N.V.S.S.SURYANARAYANA RAO
B.Com, A.C.S.
COMPANY SECRETARY IN PRACTICE
Mobile :9848037350

COMPLIANCE CERTIFICATE

[Pursuant to Regulation 13 of Securities Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021]

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

SUB: SECRETARIAL AUDITOR'S CERTIFICATE ON IMPLEMENTATION OF SHARE BASED EMPLOYEE BENEFIT SCHEME IN ACCORDANCE WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (SHARE BASED EMPLOYEE BENEFITS AND SWEAT EQUITY) REGULATIONS, 2021 AND TERMS OF RESOLUTION OF THE COMPANY PASSED IN THE GENERAL MEETING.

I, N. V. S. S. Suryanarayana Rao, Company Secretary in Practice have been appointed as the Secretarial Auditor of **Kellton Tech Solutions Limited** ("the Company"),(CIN: **L72200TG1993PLC016819**) and having its registered office at Plot No. 1367, Road No. - 45 Jubilee Hills, Hyderabad, Telangana, India, 500033, vide a resolution passed at its meeting of the Board of Directors of the Company held on May 30, 2025 for the financial year 2024-25.

This certificate is issued under Regulation 13 of the Securities Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time (herein referred as "SEBI Regulations") for the year ended 31st March 2025.

Management's Responsibility:

1. The Company's management is responsible for compliance of conditions for implementation of ESOP schemes in accordance with the SEBI Regulations and the resolutions passed by the members of the Company. This responsibility includes the design, implementation, and maintenance of ESOP Schemes relevant to the compliance of the conditions. The Management's responsibility includes collecting, collating and validating data and designing, implementing and monitoring of the process suitable for ensuring compliance of the ESOP Schemes with the above-mentioned SEBI Regulations.

2. Management is also responsible for maintaining the information and documents, which are required to be kept and maintained under the relevant laws and regulations and for providing all relevant information to the SEBI.

Secretarial Auditor's responsibility:

3. Pursuant to the SEBI Regulations, it is my responsibility to provide reasonable assurance that the ESOP Schemes have been implemented in accordance with these SEBI Regulations and in accordance with the resolutions passed by the shareholders of the Company in the general meeting.

4. I have not performed an audit, the objective of which is the expression of an opinion on the financial statements, specified elements, accounts or items thereof, for the purpose of this certificate. Accordingly, I do not express such an opinion.

N.V.S.S. SURYANARAYANA RAO PRACTICING COMPANY SECRETARY C.P. No 2886

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5. I have, for the purpose of issuing this certificate, examined:

5.1 The Company has filed Form 23 for the Special Resolution passed at the 19th Annual General Meeting held on December 27, 2013:
• For the resolution approving the ESOP Scheme 2012, the maximum number of shares that may be considered as options shall be 4% of the paid-up equity share capital of the Company, i.e., 1,419,564 equity shares with a face value of INR 5 each.
• For the options under the Employee Stock Option Plan 2013 for subsidiary companies shall be 2% of the paid-up equity share capital of the Company, i.e., 709,782 equity shares with a face value of INR 5 each.

5.2 Further, the Company has filed form MGT-14 for Special Resolution passed, at the 22nd Annual General Meeting held on September 26, 2016, did the following amendments as per Explanatory Statement:
• In ESOP Scheme 2012, increased from 4% to 6% of issued equity shares of the company as on date of grant of further options to its employees and
• In Employee Stock Option Plan 2013, increase from 2% to 4% of issued equity shares of the company as on date of grant of further options to the employees of its subsidiary company).

Opinion:

6. Based on the examination carried out by me and the information and explanations provided to me, I certify, to the best of my knowledge and belief, that the following Scheme(s) have been implemented, from the date of approval before the shareholders, in accordance with the requirements of the SEBI Regulations and terms of the resolutions passed in the Company's general meeting and that the issue is being made in strict compliance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

a) The ESOP Scheme 2012
b) The Employee Stock Option Plan 2013 for subsidiary companies

I confirm that the information in this certificate is true and fair / correct and there is no untrue statement or omission which would render the contents of this certificate misleading in its form or context.

Assumption & Limitation of Scope and Review:

1. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.

2. Our responsibility is to give the certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.

3. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

N.V.S.S. SURYANARAYANA RAO COMPANY SECRETARY C.P. No 2886 PRACTICING

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

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4. This certificate is solely for your information, and it is not to be used, circulated, quoted, or otherwise referred to for any purpose other than for the Regulations.

N. V. S. SURYANARAYANA RAO
COMPANY SECRETARY
PRACTICING
C.P. No. 2886

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: A005868G001143774

Date: September 05, 2025
Place: Hyderabad