C GAUR & ASSOCIATES
COMPANY SECRETARIES
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Secretarial Compliance Report of *Kinetic Trust Limited* for the financial year ended March 31, 2025

We, M/s C Gaur & Associates, Company Secretaries have examined:

(a) all the documents and records made available to us and explanation provided by *Kinetic Trust Limited* ("the listed entity");

(b) the filings/ submissions made by the listed entity to the stock exchanges;

(c) website of the listed entity, and

(d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the financial year ended on 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, whose provisions and the circulars/ guidelines issued thereunder, have been examined, includes:-

(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 Applicable on the Company)**

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(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations,2021; **(Not Applicable on the Company)**

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable on the Company)**

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations,2021; **(Not Applicable on the Company)**

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;

(j)(other regulations as applicable)
and circulars/ guidelines issued thereunder;

We 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/ guide- lines including specific clause)	Regulation / 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.	Regarding Appointment of Company	Circular No. SEBI/HO/CFD/PoD2/CIR/	The Company being Listed entity was required to appoint a Company	BSE Ltd.	Imposition of Fine and	Non-compliance with	90,860	Ms. Anjali Garg resigned from the office of	The Company appointed a Company Secretary as it's	The Company appointed a

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	Secretary as Compliance officer	P/2023/120	secretary as it's Compliance officer. Said position was vacant during period under review consequently violation of Regulation 6(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 made.		Corrective orders.	requirement to appoint a qualified company secretary as the compliance officer		Compliance officer on January 31, 2024 and said office remained vacant till September 09, 2024 until Mr. Pankaj Kumar Gupta, Company Secretary was appointed as Compliance officer.	Compliance officer and Paid the Fine.	Company Secretary as it's Compliance officer and Paid the Fine.
2.	Regarding Appointment of Company Secretary as Compliance officer	Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120	The Company being Listed entity required to appoint a Company secretary as it's Compliance officer. Said position was vacant during period under review consequently violation of Regulation 6(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 made.	BSE Ltd.	Imposition of Fine and Corrective orders.	Non-compliance with requirement to appoint a qualified company secretary as the compliance officer	73,160	Ms. Anjali Garg resigned from the office of Compliance officer on January 31, 2024 and said office remained vacant till September 09, 2024 when Mr. Pankaj Kumar Gupta, Company Secretary was appointed as Compliance	The Company appointed a Company Secretary as it's Compliance officer and Paid the Fine.	The Company appointed a Company Secretary as it's Compliance officer and Paid the Fine.

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								officer.		
3.	The promoter of every target company shall declare on a yearly basis that he, along with persons acting in concert, has not made any encumbrance, directly or indirectly, other than those already disclosed during the financial year, within 7 working days.	Regulation 31(4) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011	Failure in filing declaration with stock exchange within prescribed timelines.	-	-	-	-	Mr. Rajesh Arora, Promoter of the Company failed to file declaration with Stock exchange within 7 days of end of Financial year.	Management ensured delayed filing of disclosure by Promoter.	Mr. Rajesh Arora, Promoter, filed the declaration with stock exchange after due date.

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

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Sr. No.	Compliance Requirement (Regulations/ circulars/guide-lines including specific clause)	Regulation/ 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.	Regarding Automation of Continual Disclosures under Regulation 7(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015	Circular No. SEBI/HO/ISD/ISD/CIR/P/2020/168 dated September 9, 2020	The company was supposed to appoint either NSDL or CDSL as its Designated Depository. The company has yet not appointed either of the mentioned depositories as its Designated Depository.	-	-	-	-	The Company took corrective measures and rectified the non-compliance by appointing NSDL as it's Designated Depository.	The company appointed NSDL as it's Designated Depository.	The company appointed NSDL as it's Designated Depository.

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 (Yes/No/NA)	Observations /Remarks by PCS*
1.	**Compliances with the following conditions while appointing/re-appointing an auditor**		

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	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 theend 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 iii. If the auditor has signed the limited review/ auditreport for the first three quarters of a financial year, the auditor before such resignation has issued the limited review/ audit report for the lastquarter of such financial year as well as the auditreport for such financial year.	NA	No resignation of Auditors took place during the said period of review.
2.	**Other conditions relating to resignation of statutory auditor**		
	i. Reporting of concerns by Auditor with respect tothe 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 ofinformation / non-cooperation by the management which has hampered the audit process, the auditor has approachedthe Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly andimmediately without specifically waiting forthe quarterly Audit Committee meetings.	NA	No resignation of Auditors took place during the said period of review.

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	b. In case the auditor proposes to resign,all concerns with respect to the proposed resignation, along with relevant documentshas been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receiptof 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 fromthe auditor relating to the proposal to resignas mentioned above and 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 inaccordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listedentity/ 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.	NA	No resignation of Auditors took place during the said period of review.

III. We hereby report that, during the review period the compliance status of the listed entity is appended as below :

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Sr. No.	Particulars	Compliance Status(Yes/ No/NA)	Observations/ Remarks by PCS*
1.	**Secretarial Standards:** 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.	Yes	No remarks needed
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 ● All the policies are in conformity with SEBI Regulationsand have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	Yes	No remarks needed
3.	**Maintenance and disclosures on Website:** ● 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 governancereports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/section of the website	Yes	No remarks needed

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4.	**Disqualification of Director:** None of the Director(s) of the Company is/ aredisqualified under Section 164 of Companies Act, 2013as confirmed by the listed entity.	Yes	No remarks needed
5.	**Details related to Subsidiaries of listed entities have been examined w.r.t.:** (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	Yes	The company does not have any subsidiaries
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 Documentsand Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	No remarks needed
7.	**Performance Evaluation:** The listed entity has conducted performance evaluationof the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	No remarks needed

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8.	**Related Party Transactions:** (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained.	Yes, The listed entity has obtained prior approval of Audit Committee.	No remarks needed
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	No remarks needed
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	No remarks needed
11.	**Actions taken by SEBI or Stock Exchange(s), if any:** 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 herein (**).	Yes	No remarks needed

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12.	**Additional Non-compliances, if any:** No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	No	No, additional non-Compliance was observed.

Place: New Delhi
Date: 23rd April, 2025

For C Gaur & Associates

CHETAN GAUR Digitally signed by CHETAN GAUR Date: 2025.04.23 15:04:54 +05'30'

Chetan Gaur
Proprietor
FCS No.: 13426
CP No.: 19223

UDIN: F013426G000178503
PR No: 3160/2023