disclosures on Website:</b></p> <ul style="list-style-type: none"> <li>● The Listed entity is maintaining a functional website;</li> <li>● Timely dissemination of the documents/ information under a separate section on the website</li> </ul> <p>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</p>	<p>Yes</p>	<p>-</p>
<p><b>4.</b></p>	<p><b>Disqualification of Director:</b></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>	<p>YES</p>	<p>-</p>
<p><b>5.</b></p>	<p><b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b></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>	<p>-</p>
<p><b>6.</b></p>	<p><b>Preservation of Documents:</b></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>	<p>YES</p>	<p>-</p>
<p><b>7.</b></p>	<p><b>Performance Evaluation:</b></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every</p>	<p>NO</p>	<p>-</p>



**COMPANY SECRETARY IN PRACTICE**

	financial year/during the financial year as prescribed in SEBI Regulations.		
<b>8.</b>	<b>Related Party Transactions:</b>  (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)
<b>9.</b>	<b>Disclosure of events or information:</b>  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	-
<b>10.</b>	<b>Prohibition of Insider Trading:</b>  The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	-
<b>11.</b>	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b>  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





**COMPANY SECRETARY IN PRACTICE**

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

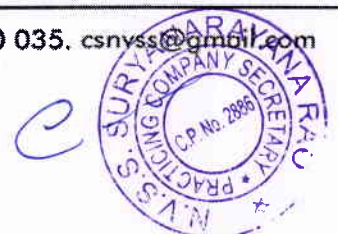
Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

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.
2.	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material		



**COMPANY SECRETARY IN PRACTICE**

<p>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>ii. Disclaimer in case of non-receipt of information:</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**

	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.		
3.	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.	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:-<sup>1</sup>

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
Annexure-A										

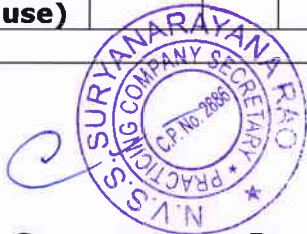




**COMPANY SECRETARY IN PRACTICE**

- 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 Practicing 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: A005868E000376062**

**Hyderabad, 25<sup>th</sup> May 2023**

Annexure- A

S r N o	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 Disclosures 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	Fine	<b>Shareholding Pattern variation</b>	BSE-73160 and NSE - 73160	Due to expulsion of Broking license of the Promoters' Brokers, the shares held in their custody are yet to be reversed.	Due to expulsion of Broking license of the Promoters' Brokers, the shares held in their custody are yet to be reversed.	<b>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.</b>



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**Annexure- B**

S r N o	Compliance Requirement (Regulation s/circulars /guidelines including specific clause)	Regulation n/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 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.	Regulation 27	As per the minutes of Board of Directors meeting held on 12.11.2021 the Nomination and Remuneration committee was reconstituted to comply with the SEBI LODR Regulations, 2015, however the Company has missed to report the new constitution of NRC committee in the Corporate Governance report filed for the quarter ended 31st December, 2021 and quarter ended 31st March, 2022.	BSE	Fine	Non-Compositon on NRC	212/400/-(BSE has waived off, letter dated 11.01.2023)	The information pertaining to composition of nomination and remuneration committee was not properly reported in the Corporate Governance report filed for the December, 2021 as required under regulation 27 of the SEBI (LODR) Regulations, 2015.	Due to Inadvertence the Company submitted a Report with a typographical error, following to which BSE has imposed penalty. The said error was corrected timely and BSE has waived off the penalty by way of their letter dated 11.01.2023.	<b>The deviation identified by BSE was rectified vide their letter 11.01.2023 and the fine was not required to be paid as the same was waived by BSE.</b>
2	Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements), 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. terms and conditions of appointment of independent directors;	BSE	NA	Incomplete information on website	NA	The Disclosure required under Regulation 46 of the SEBI (LODR) Regulations, 2015 is yet to be hosted on the website of the Company.	<b>Due to technical reason, the disclosures filed on the website of the Company was not visible at the time of Secretarial Audit. However, the</b>	<b>We had verified the updated website and the disclosed required to be hosted</b>



												<p>Company has ensured to rectify the tech issue and complied with requirements of the Regulation 46 of SEBI (LODR) Regulations, 2015.</p>	<p>hosted, as of the date of this report.</p>
B.		composition of various committees of board of directors;											
C.		code of conduct of board of directors and senior management personnel											
D.		details of establishment of vigil mechanism/ Whistle Blower policy											
E.		criteria of making payments to non-executive directors, if the same has not been disclosed in annual report											
F.		policy on dealing with related party transactions policy for determining 'material' subsidiaries details of familiarization programmes imparted to independent directors including the following details											
G.		the email address for grievance redressal and other relevant details											
H.		contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances											



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3	Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), 2015	Regulation 31	<p>I. details of agreements entered into with the media companies and/or their associates, etc;</p> <p>J. schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange;</p> <p>K. With effect from October 1, 2018, all credit ratings obtained by the entity for all its outstanding instruments, updated immediately as and when there is any revision in any of the ratings.</p>	BSE and NSE	Fine	<b>Shareholding Pattern variation</b>	-	Due to expulsion of Broking license of the Promoters, the shares held in their custody are yet to be reversed.	Due to expulsion of Broking license of the Promoters' 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 Shareholder
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4	SEBI Circular No. SEBI/HO/MIRSD/MIRSD/P/CI RTAMB/P/CI R/2021/655 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 Circular No. SEBI/HO/MIRSD/MIRSD/P/CI R/2021/655	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.	SEBI circulars	NA			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.	Due to technical reason, the disclosures filed on the website of the Company was not visible at the time of the Secretarial Audit. Company has uploaded all the information on its website required to be disclosed pursuant to the SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CI R/2021/655	ing pattern submitted by the Company and the reports submitted by RTA are still different. We had verified the updated website and the disclosure required to be hosted were hosted, as of the date of this report.
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