



Notice of 31st Annual General Meeting

NOTICE IS HEREBY GIVEN THAT THE 31ST ANNUAL GENERAL MEETING OF THE MEMBERS OF KELLTON TECH SOLUTIONS LIMITED ("THE COMPANY") WILL BE HELD ON TUESDAY, SEPTEMBER 30, 2025 AT 11:00 A.M IST THROUGH VIDEO CONFERENCING (VC) / OTHER AUDIO VISUAL MEANS (OAVM) TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESSES:

1. TO CONSIDER AND ADOPT THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY TOGETHER WITH THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025.

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

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025 and the reports of the Board of Directors and Auditor thereon as circulated to the members with the notice of the Annual General Meeting, be and are hereby received, considered and adopted."

2. TO CONSIDER AND ADOPT THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY TOGETHER WITH THE AUDITORS' REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025.

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

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025 and the report of Auditor thereon, as circulated to the members with the notice of the Annual General Meeting, be and are hereby received, considered and adopted."

3. TO APPOINT A DIRECTOR IN PLACE OF MR. SRINIVAS POTLURI (DIN: 03412700) WHO RETIRES BY ROTATION AND, BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

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

"RESOLVED THAT pursuant to the provisions of the applicable laws, the Articles of Association and upon recommendation of the Nomination and Remuneration Committee and the Board of Directors, **Mr. Srinivas Potluri (DIN: 03412700)**, Non-Executive Director of the Company, who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as director of the Company, liable to retire by rotation."

4. TO RE-APPOINT M/S. ANANT RAO & MALLIK, CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS FOR SECOND TERM

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

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendations of the Audit Committee and the Board of Directors, approval of the Members be and is hereby accorded for the re-appointment of **M/s. Anant Rao & Mallik, Chartered Accountants (Firm Registration No.: 006266S)**, Hyderabad, as the Statutory Auditors of the Company for a second term of five (5) consecutive years commencing from the conclusion of the 31st Annual General Meeting (AGM) and ending at the conclusion of the 36th AGM of the Company;

RESOLVED FURTHER THAT the Statutory Auditors shall hold office from the conclusion of the 31st AGM till the conclusion of the 36th AGM of the Company, on such remuneration and terms and conditions as may be decided by the Board of Directors or the Audit Committee of the Company, in consultation with the Statutory Auditors, in addition to reimbursement of out-of-pocket expenses and applicable taxes as may be incurred in the performance of their duties."

SPECIAL BUSINESSES:

5. TO APPOINT MR. N. V. S. S. SURYANARAYANA RAO, PRACTICING COMPANY SECRETARY, AS SECRETARIAL AUDITOR FOR FIRST TERM OF 5 YEARS

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

"RESOLVED THAT in terms of Section 204(1) of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any applicable provisions and amendments thereto), and based on the recommendation of the Audit Committee and Board of Directors, approval of the Members be and is hereby accorded for the appointment of **Mr. N. V. S. Suryanarayana Rao, Practicing Company Secretary (Membership Number: 5868, Peer Review Certificate No. 1506/2021)**, as the Secretarial Auditor of the Company for the first term of five (5) consecutive years, effective from FY 2025-26 to FY 2029-30;

RESOLVED FURTHER THAT the Secretarial Auditor shall be entitled to such remuneration and reimbursement of out-of-pocket expenses and applicable taxes for FY 2025-26 as may be decided by the Board of Directors,

with the authority to the Board to alter or revise the terms, including upward revisions, for the remaining four (4) years, as may be necessary or as mutually agreed with the Secretarial Auditor."

6. TO APPROVE RAISING OF FUNDS BY ISSUANCE OF FOREIGN CURRENCY CONVERTIBLE BONDS ON A PRIVATE PLACEMENT BASIS, AGGREGATING UP TO USD 50 MILLION IN ONE OR MORE TRANCHES

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 41, 42, 55, 62 (1)(c), 71, 179 and other relevant provisions, if any, of the Companies Act, 2013 (**"the Act"**), and the relevant rules made thereunder, including, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (each including any amendment(s), statutory modification(s) or re-enactment thereof), and in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company; the Foreign Exchange Management Act, 1999 and the relevant Rules and Regulations made thereunder; the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**the "SEBI Listing Regulations"**); the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**the "SEBI ICDR Regulations"**); the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended (**the "FCCB Scheme"**), Foreign Exchange Management (Borrowing and Lending) Regulations, 2018, as amended, the Master Direction – External Commercial Borrowings, Trade Credits and Structured Obligations dated March 26, 2019, as amended, issued by Reserve Bank of India (**"RBI"**), (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force); the extant consolidated Foreign Direct Investment Policy, as amended and replaced from time to time (**"FDI Policy"**) and the Foreign Exchange Management (**Non-Debt Instruments**) Rules, 2019, as amended, and such other applicable laws, statutes, rules, regulations, guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the Government of India (**"GOI"**), Ministry of Finance (Department of Economic Affairs) (**"MoF"**), Department for Promotion of Industry and Internal Trade, Ministry of Corporate Affairs (**"MCA"**), RBI, the Securities and Exchange Board of India (**"SEBI"**), BSE Limited, National Stock Exchange of India Limited (**together the "Stock Exchanges"**) and/or any other regulatory/ statutory authorities under any other applicable law, from time to time (hereinafter singly or collectively referred to as the "Appropriate Authorities") to the extent applicable and subject to the term(s), condition(s), modification(s), consent(s), sanction(s) and approval(s) of any of the Appropriate Authorities and

guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such terms, conditions, modifications, approvals, consents and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **"Board"**), approval of the Members be and is hereby accorded to the Board and the Board be and is hereby authorized to raise funds by way of issuance of equity shares, preference shares or other eligible securities through permissible modes, including but not limited to a private placement, preferential issue, qualified institutions placement and/or by way of issuance and allotment in one or more tranches of private or public offerings (including on preferential allotment basis) in international markets, through prospectus/ offer letter/ offering circular/ offering memorandum or other permissible/requisite offer documents, Foreign Currency Convertible Bonds (FCCBs) (whether fully or partly paid) and/or any other similar securities which are convertible or exchangeable into equity shares and/or preference shares and/or Global Depository Receipts (GDRs) and/or American Depository Receipts (ADRs) and/or any other financial instrument(s)/ securities convertible into and/or linked to equity shares of the Company (**"Securities"**) at the option of the Company and/ or the security holders, denominated and subscribed to in foreign currency by eligible persons as determined by the Board in its discretion, whether unsecured or secured by creation of charge/encumbrance on the assets of the Company, in such manner and on such terms and condition(s) or such modification(s) thereto as the Board may determine in consultation with the Lead Manager(s) and/ or Underwriters and/or Arrangers and/or other advisors, subject to applicable laws; provided that the aggregate amount to be raised by issuance of such Securities shall not exceed INR 5 (Five) crore or its equivalent amount in any foreign currencies as may be necessary;

RESOLVED FURTHER THAT in the event of issuance of FCCBs, pursuant to the provisions of the FCCB Scheme, as amended and other applicable pricing provisions issued by the Ministry of Finance, the relevant date for the purpose of pricing the Securities to be issued pursuant to such issue shall be the date of the meeting in which the Board or any committee duly authorized by the Board decides to open the issue of such securities and the pricing shall be determined by the Board or any Committee duly authorised by the Board;

RESOLVED FURTHER THAT the Board or its duly Constituted board be and is hereby authorised to offer, issue and allot the Securities or any or all of them, subject to such terms and conditions, as the Board may deem fit and proper in its absolute discretion, including terms for issue of additional Securities and for disposal of Securities which are not subscribed to by issuing them to banks/ financial institutions/ mutual funds or otherwise;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby



authorised on behalf of the Company to do all such acts, deeds, matters and take all such steps as may be necessary including without limitation, the determination of the terms and conditions of the issue including timing of the issue(s), the class of investors to whom the securities are to be issued, number of securities, number of issues, tranches, issue price, interest rate, listing, premium/ discount, redemption, allotment of Securities and to sign and execute all deeds, documents, undertakings, agreements, papers and writings as may be required in this regard including without limitation, the private placement offer letter (along with the application form), information memorandum, disclosure documents, debenture subscription agreement, debenture trust deed, placement document, placement agreement and any other documents as may be required, and to settle all questions, difficulties or doubts that may arise at any stage from time to time;

RESOLVED FURTHER THAT in pursuance of the aforesaid resolution:

- a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- b) the Securities to be created, offered, issued and allotted in terms of this resolution, shall rank pari-passu in all respects with the existing securities of the Company in all respects, if any;

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of securities, as described above, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of securities including the number of securities that may be offered, face value of securities, rate of interest, discount, conversion ratio and proportion thereof, security for creation of charge, timing for issuance of such securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advice as well as acting as depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalize, approve and issue any document(s), including but not limited to prospectus and/or letter of offer, offering circular, offering Memorandum and/or circular, documents and agreements including filing of such documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to

settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person duly authorized by the Board to do all such acts, deeds, matters and things, to execute such documents, writings etc. as may be necessary and to take all such steps as may be necessary, proper or expedient to give effect to this resolution and matters connected therewith or incidental thereto;

RESOLVED FURTHER THAT the Board be and is hereby authorised to seek any approval that is required in relation to the creation, issuance, allotment and listing of the securities, from any statutory or regulatory authority or the stock exchanges. Any approvals that may have been applied for by the Board in relation to the creation, issuance and allotment and listing of the securities are hereby approved and ratified by the members."

7. TO APPROVE RAISING OF FUNDS IN ONE OR MORE TRANCHES BY ISSUANCE OF EQUITY SHARES AND/ OR OTHER ELIGIBLE SECURITIES, AGGREGATING UP TO INR 250 CRORE.

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

"RESOLVED THAT pursuant to sections 23, 42, 62, 179 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules made thereunder (**"the Act"**) (including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014), and each including any amendment(s), statutory modification(s), or re-enactment(s) thereof for the time being in force and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**"SEBI ICDR Regulations"**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**) and the Foreign Exchange Management Act, 1999 including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof, or the rules, regulations, circulars or notifications issued thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal

Trade, Ministry of Commerce and Industry, Government of India from time to time, each as amended; the listing agreements entered into by the Company with the stock exchanges where the equity shares of face value of ₹ 1/- each of the Company are listed ("Stock Exchanges"; and such equity shares, the "Equity Shares"); and any other provisions of applicable law (including all other applicable statutes, clarifications, rules, regulations, circulars, notifications, and guidelines issued by the Government of India ("**GOI**"), Ministry of Corporate Affairs ("**MCA**"), Reserve Bank of India ("**RBI**"), Securities and Exchange Board of India ("**SEBI**"), Stock Exchanges, Registrar of Companies, Telangana at Hyderabad ("**RoC**") and such other statutory/regulatory authorities), and subject to all approvals, permissions, consents, and/or sanctions as may be necessary or required from SEBI, the Stock Exchanges, RBI, MCA, GOI, RoC, or any other concerned statutory/regulatory authority, and subject to such terms, conditions, or modifications as may be prescribed or imposed while granting such approvals, permissions, consents, and/or sanctions by any of the aforesaid authorities, which may be agreed to by the board of directors of the Company ("**Board**", which term shall include any committee which the board of directors may have constituted or may hereinafter constitute to exercise its powers, including the powers conferred by this resolution), approval of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot such number of Securities (as defined hereinafter), for cash with or without green shoe option, by way of an issuance of any instrument or security, including equity shares, fully or partly convertible debentures, non-convertible debentures along with warrants, any other equity based securities, or any combination thereof (all of which are hereinafter referred to as "Securities"), in one or more tranches and/ or one or more issuances, simultaneously or otherwise for an aggregate amount of up to and not exceeding **₹ 250,00,00,000/- (Rupees Two Hundred and Fifty Crore)** (inclusive of such premium to face value as may be fixed on such Securities), whether rupee denominated or denominated in one or more foreign currencies, including by way of qualified institutions placement(s), preferential allotment or a private placement(s) and/ or any combination thereof or any other method as may be permitted under applicable laws to the eligible investors in the course of domestic or international offerings, through issue of placement document and/ or other permissible/ requisite offer documents or other permissible/requisite documents/writings/circulars/ memoranda in such a manner to any eligible person, including qualified institutional buyers in accordance with the Chapter VI of the SEBI ICDR Regulations, or otherwise, foreign/ resident investors (whether institutions, banks, incorporated bodies, mutual funds, individuals, trustees, stabilizing agent or otherwise), venture capital funds, alternative investment funds, foreign portfolio investors, Indian and/ or multilateral financial institutions, mutual funds, non-resident Indians, pension funds and/ or any other categories of investors, who are authorised to

invest in the Securities of the Company as per extant regulations/guidelines or any combination of the above, whether they being existing holders of the Securities or not (collectively referred to as the "Investors"), as may be decided by the Board in its absolute discretion and permitted under applicable laws and regulations, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws, with authority to retain over subscription up to such percentage as may be permitted under applicable regulations and in such manner and on such terms and conditions, including the discretion to determine the categories of Investors to whom the offer, issue and allotment of Securities shall be made to the exclusion of others, in such manner as may be prescribed under applicable laws, and without requiring any further approval or consent from the members at the time of such issue and allotment, considering the prevailing market conditions and other relevant factors in consultation with the merchant banker to be appointed by the Company so as to enable the Company to list its Securities on any stock exchange in India;

RESOLVED FURTHER THAT in the event the Company proposes to issue and allot any Securities by way of Qualified Institutions Placement ("**QIP**") to Qualified Institutional Buyers ("**QIBs**") in terms of Chapter VI of the SEBI ICDR Regulations (hereinafter referred to as "**Eligible Securities**" within the meaning of SEBI ICDR Regulations):

- I. The Eligible Securities to be so created, offered, issued, and allotted, shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company;
- II. The allotment of the Eligible Securities shall be completed within **365 days** from the date of passing of the special resolution by the Shareholders or such other time as may be allowed under the Act and/ or SEBI ICDR Regulations and relevant laws/ guidelines, from time to time;
- III. The Equity Shares which are proposed to be allotted through QIP or pursuant to conversion or exchange of eligible Securities being offered through QIP, have been listed on a stock exchange for a period **of at least one year**, calculated on a date prior to issuance of this notice to shareholders of the Company;
- IV. The Equity Shares created, offered, issued and allotted under the Issue in terms of this resolution or allotted upon conversion of the equity linked instruments issued in QIP shall rank **pari-passu** in all respects including entitlement to dividend, voting rights or otherwise with the existing Equity Shares of the Company as may be provided under the terms of issue and in accordance with the placement document(s);
- V. The relevant date for determination of the floor price of the Eligible Securities to be issued shall be,



- a. the date of meeting in which the Board or duly constituted Committee thereof **decides to open the issue**, in accordance with Regulation 171(b) (i) of the SEBI ICDR Regulations and other applicable law;
 - b. in case of allotment of eligible convertible Securities, either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as may be determined by the Board;
- VI. The Eligible Securities (excluding warrants) shall be allotted as fully paid up;
- VII. The issuance and allotment of the Securities by way of the QIP in terms of Chapter VI of the SEBI ICDR Regulations shall be made at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations ("Floor Price"), the Act and other applicable laws, and the price determined for the QIP shall be subject to appropriate adjustments as per the provisions of the applicable laws, including SEBI ICDR Regulations inter-alia,
- a. issuance of Equity Shares by way of capitalization of profits or reserves, other than by way of dividend on share capital;
 - b. issuance of Equity Shares by way of rights issue;
 - c. consolidation of its outstanding Equity Shares;
 - d. division of its outstanding Equity Shares including by way of stock split;
 - e. reclassification of any of its Equity Shares into other securities of the Company; and
 - f. such other similar events or circumstances, which in the opinion of the concerned stock exchange, requires adjustments.

However, the Board, or a duly constituted Committee thereof in consultation with the book running lead manager, may offer a discount of not more than 5% or such other percentage as may be permitted under applicable law on the Floor Price;

- VIII. The number and/or price of the Eligible Securities or the underlying Equity Shares issued on conversion of Eligible Securities shall be appropriately adjusted for corporate actions such as rights issue, stock split or consolidation of shares, reclassification of equity shares into other securities, issue of equity shares by way of capitalisation of profits or reserves, or any such capital or corporate restructuring;
- IX. In accordance with Regulation 176(3) under Chapter VI of SEBI ICDR Regulations, no partly paid-up

Equity Shares or other Securities shall be issued / allotted;

- X. The Eligible Securities shall not be eligible to be sold by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted under the SEBI ICDR Regulations from time to time;
- XI. No single allottee shall be allotted more than 50% of the proposed issue size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations. QIBs belonging to the same group or who are under same control shall be deemed to be a single allottee; and a minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage thereof, such minimum portion may be allotted to other QIBs;
- XII. The Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed by the SEBI, from the date of the QIP to be undertaken pursuant to the special resolution;
- XIII. The Tenure of the convertible or exchangeable Eligible Securities issued through the QIP shall not exceed sixty months from the date of allotment; and
- XIV. Application for allotment of Eligible Securities, and allotment of Eligible Securities through the QIP shall be in accordance with the criteria provided under Chapter VI of the SEBI ICDR Regulations. No allotment shall be made, either directly or indirectly, to any QIB who is a promoter, or any person related to the promoters of the Company;

RESOLVED FURTHER THAT the consent of the members of the Company, be and is hereby accorded to authorize the Board or its duly constituted committee, to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering. All such Equity Shares shall rank pari-passu with the existing Equity Shares in all respects;

RESOLVED FURTHER THAT in case of offering of any Securities, including without limitation any securities convertible into equity shares, consent of the members of the Company be and is hereby accorded to the Board to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion, redemption or cancellation of any such Securities referred to above in accordance with the terms of issue/ offering in respect of such Securities and such equity shares shall rank pari passu with the existing equity shares of the Company in all respects, except as may be provided otherwise under the terms of issue/ offering and in the offer document and/ or placement document and/or offer letter and/ or offering circular and/or listing particulars, in accordance with the applicable laws;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or a committee thereof, in consultation with the lead manager, advisors and other intermediaries as may be appointed in relation to the Issue, and be hereby authorized to do such acts, deeds, matters and all like a times as may be necessary including without limitation, the opening and closing of the QIP, including the determination of timing of the securities, date of opening and closing of the QIP, scheduled determination of the number of Securities, tranches, issue price, finalization and approval of placement and placement document, placement interest rate, listing, premium/discount, permitted set off, particulars for non/resident, conversion of Securities, listing of securities at Stock Exchanges, signatures, all relevant declaration, and all and to sign and execute all deeds, documents, undertakings, agreements, papers, declarations and writings as may be required in this regard including without limitation the application form, information memorandum, prospectus, placement offer letter (along with the application form), information memorandum, prospectus, placement document, offer document, agreement, escrow agreement, subscription agreement, engagement letters, and such documents as may be required for filing with any regulatory authority or otherwise and all other documents as may be necessary for the Issue of Eligible Securities or offer for sale, Placement Offer, certificates, required under the applicable laws from time to time. Simultaneous or otherwise and through QIP or private placement and/or public offering, as may be determined. The Board or any committee thereof shall be entitled to determine and finalize the terms and conditions, agreements, applications, undertakings, deeds, declarations, letters, circulars, forms and writings to be entered into and such certificates as may be required with the Stock Exchanges, SEBI, the MCA, the RBI, the Depositories, banks or other authorities or intermediaries involved in or concerned with the QIP or any other mode of issuance of Securities and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise, and that all or any of the powers conferred on the Board pursuant to this resolution may be exercised by the Board to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects;

RESOLVED FURTHER THAT the Board or duly constituted committee thereof, be and is hereby authorized by the members of the Company to approve, finalise, execute, ratify, and/or amend/modify agreements and documents, including any power of attorney, lock up letters, and

agreements in connection with the appointment of any intermediaries and/ or advisors (including for marketing, listing, trading and appointment of book running lead manager/ legal counsel/ bankers/ advisors/ registrars/ and other intermediaries as required) and to pay any fees, commission, costs, charges and other expenses in connection therewith;

RESOLVED FURTHER THAT the Board or duly constituted committee thereof is authorised by the members of the Company to seek the listing of Eligible Securities on any stock exchange(s) submitting the listing applications to such stock exchange(s) and taking all actions that maybe necessary in connection with obtaining such listing approvals (both in-principal and final listing and trading approvals), filing of requisite documents/ making declarations with the MCA, RoC, RBI, SEBI and any other statutory/regulatory authority(ies), and any other deed(s), document(s), declaration(s) as may be required under the applicable laws as maybe necessary to give effect to this resolution;

RESOLVED FURTHER THAT the Board or duly constituted committee, thereof is authorised by the members of the Company to open one or more bank accounts in the name of the Company, as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board;

RESOLVED FURTHER THAT subject to applicable law, the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things and also to execute such documents, writings etc., and to represent the Company before any governmental authorities, as may be necessary to give effect to this resolution."

8. TO APPROVE INCREASE IN AUTHORIZED SHARE CAPITAL FROM INR 60 CRORE TO INR 100 CRORE AND CONSEQUENTIAL AMENDMENT IN MEMORANDUM OF ASSOCIATION (MOA) OF THE COMPANY

To consider and if thought fit to pass with or without modification the following resolution as **Ordinary Resolution**:

"RESOLVED THAT pursuant to section 13 read with section 61 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the shareholders be and is hereby accorded to increase the authorized share capital of the Company from the existing ₹ 60,00,00,000/- (Rupees Sixty Crores only) divided into 60,00,00,000 (Sixty Crores) Equity Shares of ₹ 1/- (Rupees One) each to ₹ 100,00,00,000/- (Rupees One Hundred Crores only) divided into 100,00,00,000 (Hundred Crore) Equity Shares of ₹ 1/- (Rupees One) each;



“RESOLVED FURTHER THAT pursuant to section 13 read with section 61 (1) (a) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the approval of the shareholders of the Company, in terms of section 13 and section 61 of the Companies Act, 2013, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and replaced, be as under:

“Clause V.

“The Authorised Share Capital of the Company is Re. 100,00,00,000/- (Rupees One Hundred Crores only) divided in to 100,00,00,000 (One Hundred Crores) equity shares of Re. 1/- (Rupees One) each. The company will have the right to increase or reduce its capital and to divide the shares in the capital for the time being into several classes and to attach thereto respectively any preferential, qualified or special rights privileges or conditions as may be determined by or in accordance with the regulations of the company for the time being to vary modify or abrogate any such rights, privileges or conditions in such manner as for the time being be provided by the Companies Act, 2013 or provided by the company for the time being”.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company, be and is hereby authorized to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient, to give effect to this Resolution.”

9. TO APPROVE THE ENHANCEMENT IN THE BORROWING LIMITS OF THE COMPANY FROM INR 500 CRORE TO INR 750 CRORE UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013

To consider and if thought fit to pass with or without modification the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force), and in accordance with the enabling provisions in the Articles of Association of the Company, and in supersession of all earlier resolutions passed by the Members of the Company in this regard, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as **“the Board”**) to borrow any sum or sums of money from time to time (apart from temporary Loans obtained from the Company’s bankers in the ordinary course of business) which together with the monies already borrowed by the Company may exceed the aggregate of the paid-up share capital, free reserves and securities premium of

the Company, provided that the total amount borrowed and outstanding at any point of time shall not exceed ₹ 700 crore (Rupees Seven Hundred Crore Only);

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the **“Board”**) (which term shall be deemed to include any duly authorized Committee thereof, for the time being exercising the powers conferred on the Board), be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties and/or doubts that may arise in this regard in order to implement and give effect to this resolution;

RESOLVED FURTHER THAT the Board and such person(s) authorized by the Board be and are hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution, including but not limited to settle any questions or resolve difficulties that may arise in this regard.”

10. TO EMPOWER TO GIVE LOANS OR INVEST FUNDS OF THE COMPANY IN EXCESS OF THE LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013.

To consider and if thought fit to pass with or without modification the following resolution as a **Special Resolution:**

RESOLVED THAT pursuant to the provisions of Section 186 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals, consents, sanctions and permissions as may be necessary, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called **“the Board”**, which term shall be deemed to include any Committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred by this resolution) to:

- a) give any loan to any person or other body corporate;
- b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, up to an aggregate outstanding amount not exceeding ₹ 400,00,00,000 (Rupees Four Hundred Crore only) over and above the limits specified under Section 186(2) of the Act, at any point of time;

RESOLVED FURTHER THAT the Board be and is hereby authorized to take from time to time all such decisions and steps as may be necessary, proper or desirable in respect of the aforesaid loans, guarantees, securities and investments, including determining the timing, amount and other terms and conditions, varying the same, and to do and perform all such acts, deeds, matters and things as may be required to give effect to this resolution;

RESOLVED FURTHER THAT the Company shall disclose in its financial statements the full particulars of the loans given, investments made, guarantees given or securities provided and utilize the proceeds in compliance with Section 186(4) of the Act and applicable rules.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to sign and submit necessary applications, filings, returns and documents with the Registrar of Companies and other statutory authorities, and to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution.

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

Sd/-
Krishna Chintam
Managing Director
DIN: 01658145

Date : 06.09.2025
Place: Hyderabad

Registered Office:
Plot No. 1367, Road No. 45,
Jubilee Hills, Hyderabad – 500 033
Telangana.



Notes:

1. The AGM will be held in hybrid mode i.e., in addition to holding this meeting at its Registered Office, the AGM shall also be held in compliance with the applicable provisions of the Act and Rules made thereunder, read with General Circulars issued by the Ministry of Corporate Affairs ('MCA') having reference No. 14/2020, 17/2020, 20/2020, 02/2021, 02/2022, 10/2022, 09/2023 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, May 5, 2022, December 28, 2022, September 25, 2023, along with subsequent circulars issued in this regard, the latest being Circular No. 09/2024 dated September 19, 2024 (collectively referred to as '**MCA Circulars**'), and the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Circulars issued by the SEBI having reference No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2022/62, SEBI/HO/CFD/PoD-2/P/CIR/2023/4, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated May 12, 2020, May 13, 2022, January 5, 2023, and October 7, 2023 respectively and the latest being Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (collectively referred to as '**SEBI Circulars**')

In compliance with these MCA and SEBI Circulars, applicable provisions of the Act (including any statutory modifications or re-enactments thereof for the time being in force) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and pursuant to Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**'), the 31st AGM of the Company is being conducted through VC/OAVM on Tuesday, September 30, 2025 at 11.00 A.M. (IST). The deemed venue for the 31st AGM shall be the Registered Office of the Company.

2. The Explanatory Statement as required under Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the AGM, is annexed hereto. Further, the Explanatory Statement relating to Special Businesses in Item No. 05 to 10 of the accompanying Notice to be transacted at the AGM is also annexed hereto. Additional information and relevant details pursuant to Listing Regulations, and other relevant SEBI regulations and Secretarial Standards on General Meetings (SS-2) are annexed hereto.
3. Pursuant to Section 113 of the Act, representatives of Institutional/Corporate Members (i.e. other than individuals / HUF, NRI, etc.) intending to send their authorized representative(s) to attend the Meeting through VC / OAVM, are requested to send a Certified True Copy of the relevant Board Resolution/ Authorization together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting. The said Resolution/Authorization shall be sent to the company at the mail address compliance@kelltontech.com.

4. The Members can join the AGM in the VC/OAVM mode **15 minutes** before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

6. In compliance with the aforesaid MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report for the financial year ("FY") 2024-25 is being sent only through electronic mode to those Members whose name appear in the Register of Members/Beneficial Owners maintained by the Company/Depositories as on BENPOS date i.e. **August 29, 2025** and whose e-mail addresses are registered with the Company/Depositories for communication purpose, unless any Member has requested for a physical copy of the same.

Members may note that the Notice and Annual Report for the FY 2024-25 will also be available on website of the Company, i.e. <https://www.kellton.com/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at <https://www.bseindia.com/> and <https://www.nseindia.com/> respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. <https://www.evoting.nsdl.com/>.

7. As per the provisions of Section 72 the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Nomination forms can be obtained from the Company's RTA by Members holding shares in physical form. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. Members holding shares in electronic form may obtain Nomination forms from their respective DPs.
8. 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 and SEBI the Company is providing facility of remote e-voting to its Members in

respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National securities India 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 AGM will be provided by NSDL.

9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which the Directors are interested, will remain open for inspection by the Members at the Registered Office of the Company during business hours on all working days, up to the date of the Meeting and will also be kept open at the venue of the Meeting till the conclusion of the Meeting.
11. The Register of Members and Share Transfer Books of the Company will remain closed from, Tuesday September 23, 2025 to Tuesday September 30, 2025 (both days inclusive) for the purpose of the Meeting.
12. During the Financial Year 2018-19, SEBI and MCA have mandated that existing Members of the Company who hold securities in physical form and intend to transfer their securities after April 1, 2019, can do so only in dematerialized form. Therefore, Members holding shares in physical form are requested to consider converting their shareholding to dematerialised form to eliminate all risks associated with physical shares for ease of portfolio management as well as for ease of transfer, if required. Shareholders can write to the Company at compliance@kelltontech.com or contact the Company's RTA - M/s. XL Softech Systems Ltd at xlfield@gmail.com.
13. To support the "Green Initiative", the Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar and Share Transfer Agent ("RTA") i.e. XL Softech Systems Limited or their Depository Participants, in respect of Shares held in physical/electronic mode, respectively.
14. Members who have not registered their e-mail addresses so far are requested to register the same for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
15. **Updation of Members' Details:**

The format of the Register of Members prescribed by the Ministry of Corporate Affairs ('MCA') under the Act requires the Company/RTA to record additional details of members including their Permanent Account Number ('PAN'), e-mail address, bank details for payment of dividend, etc. Further, the Securities and Exchange Board of India ('SEBI') has mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their details to their DPs with whom

they are maintaining their demat accounts. Members holding shares in physical form can submit their details to the Company's RTA at xlfield@gmail.com

16. Members holding shares in single name are especially advised to make nomination in respect of their shareholding in the Company and for cancellation and variation of nomination, if they are desirous of doing so.
17. Members desiring any information as regards the Accounts are requested to write to the Company at an earlier date through email on compliance@kelltontech.com. The same will be replied by the Company suitably.
18. Members who are holding physical shares in identical order of names in more than one folio are requested to send to the Company's RTA the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be issued to such Members after making requisite changes. Change in their residential status on return to India for permanent settlement.
19. 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.
20. Members are requested to notify the Company/RTA of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
21. **Process and manner of Voting through Electronic Means:**

- I Compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the **SEBI Listing Regulations**, each as amended from time to time and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, the Company is pleased to provide the facility to its Members to cast their votes electronically on resolutions set forth in this Notice. The Company has engaged the services of NATIONAL SECURITIES DEPOSITORY LIMITED ("NSDL") as the Agency to provide e-voting facility. The Members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting') and the services will be provided by NSDL.

Instructions for remote e-voting (including process and manner of e-voting) are given herein below:

1. The Resolutions passed by remote e-voting shall be deemed to have been passed as if they have been passed at the AGM. The Notice of the AGM indicating the instructions of remote e-voting process can be downloaded from NSDL's website



<https://www.evoting.nsdl.com/> or the Company's website www.kellton.com.

2. The facility for e-Voting shall be made available at the Meeting and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the Meeting.
3. The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again. Members can opt for only one mode of voting i.e. remote e-voting or voting at the meeting. In case of voting by both the modes, vote cast through remote e-voting will be considered final and voting through physical voting at the meeting will not be considered.
4. Members holding shares in physical form or dematerialized form as on **Tuesday September 23, 2025. ("Cut- Off Date")** shall be eligible to cast their vote by remote e-voting
5. Members may cast their votes on electronic voting system from any place (remote e-voting). The remote e-voting period commences on **Friday September 26, 2025 at 09.00 a.m.** and ends on **Monday September 29, 2025 at 5:00 p.m. (IST)**. During this period, the members of the Company holding shares either in physical form or in dematerialized form as on the Cut-Off Date, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting after **5:00 p.m. (IST) Monday September 29, 2025**.
22. Any person(s) who acquires shares of the Company and becomes a Member(s) of the Company after dispatch of the Notice of AGM and holding shares as on the Cut-Off date i.e., **September 23, 2025** may obtain the login ID and password by sending a request at evoting@nsdl.co.in or xlfeld@gmail.com. However, if you are already registered with NSDL for remote e-voting then you can use your existing User ID and password for casting your vote. If you have forgotten your password, you can reset your password by using **"Forgot User Details/ Password"** or **"Physical User Reset Password"** option available on www.evoting.nsdl.com or contact NSDL at the following Toll Free No.: 1800-222-990 or e-mail at evoting@nsdl.co.in
23. Please note, only a person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date shall be entitled to avail the facility of voting, either through remote e-voting or voting at the AGM.
24. **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.**

25. The Scrutinizer shall, immediately after the conclusion of voting at the Meeting, count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and shall within 2 working days of the conclusion of its General Meeting submit a consolidated Scrutinizer's Report of the total votes cast in favor of or against, if any, to the Chairman or any other person authorized by the Chairman in writing, who shall countersign the same.
26. The results declared along with Scrutinizer's Report, will be placed on the Company's website www.kellton.com and the website of NSDL www.evoting.nsdl.com immediately after the result is declared by Chairman or any other person authorized by the Chairman and the same shall simultaneously be communicated to BSE Limited and National Stock Exchange of India Limited where the Securities of the Company are listed. The results shall also be displayed on the Notice Board at the Registered Office of the Company.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on **Friday, September 26, 2025 at 09:00 A.M.** and ends on **Monday September 29, 2025 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, September 23, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Tuesday, September 23, 2025**.

The Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

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 AGM for individual members holding securities in Demat mode

In terms of the SEBI Circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

The Members are advised to update their mobile number and e-mail Id in their demat accounts in order to access e-Voting facility.

Pursuant to the aforesaid SEBI Circular, login method for e-Voting and joining Virtual AGM for Individual Members holding securities in Demat mode with CDSL/NSDL is given below:

Type of Membe	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https:// eservices.nsdl.com either on a Personal Computer or on a Mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your 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 ESP name and you will be re-directed to e-Voting website of 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 AGM & e-Voting during the AGM. 2. If the user is 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 3. 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 site wherein you can see e-Voting page. Click on Company name or ESP name 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 AGM & e-Voting during the AGM. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store   Google Play 
Individual Shareholders holding securities in demat mode with CDSL	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 Myeasi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.



Type of Membe	Login Method
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. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL site after successful authentication, wherein you can see e-Voting feature. Click on Company name or ESP 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 AGM & e-Voting during the AGM.

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.co.in or call at 022 - 4886 7000 and 022 - 2499 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 22 55 33

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:
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 136969 then user ID is 101456001***

Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can user 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.co.in 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" 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/MEMBERS:

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 csnvss@gmail.com with a copy marked to evoting@nsdl.co.in. 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 and 022 - 2499 7000 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

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@kellton.com. 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@kellton.com



2. If you are an Individual shareholders 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.co.in 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/AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM 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/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
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/AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM/AGM 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 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.
6. Registration of Speaker related point needs to be added by Company.

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 5

APPOINTMENT OF MR. N. V. S. S. SURYANARAYANA RAO, PRACTICING COMPANY SECRETARY, AS SECRETARIAL AUDITOR FOR FIRST TERM OF 5 YEARS

Pursuant to Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions and rules, as well as Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Audit Committee and Board of Directors, at their respective meetings held on September 06, 2025, have recommended for approval of Members, the appointment of **Mr. N. V. S. S. Suryanarayana Rao**, Practicing Company Secretary (Membership Number: 5868, Peer Review Certificate No. 1506/2021), as the Secretarial Auditor of the Company for the first term of five (5) consecutive years, effective from FY 2025-26 to FY 2029-30.

Mr. N. V. S. S. Suryanarayana Rao is a Practicing Company Secretary and Peer Reviewed, in terms of the guidelines issued by the Institute of Company Secretaries of India (ICSI). He has been appointed by the Board as Secretarial Auditor of the Company for the financial year 2025-25, and has demonstrated his expertise and proficiency in handling Secretarial audits of the Company.

The proposed remuneration for secretarial audit services, and out-of-pocket expenses for secretarial audit services will be determined by the Board of Directors, in consultation with the Audit Committee and Mr. N. V. S. S. Suryanarayana Rao. The proposed fee does not include any certifications or other audit-related services, which, if required, shall be remunerated separately on mutually agreed terms.

The Board of Directors and Audit Committee shall approve revisions to the remuneration, if any, during the remaining tenure. The Board is further authorised, in consultation with the Audit Committee, to alter or vary the terms and conditions of appointment and remuneration, including upward revision, as may be necessary or as mutually agreed with Mr. N. V. S. S. Suryanarayana Rao.

Mr. N. V. S. S. Suryanarayana Rao has consented to the said appointment and confirmed his eligibility as per the limits specified by the Institute of Company Secretaries of India. He has confirmed that he is not disqualified for appointment under the provisions of the Companies Act, 2013, the Companies Secretaries Act, 1980, the rules and regulations made thereunder, and the SEBI Listing Regulations read with relevant SEBI Circulars.

His Brief Profile has been given as an **Annexure-III**

The Board of Directors recommends the passing of the resolution as set out in Item No. 5 for approval of Members.

ITEM NO 6

TO APPROVE RAISING OF FUNDS BY ISSUANCE OF FOREIGN CURRENCY CONVERTIBLE BONDS ON A PRIVATE PLACEMENT BASIS, AGGREGATING UP TO USD 50 MILLION ONE OR MORE TRANCHES

The Board of Directors (hereinafter called the "**Board**") at its meeting held on September 06, 2025 has approved raising of funds, inter alia, by way of issuance of equity shares or other eligible securities through permissible modes, including but not limited to a private placement, preferential issue, qualified institutions placement and/or by way of issuance and allotment in one or more tranches of private or public offerings (including on preferential allotment basis) in international markets, through prospectus/ offer letter/ offering circular/ offering memorandum or other permissible/requisite offer documents, Foreign Currency Convertible Bonds (FCCBs) (whether fully or partly paid) and/or any other similar securities which are convertible or exchangeable into equity shares and/or preference shares and/or Global Depositary Receipts (GDRs) and/or American Depositary Receipts (ADRs) and/or any other financial instrument(s)/ securities convertible into and/or linked to equity shares of the Company ("Securities") for an aggregate amount of USD 50 Mn or its equivalent amount in any foreign currencies as may be necessary.

The Company intends to raise funds to explore strategic growth opportunities and address the working capital needs of both the Company and its subsidiaries. These funds will support potential synergies through strategic acquisitions, enabling the integration of complementary businesses, the expansion of market presence, and the enhancement of operational efficiency.

Additionally, maintaining adequate working capital is essential for smooth operations, ensuring healthy cash flow, meeting client obligations, and seizing immediate business opportunities without financial constraints.

This strategic initiative is designed to strengthen the Company's stability and growth, ultimately delivering maximum value to its stakeholders. Hence, the Board believes that the Company should have necessary approvals now for accessing various opportunities for growth capital / fund raising at this juncture to be well placed to take advantage of emerging growth opportunities. The Board has therefore approved an adequate pool size of up to USD 50 Million to address the abovementioned.

The issue of Securities may be consummated in one or more tranches at such time or times at such price as may be determined by the Board (including any Committee thereof) in its absolute discretion, taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with advisors, lead managers,



underwriters and such other authority or authorities as may be necessary and subject, as applicable, to the ICDR Regulations, and other applicable law, guidelines, notifications, rules and regulations, each as amended.

The proposed enabling Special Resolution seeks to confer upon the Board (including any Committee thereof) the absolute discretion to issue Securities in one or more tranches, determine the terms of the aforementioned issuance of Securities, including the exact price, face value, discount, conversion ratio, security, proportion and timing of such issuance, based on analysis of the specific requirements. The detailed terms and conditions of such issuance will be determined by the Board (including any Committee thereof), considering prevailing market conditions and other relevant factors and wherever necessary in consultation with advisors, lead managers, underwriters and such other authority or authorities as may be necessary and subject, as applicable, to the ICDR Regulations, and other applicable law, guidelines, notifications, rules and regulations. Accordingly, the Board (including any Committee thereof) may, in its discretion, adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the members of the Company.

The relevant date (where applicable) for the purpose of pricing the Securities shall be the date of the meeting in which the Board or any Committee duly authorised by the Board decides to open the issue of such Securities, subsequent to receipt of Members' approval in terms of the applicable laws. For the purposes of clarity: In the event the Securities are proposed to be issued as FCCBs and/or GDRs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the FCCB Scheme and/or the GDR Scheme and the other applicable pricing provisions issued by the Ministry of Finance.

Issuance of Securities may result in the issuance to investors who may not be the members of the Company. Therefore, consent of the members is being sought, for passing the Special Resolution as set out in the Notice, pursuant to applicable provisions, of the Companies Act, 2013, as amended ("Act") and any other law for the time being in force and being applicable and in terms of the provisions of the SEBI Listing Regulations, as amended.

The proposed issue of the Securities shall be within the overall borrowing limits of the Company as approved by the Members pursuant to Section 180(1)(c) of the Companies Act, 2013, the same is proposed to be enhanced up to INR 750 crore

In connection with the proposed issue of Securities, the Company is required, inter alia, to prepare various documentation and execute various agreements. The Company is yet to identify the investor(s) and decide the quantum of Securities to be issued to them. Accordingly, it is proposed to authorize the Board to identify the investor(s), issue such number of Securities, negotiate, finalize and execute such documents and agreements as may be required

and do all such acts, deeds and things in this regard for and on behalf of the Company.

Section 62(1)(c) of the Act provides that, inter-alia, such further Securities may be offered to any persons whether or not such persons are existing holders of equity shares of the Company as on the date of offer by way of a Special Resolution passed to that effect by the Company in General Meeting or through a postal ballot.

Accordingly, approval of the members is being sought for issuing any such instrument(s) as the Company may deem appropriate to parties including other than the existing shareholders.

The Board believes that the issue of Securities of the Company is in the best interest of the Company and none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested financially or otherwise, in the resolution set out at Item No. 6 of the Notice except to the extent of their shareholding, if any, and to the extent of any Securities that may be subscribed by the companies/ institutions in which they are directors or members.

The Board recommends the enabling Special Resolution set out at Item Nos. 6 of the Notice for approval of the Members.

ITEM NO 7

TO AUTHORISE RAISING OF FUNDS VIA QIP UP TO ₹ 250 CRORE (EQUITY AND/OR ELIGIBLE SECURITIES), IN ONE OR MORE TRANCHES.

Particulars of the issuance of Securities: The Company proposes to raise funds aggregating up to INR 250 crores through the issuance of any instrument or security, including equity shares, fully or partly convertible debentures, non-convertible debentures along with warrants, and any other equity-based securities or any combination thereof (collectively, "**Securities**"), in one or more tranches and/ or one or more issuances, simultaneously or otherwise, whether rupee denominated or denominated in one or more foreign currencies, including by way of qualified institutions placement(s), preferential allotment or private placement(s), and/or any combination thereof or any other method as may be permitted under applicable laws to eligible investors, through a placement document and/or other permissible offer documents, to any eligible person including qualified institutional buyers in accordance with Chapter VI of the SEBI ICDR Regulations, subject to member approval as an enabling authorization to the Board to issue and allot Securities in accordance with applicable laws without requiring further member approval at the time of such issuances.

Board approval: The Board, at its meeting held on September 06, 2025, approved the issuance of Securities, subject to members' approval, at such price and on such terms and conditions as may be deemed appropriate by the Board/its duly constituted committee, considering market conditions and other relevant factors, subject to requisite regulatory approvals. The Board/Committee may adopt any of the

mechanisms described above to meet the Company's objectives without the need for fresh shareholder approval.

Objects of the Issue: The proceeds are proposed to be used for one or more of the following objects or any combination thereof:

- a) financing for future growth and expansion, including organic or inorganic growth opportunities and acquisitions aligned to strategy;
- b) infusion of funds into subsidiaries for business growth and operations;
- c) capital expenditure;
- d) repayment/prepayment of indebtedness of the Company or subsidiaries including interest, prepayment charges or other amounts linked to credit facilities; and
- e) general corporate purposes within the limits permitted under applicable law, not exceeding 25% of Net Proceeds after issue expenses, to be utilized in such manner and proportion and within such timelines as determined by the Board/Committee. Pending utilization, proceeds may be invested in accordance with applicable laws.

Listing and regulatory approvals: The Securities allotted would be listed on BSE Limited and National Stock Exchange of India Limited where the Company's equity shares are listed, subject to obtaining requisite approvals.

QIP specific terms (if applicable): If the Issue is by way of a qualified institutions placement,

- a) allotment shall be completed within 365 days from passing the special resolution or such other time as permitted under the SEBI ICDR Regulations; and
- b) pricing shall be determined in accordance with Chapter VI of the SEBI ICDR Regulations and applicable law, subject to appropriate adjustments for corporate actions. No allotment shall be made, directly or indirectly, to any QIB who is a promoter or any person related to promoters. The Board/Committee may, in consultation with the book running lead manager, offer a discount of up to 5% or such other percentage as permitted under applicable law on the floor price. Securities allotted under QIP shall not be eligible to be sold for a period of one year from the date of allotment, except on a recognized stock exchange or as otherwise permitted under SEBI ICDR Regulations.

Enabling nature and flexibility: The special resolution is an enabling resolution to permit issuance in one or more tranches, at such time(s), price(s), to such person(s), and on such detailed terms as the Board/Committee may determine in compliance with applicable laws and in consultation with advisors, considering market conditions. The Company has not identified the investors, quantum per investor, or the timeline for allotment as on date; therefore, specific allottee details and resulting post-issue shareholding patterns are not provided. Necessary disclosures will be made as and when decisions are taken.

Approvals under the Companies Act and LODR: Since the proposed issuance may involve issue of Equity Shares to persons other than existing members, approval is sought pursuant to Sections 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013 and rules thereunder, as well as the SEBI LODR Regulations, 2015, as amended.

Ranking: Equity Shares created, offered, issued and allotted, including upon conversion of any eligible securities, shall rank pari passu in all respects with the existing equity shares of the Company, subject to the terms of issue and placement documents.

Change in control: There will be no change in control pursuant to the proposed issue.

Promoter participation: If the Issue is through QIP, promoters will not participate in the Issue. None of the directors, key managerial personnel or promoters intend to participate or subscribe to Securities in the Issue.

Interest of directors and KMP: None of the directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding, if any.

Board recommendation: The Board considers the proposal to be in the interest of the Company and recommends the resolution for approval of members as a Special Resolution for item no. 7.

ITEM NO 8

TO APPROVE INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY FROM INR 60 CRORE TO INR 100 CRORE UNDER SECTION 61 AND SECTION 13 OF THE COMPANIES ACT, 2013

The existing authorised share capital of the Company is ₹ 60,00,00,000 (Rupees Sixty Crore) divided into 60,00,00,000 equity shares of face value ₹ 1 each, and the presently available headroom is almost fully utilised in view of recent and proposed issuances. To proceed with forthcoming corporate actions, honour outstanding commitments and maintain flexibility for nearterm funding and general corporate purposes, it is proposed to create additional headroom by increasing the authorised capital. This is an enabling step and does not, by itself, result in any issue of shares.

The Board of Directors at their meeting held on September 06, 2025 recommended for the approval the shareholder, the proposal to increase authorised share capital from ₹ 60,00,00,000 divided into 60,00,00,000 equity shares of Re. 1 each to ₹ 100,00,00,000 (Rupees One Hundred Crore) divided into 100,00,00,000 equity shares of ₹ 1 each by creation of additional 40,00,00,000 equity shares of Re. 1 each; and to substitute/alter Clause V (Capital Clause) of the Memorandum of Association to reflect the revised authorised share capital.

Sections 61 and 13 of the Companies Act, 2013 and the rules thereunder, read with the Articles of Association, members' approval is required for increasing the authorised share capital and altering Clause V of the Memorandum of Association. Post



approval, requisite filings, including Form SH7 under Section 64, will be made with the Registrar of Companies.

The increase in authorised share capital will not affect the issued, subscribed and paidup share capital until shares are actually issued; any subsequent issuance will be undertaken in compliance with applicable laws, approvals, and disclosures.

None of the Directors, Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding, if any. Board recommendation: The Board recommends the resolution(s) for approval of the members, as the proposal provides necessary headroom to support planned corporate actions and timely fulfilment of outstanding commitments.

ITEM NO 9

TO APPROVE THE ENHANCEMENT IN THE BORROWING LIMITS OF THE COMPANY FROM INR 500 CRORE TO INR 750 CRORE UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013

Under Section 180(1)(c) of the Companies Act, 2013, the Board's power to borrow money, where the money to be borrowed together with the money already borrowed exceeds the aggregate of the Company's paid-up share capital, free reserves and securities premium account (excluding temporary loans obtained from bankers in the ordinary course of business), can be exercised only with members' consent by a special resolution specifying an overall limit. This item seeks such member approval to provide a clear borrowing ceiling and compliance framework.

The authorized borrowing headroom aligned to earlier shareholder approvals is nearing sufficiency thresholds due to Company's Plan to raise FCCBs, which until conversion will be considered as Borrowing, and Company can not raise any FCCBs unless it has sufficient headroom, considering the same, Board at its meeting held on September 06, 2025 has recommended to the shareholder, to approve the borrowing limit from ₹ 500 Crore to ₹ 750 Crore.

Temporary loans from bankers in the ordinary course of business—being loans repayable on demand or within six months, such as short-term cash credit, bill discounting and seasonal working capital lines—are excluded when computing the threshold under Section 180(1)(c). Borrowings for capital expenditure or long-term purposes are not treated as temporary loans.

Directors' and KMP interest: None of the Directors, Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any.

The Board recommends the resolution for approval as it provides necessary and timely borrowing headroom to support growth capex, working capital, refinancing and to efficiently execute planned corporate actions and outstanding commitments in the ordinary course of business

ITEM NO 10

TO EMPOWER TO GIVE LOANS OR INVEST FUNDS OF THE COMPANY IN EXCESS OF THE LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013.

Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 prescribes limits for loans, guarantees, securities and investments, and requires prior approval of members by special resolution if the aggregate of existing and proposed transactions exceeds the thresholds in Section 186(2). Board approvals under Section 186(5) and requisite institutional consents, where applicable, will also be obtained for specific transactions. This authorization does not, by itself, mandate any immediate outflow and each transaction will be evaluated on commercial merit.

The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly,

- (a) give any loan to any person or other body corporate;
- (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

Additionally, through this resolution, Kellton is permitted, subject to applicable laws and internal policies, to provide loans, deposits, or guarantees to any company with which it has entered into a formal agreement or started discussions about potential acquisitions.

The purpose of this resolution is to allow Kellton to offer financial support or guarantees when needed, in connection with any formal agreements or acquisition talks. This will help the Company support and speed up these important transactions. It will also enable the Company to make timely decisions, move processes along faster, and respond quickly to new strategic opportunities.

The Directors recommend the Special Resolution as set out at Item No. 10 of the accompanying Notice, for Members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution.

Additional Information

Brief Profile of Mr. Srinivas Potluri

(Details of the Directors proposed to be re-appointed pursuant to Regulation 36(3) of SEBI (LODR) Regulation, 2015 and Secretarial Standards on General meetings).

Name of the Director	Srinivas Potluri
Date of Birth	September 10, 1965
Date of first appointment on the Board	December 31, 2009
Qualification	Graduated MBA from Northwestern University Kellogg School of Management.
Directorship in other Companies.	Apart from the current company, he is not a director in any other Listed Company
Number of Shares held in the Company including shareholding as a beneficial owner	3, 33,332
Disclosure of Inter-se relationship between Directors and KMP's	Not related to any Director and KMP
Membership of Committees in other Companies.	-
Chairmanships of Committees in other Companies.	-
Details of Remuneration sought to be paid and the remuneration last drawn by such person	-
Number of Board meetings attended during the year (FY 2024-25)	14
Listed Entity from which director has resigned in the past 3 years	-

Brief Profile of Statutory Auditor

Category	Details
Firm Name	Anant Rao & Mallik, Chartered Accountants
Firm Registration No.	006266S
Established	10-09-1983
Empanelment	RBI (UCN: 020141), C&AG (Hyd - 184)

Area of Expertise

Anant Rao & Mallik, Chartered Accountants, holds deep expertise in Bank and Company Audits, having conducted statutory audits for major nationalized banks, urban cooperative banks, and numerous large public and private limited companies. Their audit practice encompasses central statutory audits, branch audits, concurrent audits, and stock audits, ensuring thorough compliance with regulatory standards set by RBI, C&AG, and other authorities. Clients such as Punjab National Bank, State Bank of India, Agroha Co-operative Urban Bank, and several government companies, demonstrating reliability and trust within the financial sector, have entrusted the firm.

The firm also excels in Operational Management Assurance, partnering with corporations in sectors like manufacturing, logistics, construction, energy, and finance. Their services range from internal audit, project implementation reporting, working capital management, and systems assurance, to customer accounts authentication and reconciliation in large financial transactions. Clients such as Agastya Agro Limited, NCL Buildtek, KSK Energy Ventures, and Vermont Projects benefit from tailored consulting and monitoring of operations, internal controls, and compliance verification.

Additionally, Anant Rao & Mallik is acknowledged for proficiency in Accounting, Statutory Compliance, and Tax Advisory. The firm provides advanced financial accounting, payroll management, and monthly or periodical statutory compliance under the Companies Act, Income Tax Act, and GST. Their tax practice includes return preparation and filing, as well as close liaison with income tax authorities for assessments and day-to-day tax matters, serving a diverse clientele of corporates, co-operative societies, and individuals.



Brief Profile of Proposed Secretarial Auditor

Particulars	Details
Name	CS N.V.S.S. Suryanarayana Rao
Membership No.	FCS 5868
Certificate of Practice (COP) No.	2886
Educational Qualification	B.Com (First Division, 1980), Fellow Member of ICSI (Qualified 1987)
Professional Experience	Practicing Company Secretary since 1996 (30+ years of professional experience)
Key Assignments & Expertise	- Handled multiple Public Issues independently - Consultant Company Secretary for State Govt. undertakings (A.P. Agro Industries Corp. Ltd., Ongole Iron Ore Co. Ltd.) - Consultant CS for M/s ECIL RAPISCAN Ltd. (2000–2015) - Secretarial audits and due diligence for several listed companies - Drafting of MoA & AoA; Incorporation & Compliance support - Filing & certifications with ROC; Corporate Governance reporting
Date of Birth	1 st June 1960
Languages Known	English, Hindi, Telugu