

Date: May 30, 2024

To

Listing Compliance National Stock Exchange of India Ltd. Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E) Mumbai – 400051 Listing Compliance
The Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.

Dear Sir/Madam,

Sub: Submission of Secretarial Compliance Report pursuant to Regulation 24A of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 for the year ended March 31, 2024.

Ref: Regulation 24A of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015

BSE Scrip Code: 543599; NSE Symbol; KSOLVES; ISIN: INEOD6I01015

With reference to the above-mentioned subject, please find attached herewith the Secretarial Compliance Report pursuant to Regulation 24A of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 for the year ended March 31, 2024.

This is for your information and records.

For Ksolves India Limited

Manisha Kide Company Secretary & Compliance Officer



SECRETARIAL COMPLIANCE REPORT OF KSOLVES INDIA LIMITED FOR THE YEAR ENDED 31st MARCH, 2024

[Pursuant to Regulation 24A of the SEBI (Listing obligation and Disclosure Requirements) Regulation, 2015]

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **KSOLVES INDIA LIMITED** (hereinafter referred as 'the listed entity'), having its Registered Office at 317/276, Second Floor, Lane No.3, Mehrauli Road, Saidulajab, Saket, New Delhi South Delhi 110030, India. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our 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, we hereby report that the listed entity has, during the review period covering the financial year ended on 31st March, 2024 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

We, MSV And Associates, Practicing Company Secretaries have examined:

- a) all the documents and records made available to us and explanation provided by **KSOLVES 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 31st March, 2024 ("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 Regulation as amended from time to times, 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 (Prohibition of Insider Trading) Regulations, 2015;
- e) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- f) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable as the Company has not bought back/proposed to buy-back any of its securities during the financial year under review.)
- g) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (*Not applicable to the Company during the Audit Period*)
- h) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the Company during the Audit Period)
- i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

We have examined the compliance of above regulations, circulars, guidelines issued thereunder as applicable during the period under review and based on confirmation received from the management of the company, we hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr.	Particulars	Compliance	Observations/
No.		status	Remarks by
		(Yes/No/NA)	PCS*
1.	Secretarial Standards:	Yes	-
	The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.		
2.	Adoption and timely updation of the Policies: • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities	Yes	
	• All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the	Yes	

	regulations/circulars/guidelines issued by SEBI		
3.	Maintenance and disclosures on Website:		
	•The Listed entity is maintaining a functional website	Yes	
	•Timely dissemination of the documents/ information under a separate section on the website	Yes	
	•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	
4.	Disqualification of Director:		
	None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	
5.	To examine details related to Subsidiaries of		The Company does
	listed entities: (a)Identification of material subsidiary companies	Not Applicable	not have any material subsidiary.
	(b)Requirements with respect to disclosure of material as well as other subsidiaries	Not Applicable	
6.	Preservation of Documents:		
	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.	Performance Evaluation:		
	The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	
8.	Related Party Transactions:		During the period
	(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions	Yes	under review all Related party transactions were entered after obtaining prior
	(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently	Not Applicable	approval of audit committee.

	approved/ratified/rejected by the Audit committee.		
9.	Disclosure of events or information:		
	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.	Prohibition of Insider Trading:		
	The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	
11.	Actions taken by SEBI or Stock Exchange(s), if any: No Actions 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	Not Applicable	No action(s)has been taken against the Company /its promoters/directors /subsidiaries either by SEBI or by Stock Exchanges
12.	Additional Non-compliances, if any: No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	No non-compliances were observed for any SEBI regulation / circular/ guidance/ notes etc during the period under review.

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr.No	Particulars	Compliance	Observations
		Status	/Remarks by
		(Yes/No/NA)	PCS*
1.	Compliances with the following	g conditions wh	ile appointing/re-
	appointing an auditor		
	 i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or 	Not Applicable	The Auditor has not resigned during the period under review.

	iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.		
	for such infancial year.		
2.	Other conditions relating to resignat i. Reporting of concerns by	Not Applicable	No Such instance
2.			
	communicate its views to the management and the auditor.		

	ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.		
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	Not Applicable	The Auditor has not resigned during the period under review.

^{*}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.	Compliance	Regu-	Deviati	Action	Type of	Detai	Fine	Observatio	Man-	Re-
No	Requirement	lation/	ons	Taken	Action	ls of	Amount	ns/	age-	marks
	(Regulations/	Circular		by		Viola		Remarks	ment	
	circulars/	No.		-		tion		of the	Re-	
	guidelines							Practicing	sponse	
	including							Company	_	
	specific							Secretary		
	clause)									
					Advisory					
					/					
					Clarificat					
					ion/					
					Fine/Sho					
					w Cause					
					Notice/					
					Warning,					
					etc.					
					Nil					

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

Sr.	Compliance	Regu-	Deviati	Action	Type of	Detai	Fine	Observatio	Man-	Re-
No	Requirement (Regulations/ circulars/ guidelines including specific clause)	lation/ Circular No.	ons	Taken by	Action	ls of Viola tion	Amount	ns/ Remarks of the Practicing Company Secretary	age- ment Re- sponse	marks
					Advisory / Clarificat ion/ Fine/Sho w Cause					

				Notice/ Warning, etc.					
No Observations were made in the previous report									

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 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.

Place: Jaipur For MSV & Associates
Date: 30th May, 2024 Practicing Company Secretaries

Practicing Company Secretaries FRN: P2018RJ071900

Peer Review Certificate No.: 1924/2022

Name of Company Secretary: Vivek Sharma Managing Partner FCS No. 10663; COP No. 14773 UDIN: F010663F000492881



SECRETARIAL COMPLIANCE REPORT OF KSOLVES INDIA LIMITED FOR THE YEAR ENDED 31st MARCH, 2024

[Pursuant to Regulation 24A of the SEBI (Listing obligation and Disclosure Requirements) Regulation, 2015]

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **KSOLVES INDIA LIMITED** (hereinafter referred as 'the listed entity'), having its Registered Office at 317/276, Second Floor, Lane No.3, Mehrauli Road, Saidulajab, Saket, New Delhi South Delhi 110030, India. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our 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, we hereby report that the listed entity has, during the review period covering the financial year ended on 31st March, 2024 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

We, MSV And Associates, Practicing Company Secretaries have examined:

- a) all the documents and records made available to us and explanation provided by **KSOLVES 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 31st March, 2024 ("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 Regulation as amended from time to times, 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 (Prohibition of Insider Trading) Regulations, 2015;
- e) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- f) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable as the Company has not bought back/proposed to buy-back any of its securities during the financial year under review.)
- g) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable to the Company during the Audit Period)
- h) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the Company during the Audit Period)
- i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

We have examined the compliance of above regulations, circulars, guidelines issued thereunder as applicable during the period under review and based on confirmation received from the management of the company, we 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.	Secretarial Standards:	Yes	-
	The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.		
2.	Adoption and timely updation of the Policies: • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities	Yes	
	• All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the	Yes	

	regulations/circulars/guidelines issued by SEBI		
3.	Maintenance and disclosures on Website:		
	•The Listed entity is maintaining a functional website	Yes	
	•Timely dissemination of the documents/ information under a separate section on the website	Yes	
	• 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	
4.	Disqualification of Director:		
	None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	
5.	To examine details related to Subsidiaries of		The Company does
	listed entities: (a)Identification of material subsidiary companies	Not Applicable	not have any material subsidiary.
	(b)Requirements with respect to disclosure of material as well as other subsidiaries	Not Applicable	
6.	Preservation of Documents:		
	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.	Performance Evaluation:		
	The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	
8.	Related Party Transactions:		During the period
	(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions	Yes	under review all Related party transactions were entered after obtaining prior
	(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently	Not Applicable	approval of audit committee.

	approved/ratified/rejected by the Audit committee.		
9.	Disclosure of events or information:		
	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.	Prohibition of Insider Trading:		
	The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	
11.	Actions taken by SEBI or Stock Exchange(s), if any: No Actions 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	Not Applicable	No action(s)has been taken against the Company /its promoters/directors /subsidiaries either by SEBI or by Stock Exchanges
12.	Additional Non-compliances, if any: No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	No non-compliances were observed for any SEBI regulation / circular/ guidance/ notes etc during the period under review.

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr.No	Particulars	Compliance Status	Observations /Remarks by		
		(Yes/No/NA)	PCS*		
1.	Compliances with the followin appointing an auditor	g conditions wh	ile appointing/re-		
	 i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or 	Not Applicable	The Auditor has not resigned during the period under review.		

	iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.		
2.	Other conditions relating to resignation	tion of statutory aud	litor
	 i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings. b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable. c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor. 	Not Applicable	No Such instance occurred during the period under review.

	ii. Disclaimer in case of non- receipt of information:		
	The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.		
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	Not Applicable	The Auditor has not resigned during the period under review.

^{*}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.	Compliance	Regu-	Deviati	Action	Type of	Detai	Fine	Observatio	Man-	Re-
No	Requirement	lation/	ons	Taken	Action	ls of	Amount	ns/	age-	marks
	(Regulations/	Circular		by		Viola		Remarks	ment	
	circulars/	No.		•		tion		of the	Re-	
	guidelines							Practicing	sponse	
	including							Company	_	
	specific							Secretary		
	clause)									
	ĺ				Advisory					
					/					
					Clarificat					
					ion/					
					Fine/Sho					
					w Cause					
					Notice/					
					Warning,					
					etc.					
					Nil			1		
					Nil					<u></u>

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

Sr.	Compliance	Regu-	Deviati	Action	Type of	Detai	Fine	Observatio	Man-	Re-
No	Requirement	lation/	ons	Taken	Action	ls of	Amount	ns/	age-	marks
	(Regulations/	Circular		by		Viola		Remarks	ment	
	circulars/	No.		-		tion		of the	Re-	
	guidelines							Practicing	sponse	
	including							Company	_	
	specific							Secretary		
	clause)							_		
					Advisory					
					/					
					Clarificat					
					ion/					
					Fine/Sho					
					w Cause					

					Notice/ Warning, etc.					
No Observations were made in the previous report										

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 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.

Place: Jaipur

Date: 30th May, 2024

For MSV & Associates Practicing Company Secretaries

FRN: P2018RJ071900

Peer Review Certificate No.: 1924/2022

VIVEK SHARMA Digitally signed by VIVEK SHARMA Date: 2024.05.30 19:45:22 +05'30'

Name of Company Secretary: Vivek Sharma Managing Partner FCS No. 10663; COP No. 14773

UDIN: F010663F000492881