



**KELLTON TECH SOLUTIONS LIMITED.**

Hyderabad, June 30, 2021

To,

The Bombay Stock Exchange Limited P.J. Towers, Dalal Street, Mumbai-400 001 Fax No: 022-22722037/39/41/61	The National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex Bandra (East), Mumbai -400 051 Fax No: 022-26598237/38
<b>Scrip Code: 519602</b>	<b>Scrip Code: KELLTONTEC</b>

Dear Sir/Ma'am,

**Sub: Submission of Annual Secretarial Compliance Report for the year ended March 31, 2021, under Regulation 24(A) of SEBI (Listing Obligations and Disclosure Requirements), Regulation, 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, 2021

Kindly take this on record and acknowledge.

Thanking you,

**For Kellton Tech Solutions Limited**

**SURABI** Digitally signed  
by SURABI JAIN  
**JAIN** Date: 2021.06.30  
21:37:50 +05'30'

**Surabi Jain**

**Company Secretary & Compliance Officer**

**M. No: A49557**

**Secretarial compliance report of Kellton Tech Solutions Limited for the year ended  
31<sup>st</sup> March, 2021**

I N.Sricharan 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 31.07.2020.

for the year ended 31<sup>st</sup> March, 2021 ("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;

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.	SEBI Circular CIR/CFD/CMD1/114/2019 dated 18 <sup>th</sup> 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.	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.
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.	As per regulation 31 any pledge should be intimated within 7 working days from creation of pledge. However there was a delay of 7 days in one trench and 13 days in

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			another trench
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.

**Note:**

1. Company has passed the special resolution for issue of warrants on 28th September, 2020, however company was unable to apply for pre-listing application with the stock exchange nor allotted warrants within 15 days from date of passing special resolution as per SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
2. During the period under review, company has filed revised Shareholding pattern for the quarter ended 31st March, 2020
3. Company has clerical mistaken the date of board meeting as 19.06.2020 instead of 16.06.2020 in Corporate Governance Report filed for the quarter ended 30th June, 2020.

(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


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

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Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	Clause no. a (1) of report dated 31 <sup>st</sup> July, 2020.	2019-20	No action required	Since, no action by company, It was suggested not to repeat in future.
2	Clause no. a (2) of report dated 31 <sup>st</sup> July, 2020.	2019-20	Delay in closure of trading window was inadvertent.	Since, no action by company, It was suggested not to repeat in future.
3	Clause no. a (3) of report dated 31 <sup>st</sup> July, 2020.	2019-20	The Company has disclosed the transactions occurred during closure of trading window with delay.	Since, no action by company, It was suggested not to repeat in future.
4	Clause no. a (4) of report dated 31 <sup>st</sup> July, 2020.	2019-20	Shareholding pattern was reported without considering some transactions, inadvertently	Company has filed revised shareholding pattern after considering all the transactions.



Signature: 

N. Sricharan

ACS Membership Number: 51756

Certificate of Practice Number: 22919

Place: Hyderabad

Date: 30.06.2021

UDIN: A051756C000559274