



May 26 2025

**BSE Limited**

Corporate Relationship Dept.,  
14th floor, P. J. Tower,  
Dalal Street, Fort  
Mumbai - 400 001

**Scrip Code – 543664**

**National Stock Exchange of India Limited**

Exchange Plaza, Plot no. C/1, G Block,  
Bandra-Kurla Complex,  
Bandra (E),  
Mumbai - 400 051

**Scrip Symbol – KAYNES**

Dear Sir/Madam,

**Subject: Annual Secretarial Compliance Report for the Financial Year ended March 31, 2025:**

As per the Regulation 24A of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 we are hereby submitting the Annual Secretarial Compliance Report for the Financial Year ended March 31, 2025.

The aforesaid information will also be made available on the Company's website at <https://www.kaynestechnology.co.in/>

Kindly take the above information on record and acknowledge it.

Thanking you

Yours faithfully,

**For Keynes Technology India Limited**

**Anuj Mehtha**

Company Secretary & Compliance Officer  
ICSI Membership No. A62542

Enclosure: Annual Secretarial Compliance Report from Mrs. Kalaivani S (Practising Company Secretary)

**KAYNES TECHNOLOGY INDIA LIMITED**

CIN: L29128KA2008PLC045825

Website: [www.kaynestechnology.co.in](http://www.kaynestechnology.co.in) Email ID: [kaynestechcs@kaynestechnology.net](mailto:kaynestechcs@kaynestechnology.net)

H.O & Regd Office: 23-25, Belagola, Food Industrial Estate Metagalli PO, Mysore 570016, Karnataka, India

Telephone No: +91 8212582595

**KALAIVANI. S**

B.Com., MBA, ACS

Company Secretary

# 496/4, II Floor, 10th Cross  
Near Bashyam Circle, Sadashivanagar,  
Bangalore - 560 080  
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Mob.: 99722 66442  
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**SECRETARIAL COMPLIANCE REPORT OF  
KAYNES TECHNOLOGY INDIA LIMITED  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2025**

I, Kalaivani S, Practising Company Secretary have examined:

- (a) all the documents and records made available to us and explanation provided by Keynes Technology India 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 report, for the year ended 31<sup>st</sup> March, 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, 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 (Buy back of Securities) Regulations, 2018;  
[Not applicable during the Review period]
- (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 during the Review period]  
 (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and  
 (h) circulars/ guidelines issued thereunder;

and based on the above examination,

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><b>Secretarial Standards:</b>            The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).</p>	YES	
2.	<p><b>Adoption and timely updation of the Policies:</b></p> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entities</li> <li>• All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/ circulars/ guidelines issued by SEBI</li> </ul>	YES	
3.	<p><b>Maintenance and disclosures on Website:</b></p> <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents/ information under a separate section on the website</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27 (2) are accurate and specific which directs to the relevant document(s)/ section of the website</li> </ul>	YES	



4.	<b>Disqualification of Director:</b> None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013.	YES	
5.	<b>Details related to Subsidiaries of listed entities:</b> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	YES	
6.	<b>Preservation of Documents:</b> 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.	<b>Performance Evaluation:</b> 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.	<b>Related Party Transactions:</b> (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	There were no such transactions during the review period.
9.	<b>Disclosure of events or information:</b> 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.	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of	YES	



	Insider Trading) Regulations, 2015.		
11.	<p><b>Actions taken by SEBI or Stock Exchange(s), if any:</b></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 (or)</p> <p>The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.</p>	YES	
12.	<p><b>Resignation of statutory auditors from the listed entity or its material subsidiaries:</b></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 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.</p>	NA	
13.	<p><b>Additional Non-compliances, if any:</b></p> <p>No additional noncompliance observed for any SEBI regulation/ circular/ guidance note etc.</p>	NA	

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

(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 )	Regulations/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Regulation 3(5) under Chapter II of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015	Regulation 3(5) under Chapter I	SEBI alleged that the Managing Director of the listed entity failed to maintain SDD pertaining to UPSI relating to financial statement for the period ended March 31, 2023	SEBI	Show-cause notice issued to the Managing Director of the listed entity	The listed entity failed to maintain SDD pertaining to UPSI relating to financial statement for the period ended March 31, 2023	NA	The listed entity shall continue to maintain the SDD as prescribed by Regulation 3 of the SEBI(PI T) Regulations, 2015	Reply to Show cause Notice is made with in the stipulated timeline and the settlement mechanism	

										was opted and filed by Noticee in accordance with SEBI Settlement proceeding regulation.	
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. N.o.	Compliance Requirement(Regulations/circulars/guidelines including specific clauses)	Regulations/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
NA										



**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. 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.



Kalaivani S

Practising Company Secretary

ACS: 57112 CP: 22158

Peer Review Certificate No.: 2860/2022

UDIN: A057112G000354651

Place: Bengaluru

Date: 15.05.2025