

Ref no.- KTSL/2025-2026/042

To

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

**Subject: Outcome of the Board Meeting**

Dear Sir/Madam,

In pursuant of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (hereinafter referred to as the “**Listing Regulations**”), we wish to inform that the Board of Directors of the Company at their meeting held today, *i.e.*, **Saturday, September 06, 2025** *inter alia*, considered and approved the following businesses:

1) **Recommended Raising of Funds by Issuance of Foreign Currency Convertible Bonds (FCCBs) on a Private Placement Basis not exceeding USD 50 Million**

The fund raising by way of issuance of equity shares and/or any other eligible securities (convertible/non-convertible) through Foreign Currency Convertible Bonds(FCCBs) in one or more tranches, provided that the aggregate amount to be raised by issuance of eligible securities shall not exceed 50 Million USD, subject to such regulatory/statutory approvals.

2) **Recommended Raising of Funds by Issuance of Equity/Other Eligible Securities through Qualified Institutional Placement (QIP) not exceeding INR 250 Crores**

The fund raising by way of issuance of any instrument or security for cash or otherwise including equity shares or any other eligible securities inter-alia fully convertible debentures, partly convertible debentures, non-convertible debentures with or without warrants and/ or any security convertible into equity shares (collectively “**Securities**”), in one or more tranches by way of a preferential allotment, private placement, including one or more qualified institutions placement (‘QIP’) in accordance with the applicable provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or through any other permissible mode and/or combination thereof, for an aggregate amount not exceeding ₹ 250 Crores (Rupees Two Hundred Fifty Crore only) subject to such regulatory/statutory approvals as may be required including the approval of Members of the Company.

3) **Increase in Authorised Share Capital of the Company and its consequential amendment in Memorandum of Association**

The Board has approved and recommended to Members for the Increase in Authorized Share Capital from ₹ 60 Crores to ₹ 100 Crores and its consequential amendment in Capital clause of Memorandum of Association (MOA) The altered Clause of MOA is as under

***“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”.***

4) **Re-appointment of Retiring Director**

To appoint a Director in place of **Mr. Srinivas Potluri (DIN: 03412700)** who retires by rotation and, being eligible, offers himself for re-appointment.

The details required under Regulation 30 of the SEBI Listing Regulations, read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, is enclosed as **Annexure-I**.

5) **Re-appointment of Statutory Auditor of the Company**

Re-appointment of **M/s. Anant Rao & Malik, Chartered Accountants (FRN 006266S), Hyderabad**, as the Statutory Auditor of the Company for the Second term of five (5) consecutive years i.e., FY 2025-26 to FY 2029-30, subject to the approval of the shareholders at the ensuing Annual General meeting.

The details required under Regulation 30 of the SEBI Listing Regulations, read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, is enclosed as **Annexure-II**.

6) **Appointment of Secretarial Auditor of the Company**

Appointment of **Mr. N. V. S. S. Suryanarayana Rao, (ICSI Membership Number: 5868)**, Practicing Company Secretaries as the Secretarial Auditors of the Company for the first term of five (5) consecutive years i.e., FY 2025-26 to FY 2029-30, subject to the approval of the shareholders at the ensuing Annual General meeting.

The details required under Regulation 30 of the SEBI Listing Regulations, read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, is enclosed as **Annexure-III**.

7) **Incorporation of a Subsidiary in Ireland**

The Board has approved for incorporation of a Wholly Owned Subsidiary in Ireland, Subject to Compliance of Applicable laws.

8) **Annual General Meeting**

Approved the Day, Date, Time and Mode of Annual General Meeting to be conducted for FY 2024-25 as **Tuesday, September 30, 2025** at 11:00 AM (IST) through **Video Conference/ Other Audio Visual Mode**.

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

This is for your information and record.

Yours Faithfully,

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

**Rahul Jain**  
**Company Secretary & Compliance Officer**  
**Membership No: ACS62949**  
**Date:** September 06, 2025  
**Place:** Hyderabad

**ANNEXURE – I**

**Details of the Directors proposed to be appointed/ re-appointed pursuant to Regulation 36(3) of Listing Regulations and Secretarial Standards on General meetings.**

<b>Name of the Director</b>	<b>Srinivas Potluri</b>
Reason for change	Reappointment of Mr. Srinivas, who is retiring by rotation and being eligible, has offered himself for reappointment
Date of re-appointment	September 06, 2025
Brief profile	<p>Srinivas is a leader in management across several industries, such as finance, healthcare, automotive, commodities, and telecommunication. Currently, he is focusing on expanding Kellton's business across the US Geography.</p> <p>Bringing his brand of project management, business analysis, cross-functional team leadership, integration expertise, and leadership to the organization, Srinivas is a pivotal asset to the firm's growth and success by specializing in large system deployments and systems integration.</p> <p>Srinivas has more than 31 years of global experience with several elite organizations such as PricewaterhouseCoopers, Parsons, and France Telecom. He holds an MBA from the Kellogg School of Management, Northwestern University in the U.S, an Environmental Engineering MS from Virginia Tech, and a bachelor's degree in Environmental Engineering Technology from the University of Mumbai, India.</p>
Disclosure of Inter-se relationship between Directors and KMP's	Not related to any Director and KMP
Information as required under BSE circular no. LIST/COMP/14/2018-19 and NSE circular no. NSE/CML/2018/24, dated June 20, 2018	Mr. Srinivas Potluri is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

## **ANNEXURE – II**

### **Details of the Statutory Appointment proposed to be re-appointed pursuant to Regulation 36(3) of Listing Regulation, 2015 and Secretarial Standards on General meetings**

<b>Name of the Director</b>	<b>Anant Rao &amp; Mallik, Chartered Accountants</b>
<b>Reason for change</b>	<b>Appointment</b>
<b>Date of reappointment</b>	<b>Board recommended appointment on September 06, 2025</b>
<b>Disclosure of Inter-se relationship between Directors and KMP's</b>	<b>Not related to any Director and KMP</b>
<p><b><u>Brief profile</u></b></p> <p>Anant Rao &amp; 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&amp;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.</p> <p>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.</p> <p>Additionally, Anant Rao &amp; 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.</p>	

**ANNEXURE – III**

**(Details of the Secretarial Auditor proposed to be appointed pursuant to  
Regulation 36(3) of SEBI (LODR) Regulation, 2015 and Secretarial Standards on General meetings)**

<b>Name of the Director</b>	<b>N. V. S. S. Suryanarayana Rao</b>
Reason for change	Appointment
Disclosure of Inter-se relationship between Directors and KMP's	Not related to any Director and KMP
Date of appointment	Board recommended appointment on September 06, 2025
Brief profile	<ul style="list-style-type: none"><li>▪ Handled multiple Public Issues independently</li><li>▪ Consultant Company Secretary for State Govt. Undertakings (A.P. Agro Industries Corp. Ltd., Ongole Iron Ore Co. Ltd.)</li><li>▪ Consultant CS for M/s ECIL RAPISCAN Ltd. (2000–2015)</li><li>▪ Secretarial audits and due diligence for several listed companies</li><li>▪ Drafting of MoA &amp; AoA; Incorporation &amp; Compliance support</li><li>▪ Filing &amp; certifications with ROC; Corporate Governance reporting</li></ul>