

Ref no.- KTSL/2025-2026/013

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

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2026

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, 2026
Place: Hyderabad**

SECRETARIAL COMPLIANCE REPORT OF
KELLTON TECH SOLUTIONS LIMITED
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026

To
Kellton Tech Solutions Limited
Plot No 1367, Road No- 45 Jubilee Hills
Hyderabad- 500033, Telangana

I, N. V. S. S. Suryanarayana Rao, Practising Company Secretary, 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; and
- (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, 2026 ("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; **Not Applicable**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) other regulations as applicable.

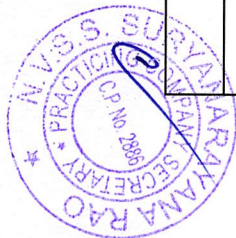
and circulars/ guidelines issued thereunder;

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:

S 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	Prior intimation of Board Meeting to Stock Exchanges under Regulation 29 of SEBI (LODR) Regulations, 2015 at least 2 working days in advance	Regulation 29 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Delayed Compliance	BSE and NSE	Fine levied	Delay in furnishing prior intimation about the meeting of the board of directors held on 06 th September, 2025.	Rs. 11,800/- each (Including GST) levied by NSE and BSE	The Management represented that the Board Meeting initially scheduled for September 05, 2025 was intimated on September 02, 2025 in compliance with applicable provisions. Subsequently, due to inclusion of a fund-raising proposal requiring shareholders' approval at the ensuing AGM, the meeting was rescheduled to September 06, 2025 and revised intimation was submitted on September 04, 2025. The Management further stated that considering the	The Company submits that the initial intimation dated September 02, 2025 for the Board Meeting scheduled on September 05, 2025 was made for consideration of the Annual Report and AGM Notice. Subsequently, due to inclusion of urgent fund-raising related agenda items requiring shareholders' approval, the meeting was rescheduled to September 06, 2025	NIL



								<p>urgency of the matter and statutory timelines for finalization and dispatch of the AGM Notice, the Company could not comply with the minimum notice period prescribed under Regulation 29 of SEBI (LODR) Regulations, 2015.</p>	<p>and revised intimation was submitted on September 04, 2025.</p> <p>The Company further submits that the proposal was finalized at a later stage and required immediate Board consideration to avoid delay in obtaining shareholders' approval through a separate EGM or Postal Ballot. Accordingly, the prescribed notice period under Regulation 29 of SEBI (LODR) Regulations, 2015 could not be complied with due to timelines for preparation and dispatch of the AGM Notice.</p> <p>The lapse was inadvertent and procedural in nature, and the Company has strengthened its</p>
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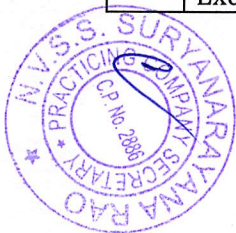


									internal compliance processes to ensure timely compliance in future.	
2	Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to submission of Shareholding Pattern with the Stock Exchanges within 21 days from the end of the quarter.	Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Master Circular No. SEBI/HO/CF D/PoD2/CIR/P/0155	Late Submission	BSE	Fine levied	Submission of shareholding pattern for quarter ended December 31, 2025 to BSE with a delay of 2 days from the due date i.e on 23 rd January, 2026.	Rs. 4,720/- (including GST)	The Company has represented that the Shareholding Pattern for the quarter ended December 31, 2025 was submitted with National Stock Exchange of India Limited within the prescribed timeline. However, due to a technical issue, the same could not be submitted simultaneously with BSE Limited and was subsequently filed on January 23, 2025 with a delay of 2 days. The Management further clarified that the delay was inadvertent in nature and there was no mala fide intention on the part of the Company in relation to the aforesaid non-compliance.	The Company submits that the Shareholding Pattern for the quarter ended December 31, 2025 was duly submitted with National Stock Exchange of India Limited within the prescribed timeline. However, due to a technical issue, the same could not be submitted simultaneously with BSE Limited and was subsequently filed on January 23, 2025, resulting in a delay of 2 days. The Company further submits that the delay was inadvertent in nature and there was no mala fide intention in relation to the aforesaid non-compliance.	NIL



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

<i>S No.</i>	<i>Observations/ Remarks of the Practicing Company Secretary (PCS) in the previous reports)</i>	<i>Observations made in the Secretarial Compliance report for the year ended (The years are to be mentioned)</i>	<i>Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)</i>	<i>Details of violation / Deviations and actions taken /penalty imposed, if any, on the listed entity</i>	<i>Remedial actions, if any, taken by the listed entity</i>	<i>Comments of the PCS on the actions taken by the listed entity</i>
1.	Clarification asked for price movement. The Company responded to the clarification sought by Stock Exchange	2024-25	Clarification asked for price movement	No Violation	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. The Company responded to the clarification sought by Stock Exchange.	2024-25	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	No Violation	The Company responded to the clarification sought by Stock Exchange	Company replied appropriately



COMPANY SECRETARY IN PRACTICE

3.	<p>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 addressed, and had no impact on the governance or functioning of the Company.</p> <p>Company had filed waiver of the fine application for the same.</p>	2024-25	Observation on Corporate Governance, for quarter ending December 2024	No Violation	<p>Since, the waiver was not accepted by the Stock Exchange, the Company paid an amount of Rs. 29,500/- (including GST) as a fine.</p>	Company had paid the penalty to the stock exchange.
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- (c) I hereby report that, during the review period the compliance status of the listed entity with the following requirements:

S No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	<u>Secretarial Standards:</u> 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.	<u>Adoption and timely updation of the Policies:</u> <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.	<u>Maintenance and disclosures on Website:</u> <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 redirects to the relevant document(s)/section of the website. 	YES	-
4.	<u>Disqualification of Director(s):</u> 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.	YES	-
5.	<u>Details related to subsidiaries of listed entities have been examined w.r.t:</u> Identification of material subsidiary companies. Disclosure requirement of material as well as other subsidiaries.	YES	-



6.	<u>Preservation of Documents:</u> 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.	YES	-
7.	<u>Performance Evaluation:</u> 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.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of audit committee for all related party transactions; (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.	YES NA	No such instances observed
9.	<u>Disclosure of events or information:</u> 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.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	-



11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	YES	The Stock Exchanges levied penalty for the non-compliances/ the delayed compliances under Regulation 29 and 31 of SEBI (Listing Obligations and Disclosures Requirements) 2015 incurred by the Company.
12.	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u> 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 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.	NA	There was no resignation made by the Statutory Auditor during the review period.
13.	<u>Additional Non-compliances, if any:</u> No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.	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.



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: A005868H000516037

Date: 28/05/2026
Place: Hyderabad