

Ref no.- KTSL/2025-2026/011

To

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| 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 |

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2025

Dear Sir/Madam,

Pursuant to the provisions of Regulation 24(A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), please find enclosed herewith Annual Secretarial Compliance Report.

This information is also made available at the website of the Company at www.kellton.com

**Thanking You,
Yours faithfully,**

For Kellton Tech Solutions Limited

**Rahul Jain
Company Secretary and Compliance Officer
ICSI M. No: ACS62949
Date: May 30, 2025
Place: Hyderabad**

Secretarial Compliance Report of Kellton Tech Solutions Limited [CIN: L72200TG1993PLC016819] for the financial year ended March 31, 2025

I/We have examined:

- (a) all the documents and records made available to us and explanation provided by Kellton Tech Solutions Limited [CIN: L72200TG1993PLC016819] ("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 Report.

for the financial year ended March 31, 2025 ("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 SEBI;

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (LODR) 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 APPLICABLE**
- (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
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) other regulations as applicable.

and circulars/ guidelines issued thereunder;

(Note: The aforesaid list of Regulations is only illustrative. The list of such SEBI Regulations as may be relevant and applicable to the listed entity for the review period, shall be added.)



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

Mobile :9848037350

COMPANY SECRETARY IN PRACTICE

and based on the above examination, I/We 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) | Regulation/ Circular No. | Deviations | Action Taken by | Type of Action | Details of Violation | Fine Amount | Observations /Remarks of the Practicing Company Secretary (PCS) | Management Response | Remarks |
|---------|---|-----------------------------------|------------|-----------------|----------------|----------------------|-------------|---|-------------------------------|---------|
| 1 | Clarification asked for price movement | | | NSE and BSE | Clarification | No violation | Not levied | The Company responded to the clarification sought by Stock Exchange | Company replied appropriately | |
| 2 | Query came from BSE for disclosing the completion of tenure of Mr. Brijmohan Venkata Mandala (DIN: 00295323), as required under the SEBI Circular dated July 13, 2023 | SEBI Circular dated July 13, 2023 | | NSE and BSE | Query | Regulation 30 | Not levied | The Company responded to the clarification sought by Stock Exchange | Company replied appropriately | |



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| 3 | Observation on Corporate Governance, for quarter ending December 2024 | SEBI Master Circular No. SEBI/HO/C FD/PoD2/C IR/P/0155 dated November 11, 2024 | | NSE and BSE | Fines | Regulation 17 | The Company has filed waiver application | The brief non-compliance with Board composition between December 22–26, 2024, was due to the unforeseen withdrawal of a shortlisted Independent Director at the final stage, followed by a short delay in obtaining necessary clearances from the incoming appointee. No Board or Committee meetings were held during this period, and compliance was restored immediately thereafter. The deviation was unintentional, promptly | Company replied appropriately | |
|---|---|--|--|-------------|-------|---------------|--|--|-------------------------------|--|



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

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COMPANY SECRETARY IN PRACTICE

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| | | | | | | | | addressed, and had no impact on the governance or functioning of the Company. Company has filed waiver of the fine application for the same, we are expecting same will be processed soon | | |
|--|--|--|--|--|--|--|--|--|--|--|

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

| Sr. No. | Observations/ Remarks of the Practicing Company Secretary (PCS) in the previous reports | Observations made in the Secretarial Compliance report for the year ended (The years are to be mentioned) | Compliance Requirement (Regulations/ circulars/ guidelines including specific clause) | Details of violation / Deviations and actions taken /penalty imposed, if any, on the listed entity | Remedial actions, if any, taken by the listed entity | Comments of the PCS on the actions taken by the listed entity |
|---------|---|---|---|--|--|---|
| 1 | The Quarterly statement giving the number of investor complaints filled on BSE and NSE is not within the prescribed timelines as prescribed under | 2023-2024 | The filing was done with the late fees | The filing was done with the late fees | There appropriate filing was done | Appropriate filing was done with late fees. |



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| Regulation 13(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. | | | | | |
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(Note:

1. Provide the list of all the observations in the report for the previous year along with the actions taken by the listed entity on those observations.
2. Add the list of all observations in the reports pertaining to the periods prior to the previous year in case the entity has not taken sufficient steps to address the concerns raised/ observation



COMPANY SECRETARY IN PRACTICE

- I. I/we hereby report that, during the review period the compliance status of the listed entity with the following requirements:

| Sr. No | Particulars | Compliance Status (Yes/ No/NA) | Observation s/ Remarks by PCS* |
|--------|---|--------------------------------|--------------------------------|
| 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 of India (ICSI). | 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.•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. | YES | |
| 3. | Maintenance and disclosures on Website: <ul style="list-style-type: none">•The listed entity is maintaining a functional website.•Timely dissemination of the documents/ information under a | YES | |



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| | <p>separate section on the website.</p> <ul style="list-style-type: none"> • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/section of the website. | | |
| 4. | <p>Disqualification of Director(s):</p> <p>None of the director(s) of the listed entity 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> | YES | |
| 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 | |
| 7. | <p>Performance Evaluation:</p> <p>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.</p> | YES | |
| 8. | <p>Related Party Transactions:</p> <p>a) The listed entity has obtained prior approval of audit committee for all related party transactions;</p> <p>b) In case no prior approval obtained,</p> | YES | |



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|-----|--|---------------------|--|
| | the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the audit committee. | | |
| 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 (or) The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column. | NO ACTIONS TAKEN BY | |
| 12. | Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with | N.A. | |




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|-----|---|----|---|
| | paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities. | | |
| 13. | Additional Non-compliances, if any: No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above. | NO | There was only fine levied, that was recorded and Company has applied for waiver. |

Observations/Remarks by PCS are mandatory if the compliance status is provided as 'No' or 'NA'

We further, report that the listed entity is in compliance/ not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations. (In case of Not Applicable- NA to be mentioned)
(Note: In case of non-compliance, details of such non-compliance need to be mentioned)
Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.


N. V. S. S. Suryanarayana Rao
Practicing Company Secretary
Peer Review Certificate No: 1506/2021
Membership Number: 5868
Certificate of Practice Number: 2886
UDIN: A005868G000270165

Date: May 30, 2025
Place: Hyderabad