

To
Bombay Stock Exchange
Department of Corporate Affairs
Floor No.25, Phiroze Jeejeebhoy Towers,
Dalal Street, MUMBAI-400 001
Telephone: 22721234

Date: 29-05-2025

Dear Sirs,

Subject: Compliance under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Respected Sir/Madam,

Enclosed herewith the Annual Secretarial Compliance Report pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, dated May 29, 2025, duly issued by M/s Sharvari Kulkarni and Associates, Practicing Company Secretaries, Bengaluru for the Financial Year ended 31st March 2025.

We request you to take the same on record.

Kindly take the same on your records and acknowledge the same.

Thanking you,
Yours faithfully,
for KELTECH ENGERGIES LIMITED

Prabhudev P
Chief Financial Officer

WE THINK GLOBAL

KELTECH ENERGIES LIMITED

CIN : L30007KA1977PLC031660

Registered Office: Embassy Icon, 7th Floor, No. 3, Infantry Road,
Bangalore, Karnataka – 560001, India
TF: +91 80 222 57900 / 222 51451 email: info@keltechenergies.com
www.keltechenergies.com

The logo for Chowgule Global, featuring a blue globe icon above the text "CHOWGULE GLOBAL" in blue capital letters.

**CHOWGULE
GLOBAL**



To,
Keltech Energies Limited,
CIN: L30007KA1977PLC031660
'Embassy Icon', VII Floor, No. 3,
Infantry Road, Bangalore 560001
Karnataka, India

Page | 1

Sir/ Madam,
Annual Secretarial Compliance Report for the Financial Year 2024-25

I have been engaged by Keltech Energies Limited having CIN L30007KA1977PLC031660, whose equity shares are listed on BSE Limited (Security Code: 506528, ISIN: INE881E01017), to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, read with SEBI's Circular No: CIR/CFD/CMD1/27/2019 dated 8th February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations, relevant circulars /guidelines issued thereunder from time to time and to ensure that the systems are adequate and are operating effectively.

My responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations, relevant circulars/ guidelines issued there under from time to time and issue a report thereon.

I have conducted my Audit based on the records and information made available to us and in accordance with ICSI Guidance Note on Annual Secretarial Compliance Report and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose.

Annual Secretarial Compliance Report is enclosed.

Place: Bengaluru
Date: 29.05.2025
UDIN: A055902G000381766



For Sharvari Kulkarni and Associates
Practicing Company Secretaries
ICSI Unique Code: S2025KR1021100
Peer Review Certificate No: 5566/2024

Sharvari Sham Kulkarni
Proprietor
ACS No. 55902 CP No. 27117



SECRETARIAL COMPLIANCE REPORT
of
Keltech Energies Limited
For the financial year ended March 31st, 2025

(Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018)

Page | 2

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by M/s. Keltech Energies Limited (hereinafter referred as 'the listed entity'), having its Registered Office at 'Embassy Icon', VII Floor, No. 3, Infantry Road, Bangalore 560001, Karnataka, India. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my observations thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that the listed entity has, during the review period covering the financial year ended on March 31st, 2025 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

I have examined:

- (a) all the documents and records made available to us, and explanation provided by the Company.
- (b) the filings/ submissions made by the listed entity to the stock exchange.
- (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 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 Securities and Exchange Board of India ("SEBI").

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

1. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
2. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;





3. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
4. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

and circulars/ guidelines issued thereunder.

Page | 3

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 **One (1)** matters specified in tabular format below:

Sr. No.	1.			
Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Related party transactions The listed entity shall submit to the stock exchanges disclosures of related party transactions in the format as specified by the Board from time to time, and publish the same on its website.			
Regulation/ Circular No.	Regulation 23(9) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015			
Deviations	One instances of delay in complying with Regulation 23(9) Delay in complying-penalty paid 1. For the half-year ending 30.09.2024 (3 days)			
Action Taken by	Fine levied by BSE India			
Type of Action	Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.			
Details of Violation	Delay in filing RPT Report with the BSE Limited by 3 days.			
Fine Amount	Period (Qtr Ending)	Submission date	Delay in days	Amount (in) (with GST)
	30.09.2024	13.12.2024	3	₹. 17,700
Observations/ Remarks of the Practicing Company Secretary	BSE India has noted the delay and fines levied. The fine was duly paid by the Company and the deviation is condoned.			
Management Response	SOP Fines are paid as per SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020, duly paid and delay is condoned.			
Remarks	The deviation is condoned.			



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

Sr. No.	1.			
Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Board of Directors. - Non-compliance with the requirements pertaining to appointment or continuation of Non-executive director who has attained the age of seventy-five years.			
Regulation/ Circular No.	Regulation 17(1A)			
Deviations	Special Resolution is not passed with in the same quarter for appointment of Non-executive director who has attained the age of Seventy-five year as per Regulation 17(1A)			
Action Taken by	Fine levied by BSE India			
Type of Action	Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.			
Details of Violation	Delay in filing Corporate Governance Report with the BSE Limited by 57 days respectively.			
Fine Amount	Period (Qtr Ending)	Submission date	Delay in days	Amount (in) (with GST)
	31.12.2024	27.01.2025	57	₹. 1,34,520
Observations/ Remarks of the Practicing Company Secretary	BSE India has noted the delay and fines levied. The fine was duly paid by the Company.			
Management Response	SOP Fines are paid as per SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020, duly paid			
Remarks	Company is in the process of applying for waiver - as Company passed the special resolution through Postal Ballot within the time mentioned by Companies Act 2013 and SEBI LODR)			

Page | 4





c) I hereby report that, during the review period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations / Remarks by PCS*
1.	<p><u>Secretarial Standards:</u></p> <p>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), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	Complied
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <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 has been reviewed & timely updated as per the regulations/ circulars/ guidelines issued by SEBI. 	Yes	Complied
		Yes	Complied
3.	<p><u>Maintenance and disclosures on Website:</u></p> <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 re-directs to the relevant document(s)/ section of the website 	Yes	Complied
		Yes	Complied
		Yes	Complied

Page | 5





9.	<p><u>Disclosure of events or information:</u></p> <p>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.</p>	Yes	Complied
10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	Yes	Complied
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>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 except as provided under separate paragraph in "Observation column".</p>	Yes	<p>Stock Exchange had observed delay in certain compliances for the quarter ended 30th September 2024 and 31st December 2024.</p> <p>The Company has paid imposed fine to the Stock Exchange.</p> <p>Further to note, the Company is the process of making a representation to the stock exchange requesting a waiver of the penalty paid under Regulation 17(1A),</p> <p><i>- as Company had passed the special resolution through Postal Ballot within the timeline prescribed under the Companies Act 2013 and SEBI LODR)</i></p>
12.	<p><u>Resignation of statutory auditors from the listed entity or its material subsidiaries</u></p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed</p>	NA	<p>The Statutory Auditors have not resigned during the period under review.</p>



	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.		
13.	<u>Additional Non-compliances, if any:</u> Any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	No	None

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. My responsibility is to report based on the examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) 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.

For Sharvari Kulkarni and Associates
Practicing Company Secretaries
ICSI Unique Code: S2025KR1021100
Peer Review Certificate No: 5566/2024



Place: Bengaluru
Date: 29.05.2025
UDIN: A055902G000381766

Sharvari Sham Kulkarni
Proprietor
ACS No. 55902 CP No. 27117