

Ref no.- KTSL/2025-2026/020

To

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

Subject: Notice of Extra-Ordinary General Meeting of the Company

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Notice of the Extra-Ordinary General Meeting (“EGM”) of the Company, scheduled to be held on **Friday, July 11, 2025, at 11:00 A.M. (IST)** through **Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”)**, has been dispatched today, i.e., **June 19, 2025**, through email to all the Members whose names appeared in the Register of Members as on **Friday, June 13, 2025**.

The Notice of the EGM is also available on the website of the Company at www.kellton.com/egm , and enclosed herewith for the reference of members

Particulars	Date/Details
Cut-Off Date for Dispatch of Notice	June 13, 2025 (Friday)
Date of Dispatch of Notice	June 19, 2025 (Thursday)
Cut-Off Date for e-Voting	July 04, 2025 (Friday)
E-Voting Start Date	July 07, 2025 (Monday)
E-Voting End Date	July 10, 2025 (Thursday)
Date and Time of EOGM	July 11, 2025 (Friday) at 11:00 A.M. (IST)
Link for e-voting website of NSDL	www.evoting.nsdl.com

We request you to kindly take the above on record.

For and on behalf of
Kellton Tech Solutions Limited

Rahul Jain
Company Secretary & Compliance Officer
Membership No: ACS62949
Date: June 19, 2025
Place: Hyderabad

NOTICE IS HEREBY GIVEN THAT THE 01/2025-26 EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF KELLTON TECH SOLUTIONS LIMITED ("THE COMPANY") WILL BE HELD ON FRIDAY JULY 11, 2025 AT 11:00 A.M IST THROUGH VIDEO CONFERENCING (VC) / OTHER AUDIO-VISUAL MEANS (OAVM) TO TRANSACT THE FOLLOWING SPECIAL BUSINESSES:

1. APPROVAL FOR ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

*To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:*

"RESOLVED THAT, pursuant to the provisions of Sections 13, 61(1)(d), and 64 and other applicable provisions, if any, of the Companies Act, 2013, read with the applicable rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to the approval of the Members of the Company, the existing Clause V of the Memorandum of Association of the Company relating to the share capital be and is hereby substituted with the following clause;

Clause V –

The Authorised Share Capital of the Company is ₹60,00,00,000/- (Rupees Sixty Crores only) divided into 60,00,00,000 (Sixty Crores) Equity Shares of ₹1/- (Rupee One only) each.

RESOLVED FURTHER THAT Mr. Niranjana Chintam (DIN: 01658591), Mr. Krishna Chintam (DIN: 01658145), Directors of the Company, and Mr. Rahul Jain (ACS: 62949), Company Secretary of the Company, be and are hereby severally authorized to do and perform all such acts, deeds, matters, and things as may be necessary to give effect to the this resolution, including but not limited to preparing, executing, signing, and filing the necessary e-forms and documents with the Registrar of Companies; issuing certified copies of the resolution; making such modifications, alterations, or amendments as may be required by any statutory or regulatory authority; and delegating such authority to other officers of the Company, if required, in order to give full effect to this resolution."

2. APPROVAL FOR SUB-DIVISION (SPLIT) OF EQUITY SHARES OF THE COMPANY

*To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution***

"RESOLVED THAT, pursuant to the provisions of Section 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), including the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") as amended from time to time, to the extent applicable (including any statutory modification(s), notifications, circulars issued thereunder or re-enactment(s) thereof), and pursuant to Clause 61 and 69 of the Articles of Association of the Company, and subject to such permissions, consents and approvals as may be required from the concerned statutory and regulatory authorities, based on the recommendation of the Stakeholder Relationship Committee, and subject to the approval of the Members of the Company, consent of the Members of the Company, be and is hereby accorded for the sub-division of 1 (One) equity share having face value of ₹5/- (Rupees Five Only) each, fully paid-up, into 5 (Five) equity shares having face value of ₹1/- (Rupee One Only) each, fully paid-up, with effect from such date as may be fixed by the Board of Directors ("Record Date"), and that the sub-divided equity shares shall rank pari-passu in all respects with each other;

RESOLVED FURTHER THAT, in view of the sub-division of equity shares of the Company, the Board is hereby authorised to make appropriate adjustments in respect of the number of equity shares and the price payable upon conversion of any outstanding convertible instruments including but not limited to ESOPs, FCCBs, and any warrants allotted but pending conversion as on the Record Date, in such manner that the aggregate monetary consideration remains unchanged and the entitlement is equitably adjusted in accordance with the applicable SEBI regulations, RBI guidelines, and terms of issue; and that such adjustments being arithmetical and consequential in nature shall not require separate approval of the shareholders;

RESOLVED FURTHER THAT upon sub-division/split of equity shares as aforesaid and with effect from the Record Date:

- a) **for equity shares held in physical form**, the existing share certificates shall be deemed to be automatically cancelled and shall be of no effect. In accordance with SEBI circulars and applicable laws, no new physical share certificates shall be issued; instead, letters of confirmation shall be issued to enable the shareholders to dematerialize the sub-divided shares in accordance with the applicable SEBI regulations and procedures, and
- b) **for the equity shares held in dematerialised form**, the sub-divided equity shares shall be credited proportionately into the respective beneficiary demat account(s) of the members held with their depository participant(s), in lieu of the existing credits present in their respective beneficiary demat account(s), in compliance with the prevailing laws/guidelines in this regard;

RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorised to fix the Record Date for determining the eligibility of shareholders to receive sub-divided equity shares, upon completion of necessary formalities, and in accordance with the Act, SEBI Listing Regulations, and other applicable laws;

RESOLVED FURTHER THAT, the Board be and is hereby authorised to take all such steps and actions including but not limited to: making applications or representations before any authorities such as the Stock Exchanges, SEBI, ROC or other regulatory bodies; issuing letters or communications to bankers, intermediaries, depositories, or any other agencies; modifying any existing documentation or agreements in relation to the share capital; and taking necessary actions in respect of any existing pledges, if created on equity shares of the Company, in order to give full effect to the sub-division;

RESOLVED FURTHER THAT, Mr. Niranjana Chintam (DIN: 01658591), Mr. Krishna Chintam (DIN: 01658145), Directors of the Company, and Mr. Rahul Jain (ACS: 62949), Company Secretary of the Company, be and are hereby severally authorised to do and perform all such acts, deeds, matters and things, including but not limited to execution and filing of necessary forms, resolutions, declarations, applications, certificates and returns with the Registrar of Companies, SEBI, Stock Exchanges, NSDL/CDSL, or any other statutory authorities; to issue letters of confirmation in lieu of cancelled physical certificates, to sign and deliver any documents, and to represent the Company in all relevant matters in connection with the sub-division of equity shares and all acts incidental and ancillary thereto."

3. ISSUE OF 55,00,000 SHARE WARRANTS, CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO THE PROMOTER AND NON-PROMOTER CATEGORY:

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of sections 23, 42, 62(1)(c), and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, as amended, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("Takeover Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the policies, rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, Ministry of Corporate Affairs ("MCA") or any other competent authority, as may be necessary, including the Securities and Exchange Board of India ("SEBI"), Bombay Stock Exchange Limited ("BSE"), National Stock Exchange of India Limited

(“NSE”) where the Equity Shares of the Company are listed and subject to the necessary approval(s), consent(s), permissions(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s) and/or sanction(s) and which may be agreed to by the Board of Directors of the Company (“the Board”) (which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the Members of the Company, be and is hereby accorded to issue, offer and allot, from time to time in one or more tranches, up to **55,00,000 (Fifty-Five Lakhs)** Share Warrants (“Warrants”) each Warrant convertible into 1 (One) Equity Share of Face Value of ₹ 5/- (Rupees Five Only) each on a preferential basis, for cash, **at a premium of ₹121/-** per equity share, aggregating to a total amount of **₹69,30,00,000/-** (Rupees Sixty-Nine Crores Thirty Lakhs only), on a preferential basis to the following Promoter and Non-Promoter individual/entities (hereinafter referred to as the “Proposed Allottees of Share Warrant”), entitling the warrant holders to exercise option to convert and get allotted 1 (One) Equity Share of Face Value of ₹ 5/- (Rupees Five Only) each of the Company (“Equity Shares”) for each Warrant, within a period of 18 (Eighteen) months from the date of allotment of the Warrants, and in such form and manner and in accordance with the provisions of ICDR Regulations and Takeover Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members:

Sr. No.	Names of the Investors/ proposed Allottees	Category (Promoter and Non-Promoter)	No. of Securities/ Warrants (up to)	Aggregate Consideration / Investment amount (INR) (Approx.)
1.	Matnic Finvest LLP	Promoter	45,00,000	56,70,00,000
2.	Karan Jit Singh	Non-Promoter	7,00,000	8,82,00,000
3.	Srinivas Potluri	Non-Promoter	3,00,000	3,78,00,000
Total			55,00,000	69,30,00,000

RESOLVED FURTHER THAT, in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the “Relevant Date” for the purpose of determining the floor price for the preferential issue of the warrants shall be June 11, 2025, being the date 30 days prior to the date of the Extraordinary General Meeting scheduled for July 11, 2025;

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of the Warrants shall be subject to the following terms and conditions apart from the other terms and conditions as prescribed under applicable laws:

- Each Warrant shall entitle the holder to apply for and be allotted 1 (one) equity share of face value ₹5/- at an issue price of ₹126/- (including premium of ₹121/-).
- 25% of the issue price (i.e., ₹31.50 per warrant) shall be payable at the time of allotment.
- Balance 75% (i.e., ₹94.50 per warrant) shall be payable on or prior to the allotment of equity shares pursuant to the exercise of right attached to the Warrants to subscribe to equity shares;
- The right to convert warrants into equity shares may be exercised in one or more tranches, at any time within 18 months from the date of allotment.
- Warrants shall lapse and the amount paid to the Company at the time of subscription of Warrants, being 25% of the Exercise Price, shall stand forfeited in the event the right attached to Warrants is not exercised within the exercise period of 18 months from the date of allotment of respective Warrants;
- the right attached to the Warrants may be exercised, in one or more tranches, during the exercise period of 18 months from the date of allotment of respective Warrants, by issuing a written notice to the Company specifying the number of Warrants proposed to be converted, subject to the Company having received the balance 75% of the Exercise Price payable thereon, either at or prior to the date of such exercise. The

Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of equity shares of face value of ₹ 5/- each, in dematerialized form;

- g. The Company shall allot the equity shares without any further approval from Members, subject to receipt of balance consideration and a Conversion Notice.
- h. The equity shares so allotted shall be in dematerialized form, rank pari-passu with existing equity shares and be subject to lock-in as per SEBI ICDR Regulations.
- i. Warrants shall not carry any voting or dividend rights until converted into equity shares.
- j. Resultant equity shares shall be listed on the stock exchanges where existing shares are listed.
- k. The Company shall allot warrants within 15 days of passing this resolution or within 15 days of receipt of regulatory approvals, whichever is later.
- l. Equity shares upon exercise of warrants shall be allotted within 15 days from the date of exercise.

RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the proposed allottees and issue a private placement offer cum application letter in the Form PAS-4 to the proposed allottees inviting to subscribe to the Warrants in accordance with the provisions of the Act;

RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby expressly authorized to do all such acts, deeds, matters, and things as it may, in its absolute discretion, deem necessary, expedient, or desirable to give full effect to the foregoing resolutions, including, without limitation:

- to issue and allot Equity Shares upon the exercise of Warrants by the Warrant holders, in accordance with applicable laws and terms of issue;
- to issue such certificates, authorizations, or clarifications as may be necessary in connection with the allotment of Warrants and the Equity Shares resulting from their conversion;
- to consider and approve any amendments, modifications, or alterations to the structure, terms, or timing of the issue and allotment of Warrants, including changes to any tranches or schedules of conversion;
- to delegate all or any of the powers herein conferred to any Committee of the Board or to any one or more Directors or officers of the Company, and to revoke or substitute such delegation from time to time, as may be deemed appropriate in the best interests of the Company;

RESOLVED FURTHER THAT, Mr. Niranjana Chintam (DIN: 01658591), Mr. Krishna Chintam (DIN: 01658145), Directors of the Company, and Mr. Rahul Jain (ACS: 62949), Company Secretary of the Company, be and are hereby severally authorized to do and execute all such acts, deeds, matters, and things as they may, in their absolute discretion, deem necessary, proper, or expedient to give effect to the foregoing resolutions, including but not limited to:

- preparing, issuing, and signing private placement offer letters in Form PAS-4 along with application forms to the Proposed Allottees;
- making necessary filings, declarations, and submissions with the Registrar of Companies (ROC), Stock Exchanges, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL), and any other applicable regulatory authorities including SEBI, in connection with the issue and allotment of warrants and resulting equity shares;
- issuing and allotting the equity shares upon exercise of warrants and taking all such actions to credit such equity shares to the respective demat accounts of the allottees;
- signing and executing all necessary documents, deeds, agreements, forms, resolutions, applications, undertakings, and other instruments as may be necessary or desirable;
- seeking and obtaining requisite approvals and consents from any governmental or regulatory authority, lender, or agency, including making representations in respect of any pledge, if created by the Company;

- issuing certified true copies of this resolution and undertaking all incidental, ancillary, or consequential acts for implementation of the preferential issue and warrant conversion;
- and delegating any of the aforementioned powers to any other officer or advisor, as may be required in connection with the effective execution of this resolution and its objectives.

**By order of Board of Directors
For Kellton Tech Solutions Limited**

Date: June 14, 2025

Place: Hyderabad

**Niranjan Chintam Reddy
Chairperson and Whole-Time Director
DIN: 01658591**

NOTES

1. The Ministry of Corporate Affairs (“MCA”) vide its circular nos 14/2020 and 17/2020 dated April 08, 2020 and April 13, 2020 respectively, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and rules made thereunder and circular nos. 20/2020, 02/2021, 19/2021, 21/2021, 02/2022 and 10/2022 dated May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, December 28, 2022, September 25, 2023 and General Circular No. 09/ 2024 dated September 19, 2024 , respectively in relation to “Clarification on holding of Annual General Meeting (EGM) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM)” (collectively referred to as ‘MCA Circulars’) permitted the Companies whose EGMs are due in the year 2024, to conduct their EGMs on or before September 30, 2024 through VC / OAVM, without the physical presence of the members at a common venue and further provided relaxation from dispatching of physical copies of Notice of EGM and financial statements for year 2024 and considering the above MCA Circulars, Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 in relation to “Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015” (“SEBI Circular’) provided relaxation up to September 30, 2024, from Regulation 36(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) which requires sending hard copy of the Annual Report containing salient features of all the documents prescribed in Section 136 of the Companies Act, 2013 (‘Act’) to the shareholders who have not registered their email addresses. In compliance with the MCA Circulars and SEBI Circulars, EGM of the Company is being convened and conducted through VC / OAVM, without the physical presence of the Members at a common venue. The deemed venue for the EGM shall be the Registered Office of the Company.
2. Members holding shares in Electronic (Demat) form are advised to inform the particulars of their bank account, change of postal address and email ids to their respective Depository Participants only. The Company or its RTA cannot act on any request received directly from the members holding shares in demat mode for changes in any bank mandates or other particulars.
3. Members holding shares in physical form are advised to inform the particulars of their bank account, change of postal address and email ids to our RTA i.e. XL Softech Systems Ltd (Unit: Kellton Tech Solutions Limited), or the Secretarial Department of the Company at compliance@kelltontech.com
4. Members holding shares in Electronic (demat) form or in physical mode are requested to quote their DPID & Client ID or Folio details respectively in all correspondences, to the RTA i.e. XL Softech Systems Ltd (Unit: Kellton Tech Solutions Limited), or the Secretarial Department of the Company.
5. Members who have not registered their email IDs with the depository participants, are requested to register their email IDs with their depository participants in respect of shares held in electronic form and in respect of shares held in physical form, are requested to submit their request with their valid E-mail IDs to our RTA at xlfield@gmail.com or compliance@kelltontech.com for receiving all the communications including annual report, notices, letters etc., in electronic mode from the Company.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote E-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic

means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.

7. In compliance with the provisions of section 101 and section 136 of the Act, read with relevant Companies (Management and Administration Rules), 2014, and Regulation 36 of SEBI Listing Regulations and MCA circulars, Notice of the EGM and Explanatory statement on the date of EGM are being sent only through electronic mode to those Members whose email ids are available with the Company/Depositories/RTA.
8. Members may note that the Notice of the EGM will also be available on the Company's website at www.kellton.com/egm and websites of the Stock Exchanges i.e. Bombay Stock Exchange Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com and on the website of XL Softech Systems Ltd at www.xlsoftech.com and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
9. Since this EGM is being held through VC/OAVM, the facility for appointment of proxies by the Members will not be available for this EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Further, the Route Map is not required to be annexed in this to the Notice.
10. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
11. Institutional/Corporate members are encouraged to attend and vote at the meeting through VC/OVAM. We also request them to send, a duly certified copy of the Board Resolution authorizing their representative to attend the EGM through VC / OAVM and vote through remote e-voting on its behalf at compliance@kelltontech.com and xlfield@gmail.com, pursuant to Section 113 of the Companies Act, 2013.
12. In the case of Joint Holders attending the EGM, only such Joint Holder who is named first in the order of names will be entitled to vote.
13. Only bona fide members of the Company whose names appear on the Register of Members, will be permitted to attend the meeting through VC/OAVM. The Company reserves its right to take all necessary steps as may be deemed necessary to restrict non-members from attending the meeting.
14. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act will be available for inspection by the Members in electronic mode during the EGM. Members who wish to inspect, may send their request through an email at compliance@kelltontech.com up to the date of EGM.
15. Pursuant to Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide the facility of remote e-voting to all the members as per applicable Regulations relating to e-voting. The complete instructions on e-voting facility provided by the Company are annexed to this Notice, explaining the process of e-voting with necessary user id and password. Members who have cast their vote by remote-voting prior to the meeting may attend the meeting but will not be entitled to cast their vote again.

16. The Company has fixed **Friday, July 04 2025** as **Cut-off** date for determining the eligibility of Members entitled to vote at the EGM. The remote e-voting shall remain open for a period of 4 days commencing from **Monday, July 07, 2025 (09:00 AM) to Thursday, July 10, 2025 (05:00 P.M.) (both days inclusive)**.
17. The Board of Directors has appointed **Mr. NVSS Suryanarayana Rao**, the Practicing Company Secretary (Membership No. ACS 5868), as Scrutinizer to scrutinize the remote e-voting process as well as voting at the Meeting in a fair and transparent manner.
18. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company/Electronic mode during normal business hours (10:00 hours to 17:00 hours) on all working days except Saturdays and Sundays, up to and including the date of the EGM of the Company. Members who wish to inspect, may send their request through an email at compliance@kelltontech.com up to the date of EGM.
19. In line with the measures of “Green Initiatives”, the Act provides for sending Notice of the EGM and all other correspondences through electronic mode. Hence, Members who have not registered their mail IDs so far with their depository participants are requested to register their email ID for receiving all the communications including Annual Report, Notices etc., in electronic mode. The Company is concerned about the environment and utilizes natural resources in a sustainable way.
20. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can only be transferred in demat form with effect from April 1, 2019, except in case of request for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holding to demat form. Members can contact the Company or our RTA for assistance in this regard.
21. The Securities and Exchange Board of India (‘SEBI’) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic mode are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical mode can submit their PAN to the Company / to our RTA.
22. Members who hold shares in physical mode in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to our RTA, for consolidation into a single folio.
23. Non-Resident Indian Members are requested to inform our RTA / respective depository participants, immediately of any:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
24. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING THE GENERAL MEETING ARE AS UNDER:**

The remote e-voting period begins on Monday, July 07, 2025 at 09:00 A.M. and ends on Thursday, July 10, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

Members whose names appear in the Register of Members / Beneficial Owners as on the **cut-off date**, i.e., **Friday, July 04, 2025**, shall be entitled to vote electronically. The voting rights of the Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the said cut-off date.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com . Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL

	<p>and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “**EVEN- 134119**” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to compliance@mjshah.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Pallavi Mhatre at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to compliance@kellontech.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to compliance@kellontech.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the **EVEN- 134119** of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at compliance@kelltontech.com. The same will be replied by the company suitably.

**By order of Board of Directors
For Kellton Tech Solutions Limited**

**Date: June 14, 2025
Place: Hyderabad**

**Niranjan Chintam Reddy
Chairperson and Whole-time director
DIN: 01658591**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 ("THE ACT") READ WITH SECTION 110 OF THE COMPANIES ACT, 2013

Item No. 1 & 2: Approval for Alteration of Share Capital and Sub-division (Split) of Equity Shares

Based on the recommendation of the Stakeholders Relationship Committee (SRC), the Board of Directors of the Company at its meeting held on June 14, 2025, approved and recommended for the approval of members, the 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. Simultaneously, the Board also proposed alteration of the Capital Clause (Clause V) of the Memorandum of Association of the Company, consequent upon such sub-division of shares.

For giving effect to the proposed sub-division of equity shares of the Company, it is imperative to first amend the Capital Clause (Clause V) of the Memorandum of Association ("MOA") to reflect the revised structure of the authorized share capital post-split. Without this amendment, the revised face value and increased number of shares resulting from the split would not be in conformity with the MOA. Accordingly, the shareholders are first being requested to consider and approve the alteration of the MOA. Once approved, the shareholders are then requested to approve the sub-division (split) of equity shares. The sub-division shall take effect only after the requisite alteration to the MOA is approved and made effective. Thus, while both resolutions are distinct, they are intrinsically linked, and the amendment to the MOA is a necessary precursor for effecting the sub-division.

Rationale for the Sub-division (Split) of Equity Shares:

The rationale behind the proposed sub-division of equity shares is as follows:

- To enhance the liquidity of the Company's equity shares on the stock exchanges by increasing the number of shares available for trading.
- To improve affordability for small and retail investors, thereby encouraging wider investor participation. To align the nominal share value with prevailing market practices and peer companies.
- To foster improved price discovery by increasing retail participation.
- To positively influence market perception and signal long-term confidence in the Company's outlook.

The sub-division will not affect the paid-up capital of the Company, but only increase the number of outstanding shares proportionately while reducing the nominal value per share. **Pre and Post Sub-division Capital Structure is given below.**

Type of Capital	Pre Sub-division Structure			Post Sub-division Structure		
	No. of Equity Shares (Pre)	Face Value	Total Share Capital (₹)	No. of Equity Shares (Post)	Face Value	Total Share Capital (₹)
Authorised Capital	12,00,00,000	₹ 5/-	60,00,00,000/-	60,00,00,000	₹ 1/-	60,00,00,000/-
Issued, Subscribed and Paid-up	9,75,15,932	₹ 5/-	48,75,79,660/-	48,75,79,660	₹ 1/-	48,75,79,660/-

Adjustments to Outstanding Commitments:

Upon effecting the proposed sub-division of equity shares, the Company is required to ensure proportionate and appropriate adjustments to all outstanding commitments involving the issuance or conversion into equity shares, including ESOPs, Warrants, and FCCBs. These adjustments are necessary to preserve the economic interest and entitlement of existing holders of such instruments and ensure that there is no adverse financial impact due to the reduction in face value of shares.

- In the case of **ESOPs**, the total number of stock options granted under the Kellton Tech Solutions Limited Employees Stock Option Plan 2013 shall be proportionately adjusted by multiplying the number of options by five and simultaneously reducing the exercise price by a factor of five, thereby maintaining the aggregate monetary outflow and equity participation rights of the employees.
- In the case of **Warrants**, the Company has proposed to issue 55,00,000 warrants at ₹126/- each with a face value of ₹5/- per share. Post-split, each warrant holder shall entitle the to receive five equity shares of ₹1/- each instead of one share of ₹5/- each (if are being converted post record date), and the issue price per equity share shall be adjusted accordingly. As the MOA currently authorizes issuance at ₹5/-, any such allotment pursuant to the split will only be made post-amendment of the MOA.
- In the case of **FCCBs**, the allottees have already paid the subscription amount with an agreement to convert the bonds into equity shares at ₹106/- (face value ₹5/-) per share. Following the sub-division, necessary proportionate adjustments to the number of shares to be issued and the conversion price shall be made to ensure that there is no change in the underlying value or entitlement, if such conversion are being made post record date. Such adjustments are considered mechanical and do not require a separate shareholder approval, being consequential to the split.

Summary Table of Adjustments

Pending Commitments	Pre-Split Structure	Adjustment on Split (1:5)	Post-Split Structure	Notes
ESOP	Options granted under ESOP Scheme 2013	Number of options multiplied by 5; Exercise price divided by 5	Adjusted options reflecting revised entitlement	In line with SEBI (SBEB & SE) Regulations, 2021
Warrants	55,00,000 Warrants @ ₹126/- (₹5 FV)	Number of shares per warrant x5; Price per share /5	Each warrant converts into 5 shares of ₹1 FV	Subject to MOA amendment approval; further issue post approval only
FCCBs	Convertible into approx. 80,47,170 shares	Share entitlement x5; Conversion price ÷5	Entitlement to approx. 4,02,35,850 shares	No new shareholder approval required; SEBI & RBI compliant

- Any **convertible securities** issued prior to the record date and converted post record date shall also be aligned with the revised face value and entitlement structure. Such adjustments, being automatic and consequential to the share split, shall be made in accordance with applicable regulatory provisions and shall not require further shareholder approval.

The proposed sub-division will require alteration to Clause V of the Memorandum of Association of the Company, which is detailed in the resolution forming part of this Notice.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding or stock options held in the Company.

The Board of Directors recommends the Ordinary Resolutions for approval of the members as set out in this Notice.

Item No. 3 Issue of 55,00,000 Share Warrants, convertible into equity shares on Preferential basis to the persons belonging to the Promoter and non-promoter category:

The Board of Directors of the Company (“Board”) at their meeting held on **June 14, 2025**, approved raising of funds aggregating up to **₹69,30,00,000/-** (Rupees Sixty Nine Crores Thirty Lakhs Only) by way of issuance of **55,00,000 (Fifty-Five Lakhs) Share Warrants** (“Warrants”), each convertible into, or exchangeable for, **1 (One) fully paid-up Equity Share of the Company of Face Value of ₹5/- (Rupees Five Only)** at an **Issue Price of ₹126/-** (Rupees One Hundred and Twenty Six Only), including a **premium of ₹121/-** (Rupees One Hundred and Twenty One Only) per Warrant (“Warrant Issue Price”).

The Warrants may be exercised in one or more tranches during the period commencing from the date of allotment until the expiry of **18 (Eighteen) months**, and are proposed to be allotted to persons belonging to the **Promoter and Non-Promoter categories**, as detailed in the resolution accompanying this Notice.

The Proposed Allottees have also confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “ICDR Regulations”), to subscribe to the warrants to be issued pursuant to the preferential issue.

The Valuation Report as required under Regulation 166A of SEBI ICDR Regulations, 2018 has been issued by CA Navin Khandelwal, Registered Valuer (Registration No. IBBI/RV/05/2019/10779) dated June 18, 2025 has been placed on the website of the Company at <https://www.kellton.com/egm>

Requisite information or details in respect of the proposed Preferential Issue of Warrants in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI (ICDR) Regulations”) are as under:

1. The Objects of the Preferential Issue:

The proceeds of the preferential issue will be utilized to infuse additional Working Capital Requirement General Corporate Purposes.

Detailed statement supporting our object is mentioned as **Annexure-I**

2. Maximum number of Specified Securities to be issued:

The Board intends to offer, issue and allot up to 55,00,000 (Fifty Five Lakhs) Share Warrants convertible into Equity Shares of the Company having Face Value of ₹ 5/- (Rupees Five Only) each.

3. The Price or Price Band at/within which the Allotment is proposed:

The Company proposes to offer, issue, and allot up to 55,00,000 (Fifty-Five Lakhs) Share Warrants at an Issue Price of ₹126/- (Rupees One Hundred and Twenty Six Only), including a Premium of ₹121/- (Rupees One Hundred and Twenty One Only) per Warrant (“Warrant Issue Price”), determined in accordance with Regulation 164 read with Regulation 166A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“ICDR Regulations”) and other applicable provisions of law, to the Proposed Allottees as mentioned below

4. Name and Address of Valuer who performed Valuation:

In accordance with Regulation 166A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, a valuation report from an Independent Registered Valuer is mandated only if the preferential issue results in a change in control or if the allotment exceeds 5% of the post-issue fully diluted share capital to a single allottee or to allottees acting in concert. Since neither of these conditions are applicable to the proposed preferential issue, the requirement of obtaining a valuation report under Regulation 166A does not apply to the Company.

However, in line with the principles of better corporate governance and transparency, the Company has voluntarily obtained a valuation report from **CA Navin Khandelwal, Registered Valuer** (Registration No. IBBI/RV/05/2019/10779). The said report is available on the website of the Company at <https://www.kellton.com/egm>

The Relevant Date for purpose of Valuation considered as **Wednesday June 11, 2025**

5. Amount which the Company intends to raise by way of issue of Warrants:

The proposed Preferential Issue of Warrants convertible into Equity Shares shall be an aggregate amount of minimum **₹69,30,00,000/- (Rupees Sixty Nine Crores Thirty Lakhs Only)**

6. Basis on which the Price has been arrived at along with Report of the Registered Valuer:

The Equity Shares of Company are listed on the Bombay Stock Exchange Limited (“BSE”) & the National Stock Exchange of India Limited (“NSE”) and are frequently traded in terms of the SEBI (ICDR) Regulations. The Articles of Association of the Company does not contain any article which provides for determination of price in case of preferential issue.

In terms of the ICDR Regulations, the minimum price at which the warrants can be issued is **₹126/-** (Rupees One Hundred and Twenty Six Only), per warrant, as per the pricing formula prescribed under the ICDR Regulations for the preferential issue and is the higher of the following:

- a) 90 Trading Days Volume Weighted Average Price (VWAP) of the equity shares of the Company preceding the Relevant Date i.e. ₹ 121.72/-; or
- b) 10 Trading Days Volume Weighted Average Price (VWAP) of the equity shares of the Company preceding the Relevant Date i.e. ₹ 125.74/-

As per the Pricing Certificate, the minimum price, in terms of Regulation 164(1) of the ICDR Regulations, at which warrants to be issued is **₹126/- (Rupees One Hundred and Twenty Six Only)** per warrant.

In accordance with Regulation 166A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, a valuation report from an Independent Registered Valuer is mandated only if the preferential issue results in a change in control or if the allotment exceeds 5% of the post-issue fully diluted share capital to a single allottee or to allottees acting in concert. Since neither of these conditions are applicable to the proposed preferential issue, the requirement of obtaining a valuation report under Regulation 166A does not apply to the Company.

However, in line with the principles of better corporate governance and transparency, the Company has voluntarily obtained a valuation report from CA Navin Khandelwal, Registered Valuer (Registration No. IBBI/RV/05/2019/10779). The said report is available on the website of the Company at www.kellton.com/egm.

7. Relevant date with reference to which the Price has been arrived at:

The “**Relevant Date**” as per Chapter V of the ICDR Regulations for the determination of the said issue price for the subscription warrants is **Wednesday June 11, 2025**. The resolution proposed under this notice shall be passed on **Friday July 11, 2025 i.e., Day of EGM**.

Relevant Date is defined under SEBI ICDR Regulations as the date, **30 (Thirty) days** prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue.

8. The class or classes of persons to whom the allotment is proposed to be made:

Name of the Proposed Allottee	Category
Matnic Finvest LLP	Promoter
Karan Jit Singh	Non-Promoter
Srinivas Potluri	Non-Promoter

9. The intention / proposal of the Promoters, Directors and Key Managerial Personnel of the Company to subscribe to the proposed preferential issue:

The Following Promoters and Directors, intend to participate/subscribe to the preferential issue of warrants convertible into equity shares as proposed in the above resolutions:

Name of the Proposed Allottee	Category	Designation	LLPIN/ DIN
Matnic Finvest LLP	Promoter	N.A.	AAM-1950
Karanjit Singh	Non-Promoter	Whole-Time Director	06898258
Srinivas Potluri	Non-Promoter	Non-Executive, Non-Independent Director	03412700

Further, except Mr. Niranjana Chintam, Mr. Krishna Chintam, Mr. Karanjit Singh and Mr. Srinivas Potluri, none of the, Directors, Key Managerial Personnel or any of their relatives are concerned or interested, financially or otherwise, in the proposed Special Resolution set out in this Notice for the allotment of warrants nor do such persons intend to subscribe to the preferential issue of the subscription warrants.

10. Proposed time within which the allotment shall be completed:

The Company will complete the allotment pursuant to the preferential issue within a period of 15 (Fifteen) days from the date when the Shareholders' Resolution approving this preferential issue is passed. Where the allotment of the subscription of the specified securities is pending on account of pendency of any approval for the preferential issue / for such allotment by any regulatory / statutory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of such approval.

11. Undertakings:

The equity shares of the Company have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of equity shares shall not be applicable. However, the Company shall re-compute the price of the equity shares to be allotted under the preferential allotment in terms of the provisions of ICDR Regulations if it is required to do so, including pursuant to Regulation 166 of ICDR Regulations, if required. If the amount payable on account of the re-computation of price is not paid within the time stipulated in ICDR Regulations, the equity shares to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid.

12. The identity of the proposed allottee, maximum

The details of the proposed allottees are:

Name of the Proposed Allottee	Category	Pre- issue Shareholding		Proposed Allotment	Post issue Shareholding*	
		Pre-issue holding	% of total Capital		Post-issue holding	% of total Capital
Matnic Finvest LLP	Promoter	3,48,12,320	35.70%	45,00,000	3,93,12,320	38.16%
Karan Jit Singh	Non-Promoter	96,000	0.10%	7,00,000	7,96,000	0.77%
Srinivas Potluri	Non-Promoter	3,33,332	0.34%	3,00,000	6,33,332	0.61%

**The post preferential percentage of shareholding has been calculated assuming that all the warrants allotted will be converted into equity shares.*

13. The change in control, if any, in the company that would occur consequent to the Preferential Issue:

There will not be any change in control / management, consequent to this preferential issue.

14. The number of persons to whom allotment on preferential basis has been made during the year in terms of number of securities as well as price:

The Company has not made any preferential issue of securities during the year.

15. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer and name and address of valuer who performed valuation:

Not Applicable.

16. Certificate from Practicing Company Secretary:

A Certificate from PCS N V S S Suryanarayana Roa, Practicing Company Secretary, Hyderabad, certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the ICDR Regulations shall be available for inspection at the registered office of the Company on all working days (excluding Saturday) during 10:00 A.M. to 5:00 P.M. up to the date of EGM and shall also be available during the EGM.

The members desirous to inspect the certificate may send an e-mail to compliance@kelltontech.com, for inspection of said certificate electronically during the EGM, at least 5 days before the date of EGM, in advance. The Certificate is also uploaded on the website of the Company and can be accessed at www.kellton.com/egm

17. Lock-in period:

The subscription warrants allotted pursuant to preferential issue will be subject to applicable lock-in and transfer restrictions under Regulation 167 and 168 of the ICDR Regulations.

18. Other Disclosures:

- a) The Proposed Allottee has confirmed that it has not sold any equity shares of the Company during the period of 90 trading days preceding the Relevant Date.
- b) The Company is in compliance with the conditions for continuous listing, and is eligible to make the preferential issue under Chapter V of the ICDR Regulations.
- c) Neither the Company nor any of its Directors or Promoters are categorized as wilful defaulter(s) or fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1) (i) of the ICDR Regulations are not applicable.
- d) Neither the Company nor any of its Directors and/ or Promoters is a fugitive economic offender as defined under the ICDR Regulations.
- e) The Company does not have any outstanding dues towards SEBI, the Stock Exchanges or the depositories.
- f) No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company but failed to exercise them.
- g) The raising of capital pursuant to the proposed resolution is subject to force majeure circumstances and conditions conducive capital market environment.

19. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

Sr. No.	Name of the Proposed Allottee	Current Status	Post Status
1.	Matnic Finvest LLP	Promoter	Promoter
2.	Karan Jit Singh	Non-Promoter	Non-Promoter
3.	Srinivas Potluri	Non-Promoter	Non-Promoter

20. Pre and Post Shareholding of the Issuer:

Particulars	Pre issue Shareholding		Post Issue Shareholding	
	Number of Shares held	% of Share	Number of Shares held	% of Share holding
A. Promoters Holding				
1. Indian – Individual / HUF	20,65,832	2.12	20,65,832	2.01
Chintam Krishna	11,42,286	1.17	11,42,286	1.11
Sreevidya Chintam	9,02,776	0.93	9,02,776	0.88
Mohan Reddy Chintam	0	0	0	0
Lakshmi Chintam	20,770	0.02	20,770	0.02
2. Bodies Corporate	3,76,99,878	38.7	4,21,99,878	41.01
Matnic Finvest LLP	3,48,12,320	35.73	3,93,12,320	38.2
Kelton Wealth Management LLP	28,87,558	2.96	28,87,558	2.81
Foreign	0	0	0	0
Sub-Total (A)	3,97,65,710	40.82	4,42,65,710	43.02
B. Non-Promoters Holding				
1. Institutional	0	0	0	0
Mutual Funds	0	0	0	0
Venture Capital Funds	0	0	0	0
Alternate Investment Funds	1,000	0.01	1,000	0.01
Foreign Venture Capital Investors	0	0	0	0
Foreign Portfolio Investors	10,35,845	1.06	10,35,845	1.36
Financial Institutions/Banks	0	0	0	0
Any Other	300	0	300	0.01
2. Non-Institutions				
Director and their relatives				
Mr. Karan Jit Singh	96,000	0.09	7,96,000	0.77
Mr. Srinivas Potluri	3,33,332	0.34	6,33,332	0.62
KMP	220	0.01	220	0.01
Individuals- Individual shareholders holding nominal share capital up to ₹ 2 lakhs	4,51,19,477	46.32	4,52,22,808	43.62
Individual shareholders holding nominal share capital in excess of ₹ 2 lakhs	47,18,746	4.84	47,18,746	4.37
Non-Resident Indians (NRIs)	21,32,428	2.19	21,32,428	2.06
Body Corporate	24,08,785	2.47	24,08,785	2.29
Any Other	17,98,760	1.85	17,98,760	1.71
Sub-total (B)	5,76,44,893	59.18	5,87,48,224	56.01
GRAND TOTAL	9,74,10,603	100	10,29,10,603	100

*Preholding is taken as of March 31, 2025

* Post holding is considered assuming full conversion of the warrants

21. Identity of the Natural Person who are the Ultimate Beneficial Owners of the subscription warrants proposed to be allotted and / or who ultimately control the allottee:

Sr. No.	Name of proposed allottee	Name of Ultimate Beneficial Owner	Category
1.	Matnic Finvest LLP	Mohana Reddy Chintam	Promoter

The consent of the Members is sought by way of Special Resolution for the issue of warrants convertible into equity shares in terms of Section 62(1)(c) and other applicable provisions, if any, of the Act and in terms of the provisions of the ICDR Regulations and the Listing Agreements entered into by the Company with the stock exchange, where the Company's equity shares are listed.

In light of above, you are requested to accord your approval to the Special Resolution as set out at Item No. 03 of the accompanying Notice.

Except Mr. Niranjana Chintam, Mr. Krishna Chintam, Mr. Karanjit Singh and Mr. Srinivas Potluri none of the Directors/KMP and their (if any) relative, are concerned or interested financially or otherwise, either directly or indirectly in passing of the said resolution, save and except to the extent of their respective interest as shareholders of the Company.

**By order of Board of Directors
For Kellton Tech Solutions Limited**

Date: June 14, 2025

Place: Hyderabad

**Niranjana Chintam Reddy
Chairperson and Whole-time director
DIN: 01658591**

Annexure-I

Objects and Proposed Utilization of Proceeds from the Preferential Issue

The objective of the proposed preferential issue of 55,00,000 (Fifty-Five Lakhs) Share Warrants, each convertible into one equity share of the Company, is to bolster Kelton’s financial capacity to meet its strategic and operational objectives. The proceeds will be deployed to support the Company’s working capital needs, fund investments in subsidiaries for digital transformation and global expansion, explore inorganic growth opportunities such as acquisitions or partnerships, and meet general corporate purposes. This infusion will enable the Company to remain agile, competitive, and well-positioned for sustained growth in the dynamic technology landscape.

Utilization of Issue Proceeds:

Sr. no.	Particulars	Total estimated amount to be utilized. (Amount in Crores INR) *	Tentative timeline for utilization of issue proceeds for each of the object
1.	Working Capital Requirement	51.98	Within 24 months from receipt of funds for the Warrants (as set out herein)
2.	General Corporate Purposes	17.33	
Total		69.30	

In accordance with BSE Notice No. 20221213-47 dated December 13, 2022, the amounts proposed to be allocated toward each of the stated Objects may vary within a permissible deviation range of $\pm 10\%$. This is on account of the fact that such estimates are based on internal assessments and may be subject to variation owing to commercial, financial, or operational considerations.

Given that the proposed Objects are dynamic in nature and dependent on evolving factors such as market conditions, business strategy, regulatory developments, sector-specific challenges, and overall economic environment—many of which may be beyond the control of the Company—the Board of Directors (or a Committee duly authorized by the Board and the shareholders) shall be empowered to revise, reallocate, or reschedule the deployment of funds across the stated Objects, subject to compliance with applicable laws.

Should the issue proceeds not be fully utilized within the originally envisaged timeline, the unutilized amounts shall be deployed in subsequent periods in such manner as may be deemed fit by the Board (or its authorized Committee), aligned with the strategic priorities of the Company and within the framework approved by the shareholders. This may include proportional adjustments across Objects in cases where the Company receives lesser proceeds than expected due to technical or procedural contingencies. All such actions will be undertaken in accordance with applicable statutory and regulatory provisions.