

Ref no.- KTSL/2025-2026/019

To

|  |   |
|--|---|
| The General Manager,<br>Listing Department,<br><b>BSE Limited,</b><br>1st Floor, New Trading Wing,<br>Rotunda Building, P.J. Towers,<br>Dalal Street Fort, Mumbai-400001 | The Manager,<br>Listing Department,<br><b>National Stock Exchange of India Ltd,</b><br>Exchange Plaza,<br>Bandra Kurla Complex, Bandra (East),<br>Mumbai – 400051 |
| <b>Scrip Code: 519602</b>  | <b>Symbol: KELLTONTEC</b>   |

**Subject: Outcome of the Board Meeting**

Dear Sir/Madam,

With reference to the document bearing Ref No. **KTSL/2025-2026/018**, we would like to bring to your attention a correction pertaining to **Table 3 on Page 3**. The “**Issue Price / Allotted Price (in ₹)**” mentioned therein should be **read as ₹126/-**. The previously stated figure was inadvertently included due to a typographical error and is to be disregarded for all purposes. This correction does not affect any other part of the document, and all remaining contents continue to remain valid and unchanged. The revised version of the document reflecting the above correction is being duly submitted for your records and reference.

In furtherance to the intimation dated June 11, 2025 vide Ref no.- KTSL/2025-2026/017 and pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (hereinafter referred to as the “Listing Regulations”), we wish to inform that the Board of Directors of the Company have at their meeting held today, *i.e.*, Saturday June 14, 2025 *inter alia*, considered and approved the following businesses:

- 1) Raising of funds through issue and allotment of up to 55,00,000 (Fifty Five Lakhs) warrants, convertible into 1 (One) Equity Share of face value of ₹ 05/- (Rupees Five Only) each, to certain Promoter and Non-Promoter Investors, on preferential basis in terms of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“ICDR Regulations”), at an Issue Price of ₹ 126/- (Rupees One Hundred Twenty Six Only) including premium of ₹ 121/- (Rupees One Hundred Twenty one) per warrant (being the price not less than the minimum price determined with reference to the Relevant Date in accordance with Regulation 164 read with Regulation 166A of the ICDR Regulations aggregating up to maximum amount of ₹ 69,30,00,000/- (Rupees Sixty-Nine Crore Thirty Lakh only), subject to the approval of regulatory and statutory authorities and the Members of the Company at the ensuing Extra-Ordinary General Meeting.
- 2) Considered, approved, and recommended to the shareholders, an Ordinary Resolution to be passed at the forthcoming Extraordinary General Meeting (EGM), for the alteration of the share capital of the Company by way of sub-division/split of each existing equity share of the Company having a face value of ₹5/- (Rupees Five only) each, fully paid-up, into 5 (Five) equity shares having a face value of ₹1/- (Rupee One only) each, fully paid-up.

The record date for the purpose of the above sub-division/split of Equity Shares shall be decided after obtaining approval of the shareholders through EGM will be intimated in due course.

- 3) Considered, approved and recommended ordinary resolution through EGM for alteration of the Capital Clause (Clause V) of the Memorandum of Association of the Company (MoA) on account of sub-division/split of equity shares of the Company.
  
- 4) Notice of Extra-Ordinary General Meeting of the Company to be held on **Friday, July 11, 2025**, through VC/OAVM, to seek approval of Shareholders of the Company by way of requisite resolution for above matters:

The details required pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. SEBI/HO/CFD/PoD1/P/CIR/2023/123 dated July 13, 2023, pertaining to the above matters are provided separately as Annexures to this submission.

The Board Meeting commenced at **05:00 P.M. (IST)** and concluded at **06:30 P.M.(IST)**

This is for your information and record.

Yours Faithfully,

**For and on behalf of  
Kellton Tech Solutions Limited**

**Rahul Jain  
Company Secretary & Compliance Officer  
Membership No: ACS62949  
Date: June 18, 2025  
Place: Hyderabad**

**ANNEXURE-A**

The details pursuant to Regulation 30 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFDPOD1/ P/CIR/2023/123 dated July 13, 2023:

| Issue of Convertible Warrants on Preferential basis |  |  |
|---|--|--|
| Sr. No.   | Particulars  | Details  |
| 1.  | Type of Securities   | Warrants Convertible into Equity Shares  |
| 2.  | Type of issuance   | Preferential Issue of warrants in accordance with Chapter V of SEBI (ICDR) Regulation, 2018 read with the Companies Act, 2013 and rules made thereunder.   |
| 3.  | Total number of securities proposed to be issued or the Convertible Warrants securities will be issued | Issue of up to 55,00,000 (Fifty Five Lakhs) warrants at a price of ₹ 126/- (Rupees One Hundred Twenty Six Only) each convertible into 1 (One) Equity Share of Face Value of ₹ 5/- (Rupees Five Only) fully paid up at a Premium of ₹ 121/- (Rupees One Hundred Twenty one) each, per warrant ("Issue Price") in cash, for an aggregate consideration of up to ₹ 69,30,00,000/- (Rupees Sixty-Nine Crore Thirty Lakh only),   |
| 4.  | Issue Price  | ₹ 126/-<br>(Comprising of Face Value of ₹ 05/- and a Premium of ₹ 121/- per warrant)   |
| 5.  | Number of Investors  | 3 (Three)  |
| 6.  | Intimation on conversion of securities or on lapse of the tenure of the Instrument                     | <ul style="list-style-type: none"> <li>Each Warrant will be convertible into, or exchangeable for, 1 (One) fully paid-up equity share of the Company of Face Value of ₹ 5/- (Rupees Five Only) each payable in cash, which may be exercised in one or more tranches during the period commencing from the date of allotment of the warrants until expiry of 18 (Eighteen) months.</li> <li>25% of the total consideration will be paid at the time of issuance of the warrants and the remaining 75% of the total consideration shall be paid upon the exercise/conversion of each warrant within a period of 18 months of allotment of warrants.</li> </ul> |

| Sr. No.      | Name of the Investor/ Proposed Allottee | Category (Promoter/ Non-Promoter) | No. of Share Warrants | Outcome of the subscription/ Investment Amount (in ₹) | Issue Price/ allotted Price (in ₹) |
|--------------|---|-----------------------------------|-----------------------|---|------------------------------------|
| 1.           | Matnic Finvest LLP                      | Promoter                          | 45,00,000             | 56,70,00,000  | 126                                |
| 2.           | Karanjit Singh                          | Non-Promoter                      | 7,00,000              | 8,82,00,000   | 126                                |
| 3.           | Srinivas Potluri                        | Non-Promoter                      | 3,00,000              | 3,78,00,000   | 126                                |
| <b>Total</b> |   |                                   | <b>55,00,000</b>      | <b>69,30,00,000</b>                                   |                                    |

| Name of the Proposed Investor | Category | Pre- issue Shareholding |                    | Post issue Shareholding |                    |
|-------------------------------|----------|-------------------------|--------------------|-------------------------|--------------------|
|                               |          | Pre-issue holding       | % of total Capital | Post-issue holding      | % of total Capital |
| Matnic Finvest LLP            | Promoter | 3,48,12,320             | 35.74%             | 3,93,12,320             | 38.20%             |
| Karanjit Singh                | Public   | 96,000                  | 0.10%              | 7,96,000                | 0.77%              |
| Srinivas Potluri              | Public   | 3,33,332                | 0.34%              | 6,33,332                | 0.62%              |

**ANNEXURE-B**

**Sub-division each existing equity share of the Company having a face value of ₹5/- (Rupees Five only) each, fully paid-up, into 5 (Five) equity shares having a face value of ₹1/- (Rupee One only) each, fully paid-up.**

| Sr. No. | Particular  | Description   |
|---------|---|---|
| 1       | Split Ratio   | Each 1 (One) equity share of the Company having a face value of ₹5/- (Rupees Five only) each fully paid-up will be sub-divided into 5 (Five) equity shares of ₹1/- (Rupee One only) each fully paid-up. |
| 2       | Rationale behind the Split  | To enhance the liquidity of the Company's equity shares in the stock market and encourage wider participation of small and retail investors by making the shares more affordable.                       |
| 3       | Pre and post share capital – authorized, paid-up and subscribed   | <b><i>Explained in foot note of the Annexure</i></b>  |
| 4       | Expected time of completion   | Within approximately 3 months from the date of receipt of shareholders' approval and subject to necessary regulatory approvals.   |
| 5       | Class of shares which are subdivided  | Equity Shares (There is only one class of shares i.e., Equity Shares)   |
| 6       | Number of shares of each class pre and post split   | As detailed in Clause 3 above.  |
| 7       | Number of shareholders who did not get shares in consolidation and their pre-consolidation shareholding | Not Applicable (as the split is in 1:5 ratio, all fractional entitlements will convert into whole numbers).   |

**Pre and Post Share Capital Structure (Pursuant to Share Split)**

| Particulars                                     | Pre-Split   | Post-Split  |
|---|---|---|
| <b>Authorized Share Capital</b>                 | 12,00,00,000 (Twelve Crores) equity shares of face value ₹5/- each  | 60,00,00,000 (Sixty Crores) equity shares of face value ₹1/- each   |
| <b>Total Authorized Capital (₹)</b>             | ₹60,00,00,000/- (Rupees Sixty Crores only)  | ₹60,00,00,000/- (Rupees Sixty Crores only)  |
| <b>Issued, Subscribed &amp; Paid-up Capital</b> | 9,75,15,932 (Nine Crore Seventy-Five Lakh Fifteen Thousand Nine Hundred Thirty-Two) equity shares of face value ₹5/- each | 48,75,79,660 (Forty-Eight Crores Seventy-Five Lakh Seventy-Nine Thousand Six Hundred Sixty) equity shares of face value ₹1/- each |
| <b>Total Paid-up Capital (₹)</b>                | ₹48,75,79,660/- (Rupees Forty-Eight Crores Seventy-Five Lakh Seventy-Nine Thousand Six Hundred Sixty only)                | ₹48,75,79,660/- (Rupees Forty-Eight Crores Seventy-Five Lakh Seventy-Nine Thousand Six Hundred Sixty only)                        |

**ANNEXURE-C**

**Alteration in Memorandum of Association of the Company, in brief**

The Board of Directors of the Company at its Meeting held on June 14, 2025, subject to approval of the Members, approved alteration of Capital Clause (Clause V) of the Memorandum of Association of the Company as below:

**“The Authorised Share Capital of the Company is ₹60,00,00,000/- (Rupees Sixty Crore only) divided into 60,00,00,000 (Sixty Crore) equity shares of ₹1/- (Rupee One only) each.”**