



KELLTON TECH SOLUTIONS LIMITED.

Hyderabad, July 27, 2022

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/Ma'am,

Sub: Submission of Annual Secretarial Compliance Report for the year ended March 31, 2022, under Regulation 24(A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find attached the Annual Secretarial Compliance Report from Practicing Company Secretary for the year ended March 31, 2022

Kindly take this on record and acknowledge the same

Thanking you,

For **Kellton Tech Solutions Limited**

Niranjan Chintam

Director

DIN: 01658591

COMPANY SECRETARY IN PRACTICE

**Secretarial compliance report of Kellton Tech Solutions Limited for the year ended 31st
March, 2022**

I N.V.S.S. Suryanarayana have examined:

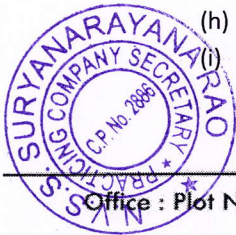
- (a) all the documents and records made available to us and explanation provided by Kellton Tech Solutions Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,
- (e) Annual Secretarial Compliance report dated 30.06.2021.

For the year ended 31st March 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;
- (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 attracted during the period under review*
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; *Not attracted 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 attracted during the period under review*
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Circulars/ guidelines issued thereunder;



N.V.S.S.SURYANARAYANA RAO

B.Com, A.C.S.

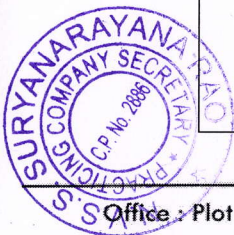
Mobile : 7013153312

COMPANY SECRETARY IN PRACTICE

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 27 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.	As per the minutes of the 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 the NRC committee in the Corporate Governance report filed for the quarter ended 31 st December 2021 and quarter ended 31 st March 2022.	The information pertaining to the composition of the nomination and remuneration committee was not updated in the Corporate Governance report filed for the December 2021 Quarter as required under regulation 27 of the SEBI (LODR) Regulations, 2015. However, the same has been updated in the Corporate Governance report filed for the Quarter ending 31 st March 2022.
2.	Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	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;	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 as on the



COMPANY SECRETARY IN PRACTICE

	<p>B. composition of various committees of the board of directors;</p> <p>C. code of conduct of the board of directors and senior management personnel</p> <p>D. details of the establishment of vigil mechanism/ Whistle Blower policy</p> <p>E. criteria of making payments to non-executive directors, if the same has not been disclosed in annual report</p> <p>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</p> <p>G. the email address for grievance redressal and other relevant details</p> <p>H. contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances</p> <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>Date of this report. However, the requirement with respect to the same has been complied with as on date of signing of this report.</p>
--	---	--



N.V.S.S.SURYANARAYANA RAO

B.Com, A.C.S.

Mobile : 7013153312

COMPANY SECRETARY IN PRACTICE

		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.	
3.	Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	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.	As per the information and explanation provided by the company, it is reported that there was a deviation in the promoter shareholding filed by the company with the stock exchanges and BENPOS submitted by the RTA for the quarters of FY 2021-22. Further, the deviation was due to the transactions which are yet to be materialized.
4.	SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAM B/P/CIR/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.	The 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 as on the date of this report. However, the requirement with



Office : Plot No.232B, Road No.6, Samathapuri Colony, New Nagole, Hyderabad - 500 035. csrvss@gmail.com

COMPANY SECRETARY IN PRACTICE

			respect to the same has been complied with as on date of signing this report.
--	--	--	---

- (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/our 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	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	Nil	Nil	Nil	Nil

Note 1. The NSE vide their letter No. NSE/LIST/39745 dated March 16, 2022 has sought clarification on the shareholding pattern for December 31, 2021 with respect to non-appearing of details of promoters and their shareholding in System Driven Disclosures (SDD) for Insider Trading (as per SEBI circular dated September 09, 2020), However the same was appearing as promoter/promoter group as per Table II of shareholding pattern (SHP) and details of Pledge holding of the Matnic Finvest LLP in Table II do not match with the details shared by depositories.

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... <i>(The years are to be mentioned)</i>	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity



N.V.S.S.SURYANARAYANA RAO
B.Com, A.C.S.

Mobile : 7013153312

COMPANY SECRETARY IN PRACTICE

1	SEBI Circular CIR/CFD/CMD1/114/2019 dated 18 th October, 2019	As per the minutes of Audit committee M/s. Anant Rao & Malik, was appointed in place of M/s. Pary & Co., who resigned without signing the limited review report for quarter ending June, 2020.	No action required Since, M/s. Pary & Co., refused to sign the limited review report, the audit committee deemed it fit to get the limited review certificate from M/s. Anant Rao & Malik, for the quarter ended June, 2020.	No action is required by company.
2	Regulation 31 of SEBI(SAST) Regulation, 2011	Kellton Wealth Management LLP (Promoter) created pledge in two tranches, wherein there was a delay in intimation by 7 days and 13 days.	Delay in closure of trading window was inadvertent.	Since, no action by company, It was suggested not to repeat in future.
3	SEBI Circular CIR/CFD/CMD1/27/2019.	The Company could not submit the report.	It was suggested to the company to file during the current year.	It is suggest to submitted the same at the earliest.

Place: Hyderabad

Date: 27-07-2022

Signature:

ACS Membership Number: 5868

Certificate of Practice Number: 2886

UDIN: A005868D000697647

