

To

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

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

Dear Sir/Madam,

Pursuant to Regulations 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that, the Notice of the Extra-Ordinary General Meeting (“EOGM”) of the Company which is scheduled to be held on **Thursday, February 06, 2025, at 11:00 A.M.** (IST) through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”), is being dispatched through e-mails today to all the members whose name appears in the Register of Members as on **Friday, January 10, 2025.**

The Notice of the Extra-Ordinary General Meeting is also available on the Company’s website <https://www.kellton.com/egm> and enclosed herewith for the reference of members.

The following are the events in connection with the e-voting:

Cut-Off Date for Dispatch of Notice	Friday, January 10, 2025
Date of Dispatch of Notice	Wednesday, January 15, 2025
Cut-Off Date for e-Voting	Thursday, January 30, 2025
E-Voting Start Date	Sunday, February 02, 2025, 09:00 AM (IST)
E-Voting End Date	Wednesday, February 05, 2025, 05:00 PM (IST)
Date and Time of EOGM	Thursday, February 06, 2025, 11:00 AM (IST)
Link for e-voting website of NSDL	https://www.evoting.nsdl.com/

We request you to kindly take the above on record.

Thanking You,

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

**Rahul Jain
Company Secretary & Compliance Officer
ICSI M. No: ACS62949
Date: January 15, 2025
Place: Hyderabad**

NOTICE IS HEREBY GIVEN THAT THE (01/2024-25) EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF KELLTON TECH SOLUTIONS LIMITED (“THE COMPANY”) WILL BE HELD ON THURSDAY, FEBRUARY 06, 2025 AT 11:00 A.M IST THROUGH VIDEO CONFERENCING (VC) / OTHER AUDIO-VISUAL MEANS (OAVM) TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESSES:

1. TO APPOINT MR. ABHAYA SHANKAR (DIN:00008378) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT in accordance with the provisions of Section 149, 152, Schedule IV and other applicable provisions if any, of the Companies Act, 2013 (the “Act”) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), **Mr. Abhaya Shankar (DIN: 00008378)**, who based on the recommendation of Nomination and Remuneration Committee, was appointed as an Additional Director in the category of Non-Executive Independent Director, with effect from December 27, 2024 and who has submitted declaration that he meets the criteria for Independence as required under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as Non-Executive Independent Director of the Company pursuant to regulation 17(1C) of Listing Regulations, 2015 to hold office for a term of up to 5 (five) years, *i.e.*, with effect from December 27, 2024 up to December 26, 2029;

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution.”

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

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

“RESOLVED THAT pursuant to the provisions of sections 23, 42, 62(1)(c), and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, as amended, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“ICDR Regulations”), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (“Takeover Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the policies, rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, Ministry of Corporate Affairs (“MCA”) or any other competent authority, as may be necessary, including the Securities and Exchange Board of India (“SEBI”), Bombay Stock Exchange Limited (“BSE”), National Stock Exchange of India Limited (“NSE”) where the Equity Shares of the Company are listed and subject to the necessary approval(s), consent(s), permissions(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s) and/or sanction(s) and which may be agreed to by the Board of

Director of the Company (“the Board”) (which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the Members of the Company, be and is hereby accorded to issue, offer and allot, from time to time in one or more tranches, up to **55,00,000 (Fifty Five Lakhs)** Share Warrants (“Warrants”) each Warrant convertible into 1 (One) Equity Share of Face Value of Rs. 5/- (Rupees Five Only) each on a preferential basis, for cash, at an Issue Price of **Rs. 153.63/- (Rupees One Hundred Fifty Three and Sixty Three Paise Only)** including premium of **Rs. 148.63/- (Rupees One Hundred Forty Eight and Sixty Three Paise Only)** each per Warrant (“Warrant Issue Price”) as determined by the board in accordance with the pricing guidelines prescribed under Chapter V of the ICDR Regulations aggregating to an amount not exceeding **Rs. 84,49,65,000/- (Rupees Eighty Four Crores Forty Nine Lakhs Sixty Five Thousand Only)** to the following Promoter and Non-Promoter individual/entities (hereinafter referred to as the “Proposed Allottees of Share Warrant”), entitling the warrant holders to exercise option to convert and get allotted 1 (One) Equity Share of Face Value of Rs. 5/- (Rupees Five Only) each of the Company (“Equity Shares”) for each Warrant, within a period of 18 (Eighteen) months from the date of allotment of the Warrants, and in such form and manner and in accordance with the provisions of ICDR Regulations and Takeover Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members:

Sr. No.	Names of the Investors/ proposed Allottees	Category (Promoter and Non-Promoter)	No. of Shares Warrants (up to)	Outcome of the subscription/ Investment amount (INR) (Approx.)
1.	Matnic Finvest LLP	Promoter	45,00,000	69,13,35,000
2.	Karanjit Singh	Non-Promoter	7,00,000	10,75,41,000
3.	Srinivas Potluri	Non-Promoter	3,00,000	4,60,89,000
Total			55,00,000	84,49,65,000

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the ICDR Regulations including Regulation 161, the “Relevant Date” for determining the Floor Price of warrants shall be **Tuesday, January 07, 2025**, being the date 30 days prior to the date of the Extra-Ordinary General Meeting of the shareholders of the Company scheduled to be held on Thursday, February 06, 2025.

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

1. The Warrant holders shall, subject to the ICDR Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of Face Value of Rs. 5/- (Rupees Five Only) each to the Warrant holders;
2. An amount equal to 25% (Twenty Five Percent) of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% (Seventy Five Percent) of the Warrant Issue Price shall be payable by the Warrant Holder(s) on or before the exercise of the entitlement attached to the Warrant(s) to subscribe for the Equity Shares;

3. The respective Warrant holder shall make payment of Warrant price from their own bank account into to the designated bank account of the Company.
4. The Warrants shall be exercised in a manner that shall be in compliance with the minimum public shareholding norms prescribed for the Company under the Listing Regulations and the Securities Contract (Regulation) Rules, 1957;
5. The Warrants itself until converted into Equity Shares, does not give to the Warrant Holder any rights (including any dividend or voting rights) in the Company in respect of such Warrants.
6. The Equity Shares to be so allotted upon the exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respect including dividend, with the existing Equity Shares of the Company;
7. The Warrants and the Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under Chapter V of the ICDR Regulations from time to time;
8. The Company shall re-compute the price of the Warrants/ Equity Shares issued upon exercise of the Warrants in terms of the ICDR Regulations, where it is required to do so and the differential price, if any, shall be required to be paid by such Warrant Holders to the Company in accordance with the provisions of the ICDR Regulations;
9. The allotment of Warrants pursuant to this resolution shall be completed within a period of 15 (Fifteen) days from the passing of this resolution, provided that, where the allotment pursuant to this resolution is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approval(s);
10. The allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the allottee; and warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
11. In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and any amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.
12. The Company shall procure the listing and trading approvals for the resulting Equity Shares to be issued and allotted to the Warrant Holders upon exercise of the Warrants are received from the relevant Stock Exchanges in accordance with the ICDR Regulations and the Listing Regulations;

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

RESOLVED FURTHER THAT any of the Director of the Board or Company Secretary of the Company be and are hereby severally authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted up to exercise of the Warrants held by the Warrant Holders;

RESOLVED FURTHER THAT any of the Director of the Board or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, making necessary filings with Stock Exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental/regulatory authorities to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT any of the Director of the Board or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/ clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memorandum, documents to give effect to the above resolutions (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to Stock Exchanges for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Proposed Allottees, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of directors or any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the Members and take all steps and decisions in this regard;

RESOLVED FURTHER THAT a copy of the aforesaid resolution certified to be true by anyone of the Directors of the Company or the Company Secretary of the Company be furnished to the appropriate authorities with a request to act thereon.”

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

**Date: January 15, 2025
Place: Hyderabad**

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

NOTES

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

member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.

7. In compliance with the provisions of section 101 and section 136 of the Act, read with relevant Companies (Management and Administration Rules), 2014, and Regulation 36 of SEBI Listing Regulations and MCA circulars, Notice of the EGM and Explanatory statement on the date of EGM are being sent only through electronic mode to those Members whose email ids are available with the Company/Depositories/RTA.
8. Members may note that the Notice of the EGM will also be available on the Company's website at <https://www.kellton.com/egm> and websites of the Stock Exchanges i.e. Bombay Stock Exchange Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com and on the website of XL Softech Systems Ltd at www.xlsoftech.com and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
9. Since this EGM is being held through VC/OAVM, the facility for appointment of proxies by the Members will not be available for this EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Further, the Route Map is not required to be annexed in this to the Notice.
10. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
11. Institutional/Corporate members are encouraged to attend and vote at the meeting through VC/OVAM. We also request them to send, a duly certified copy of the Board Resolution authorizing their representative to attend the EGM through VC / OAVM and vote through remote e-voting on its behalf at compliance@kelltontech.com and xlfield@gmail.com, pursuant to Section 113 of the Companies Act, 2013.
12. In the case of Joint Holders attending the EGM, only such Joint Holder who is named first in the order of names will be entitled to vote.
13. Only bona fide members of the Company whose names appear on the Register of Members, will be permitted to attend the meeting through VC/OAVM. The Company reserves its right to take all necessary steps as may be deemed necessary to restrict non-members from attending the meeting.
14. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act will be available for inspection by the Members in electronic mode during the EGM. Members who wish to inspect, may send their request through an email at compliance@kelltontech.com up to the date of EGM.
15. Pursuant to Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide the facility of remote e-voting to all the members as per applicable Regulations relating to e-voting. The complete instructions on e-voting facility provided by the Company are annexed to this Notice, explaining the process of e-voting with necessary user id and password. Members who have cast their vote by remote-voting prior to the meeting may attend the meeting but will not be entitled to cast their vote again.
16. The Company has fixed **Thursday, January 30, 2025** as Cut-off date for determining the eligibility of Members entitled to vote at the EGM. The remote e-voting shall remain open for a period of 4 days

commencing from **Sunday, February 02, 2025 (09:00 A.M.) to Wednesday, February 05, 2025 (05:00 P.M.) (both days inclusive).**

17. The Company has appointed M/s. Miheh Halani & Associates, Practicing Company Secretaries (Membership No.: FCS9926; COP: 12015) as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
18. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company/Electronic mode during normal business hours (10:00 hours to 16:00 hours) on all working days except Saturdays and Sundays, up to and including the date of the EGM of the Company. Members who wish to inspect, may send their request through an email at compliance@kelltontech.com up to the date of EGM.
19. Information required under Regulation 36 of SEBI Listing Regulations and Secretarial Standards – SS 2 on General Meetings, for directors seeking appointment/re-appointment at the EGM is furnished as annexure to this Notice. The Directors have furnished consent/declarations for their appointment/re-appointment as required under the Act and rules made thereunder.
20. In line with the measures of “Green Initiatives”, the Act provides for sending Notice of the EGM and all other correspondences through electronic mode. Hence, Members who have not registered their mail IDs so far with their depository participants are requested to register their email ID for receiving all the communications including Annual Report, Notices etc., in electronic mode. The Company is concerned about the environment and utilizes natural resources in a sustainable way.
21. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can only be transferred in demat form with effect from April 1, 2019, except in case of request for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holding to demat form. Members can contact the Company or our RTA for assistance in this regard.
22. The Securities and Exchange Board of India (‘SEBI’) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic mode are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical mode can submit their PAN to the Company / to our RTA.
23. Members who hold shares in physical mode in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to our RTA, for consolidation into a single folio.
24. Non-Resident Indian Members are requested to inform our RTA / respective depository participants, immediately of any:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

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

The remote e-voting period begins on Sunday, February 02, 2025 at 09:00 A.M. and ends on Wednesday, February 05, 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. Thursday, January 30, 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 Thursday, January 30, 2025.

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

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





Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nSDL.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com . Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp 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

	<p>Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 40px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
---	---

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

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

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

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

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

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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

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

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

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

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to compliance@kelltontech.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to compliance@kelltontech.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to

update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

1. Members will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN 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.

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

1. TO APPOINT MR. ABHAYA SHANKAR (DIN: 00008378) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has, at its Meeting held on December 27, 2024, appointed Mr. Abhaya Shankar (DIN: 00008378) as an Additional Director, not liable to retire by rotation, to hold the office of Independent Director for a term of 05 (Five) consecutive years commencing on December 27, 2024, subject to the approval of the Members in the General Meeting.

Mr. Abhaya Shankar (DIN: 00008378) meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the Listing Regulations and is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as an Independent Director and office of whose will not be liable to retire by rotation.

The profile and specific areas of expertise of Mr. Abhaya Shankar (DIN: 00008378) and other relevant information as required under the Listing Regulations are provided as **Annexure-A** to this Notice.

Based on the skills, competence and expertise in understanding of business dynamics and experience in guiding and leading management teams, the Board, based on the recommendation of the Nomination and Remuneration Committee, has determined that the appointment of Mr. Abhaya Shankar (DIN: 00008378) would be beneficial to the Company. The Company has received consent from him to act as Director and declarations that they meet the criteria of independence provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. In terms of Regulation 25(8) of Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties as Independent Directors of the Company.

Additional information in respect of Mr. Abhaya Shankar (DIN: 00008378), pursuant to Regulation 36 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given at **Annexure-A**.

Except of Mr. Abhaya Shankar (DIN: 00008378) being the appointee under this resolution, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice.

Accordingly, the approval of the Members of the Company is hereby sought by way of Special Resolution for appointment of Mr. Abhaya Shankar (DIN: 00008378) as Non-Executive Independent Director of the Company.

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

The Board of Directors of the Company (“Board”) at their meeting held on January 08, 2025, approved raising of funds aggregating up to **Rs. 84,49,65,000/- (Rupees Eighty Four Crores Forty Nine Lakhs and Sixty Five Thousand Only)** by way of issuance of **55,00,000 (Fifty Five Lakhs)** Share Warrants (“Warrants”), each convertible into, or exchangeable for, 1 (One) fully paid-up Equity Share of the Company of Face Value of Rs. 5/- (Rupees Five Only) each at an Issue Price of **Rs. 153.63/- (Rupees One Hundred Fifty Three and**

Sixty Three Paise Only including Premium of **Rs. 148.63/- (Rupees One Hundred Forty Eight and Sixty Three Paise Only)** each per Warrant (“Warrant Issue Price”), which may be exercised in one or more tranches during the period commencing from the date of allotment of the warrants until expiry of 18 (Eighteen) months, to the persons belonging to Promoter and Non-Promoter individual/entities as per the details disclosed in the respective resolution.

The Proposed Allottees have also confirmed their eligibility in terms of Regulation 159 of the ICDR Regulations, to subscribe to the warrants to be issued pursuant to the preferential issue.

The Valuation Report as required under Regulation 166A of the ICDR Regulations, 2018 has been issued by Ms. Binal B. Darji, Registered Valuer (Registration No.: IBBI/RV/02/2021/14321) dated January 08, 2025 has been placed on the website of the Company at <https://www.kellton.com/egm>

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

1. The Objects of the Preferential Issue:

The Company intends to utilize the proceeds raised through the Preferential Issue (“Issue Proceeds”) towards working capital requirement and to further strengthen its financial position.

Utilization of Issue Proceeds

Given that the funds to be received against Warrant conversion will be in tranches and the quantum of funds required on different dates may vary, therefore, the broad range of intended use of the Issue Proceeds for the above Objects is set out hereinbelow:

Sr. No.	Particulars	Total estimated amount to be utilized. (Amount in Crores INR)*	Tentative timeline for utilization of issue proceeds for each of the object
1	Working capital requirement	67.60	24 months
2	General Corporate Purpose**	16.89	24 months
	Total	84.49	

**Contingent upon full subscription of offer and considering 100% conversion of Warrants into Equity Shares.*

***Proposed deployment of the Preferential Issue proceeds towards general corporate purposes as approved by our management from time to time, shall not exceed 25% of the total proceeds of the Preferential Issue, in compliance with applicable laws.*

The Main Object Clause of Memorandum of Association of our Company enables us to undertake the existing activities and the activities for which the funds are being raised by us through the present Preferential Issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the Object Clause of our Memorandum of Association.

Our fund requirements and deployment of the proceeds of the Preferential Issue are based on the internal management estimates and it may change subject to range gap which shall not exceed +/- 10% of the amount specified for that object of size of the Preferential Issue in accordance with BSE Notice No. 20221213-47 and NSE Circular No. NSE/CML/2022/56 both dated December 13, 2022.

The Company shall be entitled to invest such proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks or any other investment as permitted under applicable laws.

2. Maximum number of Specified Securities to be issued:

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

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

The Company proposes to offer, issue and allot up to 55,00,000 (Fifty Five Lakhs) Share Warrants at an Issue Price of **Rs. 153.63/- (Rupees One Hundred Fifty Three and Sixty Three Paise Only)** including Premium of **Rs. 148.63/- (Rupees One Hundred Forty Eight and Sixty Three Paise Only)** each per Warrant ("Warrant Issue Price"), determined in accordance with Regulation 164 read with Regulation 166A of the ICDR Regulations and applicable law, to the Proposed Allottee as mentioned below.

4. Name and Address of Valuer who performed Valuation:

According to Regulation 166A of ICDR Regulation, any preferential issue, which may result in a change in control or allotment of more than 5% of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an Independent Registered Valuer and consider the same for determining the price. As the regulation is applicable to proposed issue, the Company has taken valuation report from Ms. Binal B. Darji, Registered Valuer (Registration No. IBBI/RV/02/2021/14321) having registered office at B/17, Kailash Nagar, Shankar Lane, Kandivali (West), Mumbai – 400067 and the same report is available on the website of Company at <https://www.kellton.com/egm>

The Relevant Date for purpose of Valuation shall be considered as **Tuesday, January 07, 2025**.

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

The proposed Preferential Issue of Warrants convertible into Equity Shares shall be an aggregate amount of minimum **Rs. 84,49,65,000/- (Rupees Eighty Four Crores Forty Nine Lakhs and Sixty Five Thousand Only)**

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

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

In terms of the ICDR Regulations, the minimum price at which the warrants can be issued is **Rs. 153.63/- (Rupees One Hundred Fifty Three and Sixty Three Paise Only)** per warrant, as per the pricing formula prescribed under the ICDR Regulations for the preferential issue and is the higher of the following:

- a) 90 Trading Days Volume Weighted Average Price (VWAP) of the equity shares of the Company preceding the Relevant Date i.e. Rs. 152.65/-; or

- b) 10 Trading Days Volume Weighted Average Price (VWAP) of the equity shares of the Company preceding the Relevant Date i.e. Rs. 153.63/-.

As per the Pricing Certificate, the minimum price, in terms of Regulation 164(1) of the ICDR Regulations, at which warrants to be issued is **Rs. 153.63/- (Rupees One Hundred Fifty Three and Sixty Three Paise Only)** per warrant.

According to Regulation 166A of ICDR Regulation, any preferential issue, which may result in a change in control or allotment of more than 5% of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an Independent Registered Valuer and consider the same for determining the price. As the Further, the proposed allotment is more than 5% of the post issue fully diluted Shares capital of the Company, to the allottees and allottees acting in concert, the Company has availed valuation report dated January 08, 2025 from Ms. Binal B. Darji, Registered Valuer (Registration No. IBBI/RV/02/2021/14321) having registered office at B/17, Kailash Nagar, Shankar Lane, Kandivali (West), Mumbai – 400067. The Valuation report shall be available on the website of Company at link <https://www.kellton.com/egm>.

Pursuant to the above, the minimum issue price determined in accordance with Regulations 164(1) read with regulation 166 and 166A of Chapter V of SEBI (ICDR) Regulations is **Rs. 153.63/- (Rupees One Hundred Fifty Three and Sixty Three Paise Only)**.

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

The “**Relevant Date**” as per Chapter V of the ICDR Regulations for the determination of the said issue price for the subscription warrants is **Tuesday, January 07, 2025**. The resolution proposed under this notice shall be passed on **Thursday, February 06, 2025 i.e., Day of EGM**.

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

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

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

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

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

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

Further, except the above, none of the Promoters, Directors, Key Managerial Personnel or any of their relatives are concerned or interested, financially or otherwise, in the proposed Special Resolution set out in this Notice for the allotment of warrants nor do such persons intend to subscribe to the preferential issue of the subscription warrants.

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

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

11. Undertakings:

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

12. The identity of the proposed allottee, maximum number of Share Warrants proposed to be issued and the percentage of post issue capital that may be held by the proposed allottee:

The details of the proposed allottees are:

Name of the Proposed Allottee	Category	Pre- issue Shareholding		Proposed Allotment	Post issue Shareholding*	
		Pre-issue holding	% of total Capital		Post-issue holding	% of total Capital
Matnic Finvest LLP	Promoter	3,48,12,320	35.74%	45,00,000	3,93,12,320	38.20%
Karanjit Singh	Non-Promoter	96,000	0.10%	7,00,000	7,96,000	0.77%
Srinivas Potluri	Non-Promoter	3,33,332	0.34%	3,00,000	6,33,332	0.62%

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

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

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

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

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

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

Not Applicable.

16. Certificate from Practicing Company Secretary:

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

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

17. Lock-in period:

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

18. Other Disclosures:

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

19. Pre and Post Shareholding of the Issuer:

Particulars	Pre issue Shareholding		Post Issue Shareholding	
	Number of Shares held as on	% of Share holding	Number of Shares held as on	% of Share holding
A. Promoters Holding				
1. Indian – Individual / HUF				
Chintam Krishna	11,42,286	1.17	11,42,286	1.11
Sreevidya Chintam	9,02,776	0.93	9,02,776	0.88
Mohan Reddy Chintam	0	0	0	0
Lakshmi Chintam	20,770	0.02	20,770	0.02
Total (A1)	20,65,832	2.12	20,65,832	2.01
2. Bodies Corporate				
Matnic Finvest LLP	3,48,12,320	35.73	3,93,12,320	38.20
Kellton Wealth Management LLP	28,87,558	2.96	28,87,558	2.81
Total (A2)	3,76,99,878	38.70	4,21,99,878	41.01
Foreign (A3)	0	0	0	0
Sub-Total (A=A1+A2+A3)	3,97,65,710	40.82	4,42,65,710	43.01
B. Non-Promoters Holding				
1. Institutional	0	0	0	0
Mutual Funds	0	0	0	0
Venture Capital Funds	0	0	0	0
Alternate Investment Funds	1,000	0.00	1,000	0.00
Foreign Venture Capital Investors	0	0	0	0
Foreign Portfolio Investors	13,95,436	1.43	13,95,436	1.36
Financial Institutions/Banks	0	0	0	0
Any Other	300	0.00	300	0.01
Total B1	13,96,736	1.43	13,96,736	1.36
2. Non-Institutions				
Director and their relatives				
Mr. Karan Jit Singh	96,000	0.10	7,96,000	0.77
Mr. Brijmohan Venkata Mandala	2,00,000	0.21	2,00,000	0.19
Mr. Srinivas Potluri	3,33,332	0.34	6,33,332	0.62
KMP	220	0.00	220	0.00
Individuals-				
Individual shareholders holding nominal share capital up to Rs. 2 lakhs	4,48,93,811	46.09	4,48,93,811	43.62
Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs	44,98,021	4.62	44,98,021	4.37
Non-Resident Indians (NRIs)	21,15,185	2.17	21,15,185	2.06
Body Corporate	23,54,969	2.42	23,54,969	2.29
Any Other	17,56,619	1.82	17,56,619	1.71
Total B2	5,62,48,157	57.74	5,72,48,157	55.63
Sub-total (B=B1+B2)	5,76,44,893	59.18	5,76,44,893	56.99
GRAND TOTAL	9,74,10,603	100	10,29,10,603	100

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

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

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

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

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

In light of above, you are requested to accord your approval to the Special Resolution as set out at Item No. 02 of the accompanying Notice.

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

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

**Date: January 15, 2025
Place: Hyderabad**

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

ANNEXURE-A

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THIS EOGM
[Pursuant to Reg 36(3) of SEBI Listing Regulations and Secretarial Standard- 2 on General Meetings]**

Name of the Director	Abhaya Shankar
Date of Birth	26/03/1956
Date of first appointment on the Board	December 27, 2024
Qualification	Post Graduate
Directorship in other Companies.	Attached as an enclosure
Number of Shares held in the Company including shareholding as a beneficial owner	Nil
Disclosure of Inter-se relationship between Directors and KMP's	Mr. Abhaya Shankar is not related inter-se to any Director of the Company.
Membership of Committees in other Companies.	Attached as an enclosure
Chairmanships of Committees in other Companies.	Attached as an enclosure
Details of Remuneration sought to be paid and the remuneration last drawn by such person	As may be decided by the Board of Directors of the Company
Number of Board meetings attended during the year (FY 2024-25)	January 08, 2024
Listed Entity from which director has resigned in the past 3yrs	Attached as an enclosure

*** Memberships/ Chairmanships of Audit/ Stakeholder Committee(s) is only considered (Refer Regulation 26(1) of Listing Regulations)**

BRIEF PROFILE OF MR. ABHAYA SHANKAR

Linked In: www.linkedin.com/in/abhaya-shankar-ba932010

- Start-up Advisor & Mentor
- Independent & Non Independent Director on Boards
- Management Consultant & Executive Coach for Promoters/CXO's

Qualifications:

- MBA from IIM-Calcutta (1981);
- B.Tech. (Mechanical Eng.) from IIT-Kanpur (1979);
- Certified Marshall Goldsmith Executive Leadership Coach
- Registered Independent Director

Experience:

- 40 Years of experience, 22 as CEO/MD, successful track record
- Served several Boards of Directors, in India and Japan
- Served as CEO/Managing Director/Country Head for last 22 years

Recent:

- CEO and Whole-time Director at UCAL LTD. (an automotive component company)
- Currently Non-Executive Director at UCAL and
- Independent Director at Aparna Enterprises Ltd., Sri Havisha Hospitality and Infrastructure Ltd. and SmartBike Mobility Pvt. Ltd.
- CEO of and Aerospace, Defence, Nuclear Power Plants
- Group Advisory (Strategy, Governance, Mentoring Start Ups and New Businesses) in education management,
- Ed-Tech and school supplies business group

Previously:

- Headed companies as CEO/Managing Director for over 18 years, (a US based Automotive Component Fortune 500 Co. and a CK Birla Group), in Industries such as Automotive Components and Green Building Materials, Advanced Polymers (Pipes & Fittings).
- Coached Top Leaders and provides Management Consulting in Strategy and Execution, Business Transformation/Professionalisation, Performance Improvement, Marketing & Sales, Branding, Supply Chain, HR/OD, Cost Compression.
- Expertise in leading multi-location manufacturing, multi-product, complex Pan-India organisations.
- As Managing Director at HIL Ltd., a listed company with revenues in range of USD 200mn; in six and a half years, more than doubled revenues, quadrupled profits. Grew Market Share, set up new plants, became Industry Leader.
- Managing Director/CEO (10 years) with Tenneco Automotive, a Fortune 500 USA based automotive component firm, delivered aggressive growth, acquired significant Market share, acquired a company through BIFR, and set up new plants. Handled business development with automotive giants, both Indian as well as global.

Awards & Recognitions:

- Received prestigious Gold Award for Green Company from CII-IGBC from Mr. Abdul J Kalam
- Udyog Ratna from IEC
- Featured in Business India 2014

Membership and Chairmanship of Committees in other Companies:

Name of the Companies	Audit Committee	Share transfer/ stakeholder relationship Committee	Nomination and Remuneration Committee	Risk Managem- ent Committee	CSR Committ- ee
Aparna Enterprises Ltd (Independent Director) Nil- Share Holding	Chairman	-	Chairman	-	Member
Sri Havisha Hospitality and Infrastructure Ltd(Independent Director)	Chairman	Member	Member	-	-
UCAL Limited (Non- Executive, Non-Independent Director)	Member	-	-	-	-

Directorship in other Companies:

Name of the Company/ LLP	Designation	Date of appointment	Date of cessation
UCAL Limited	Non-Executive Director	13/11/2024	-
SmartBike Mobility Private Limited	Independent Director	20/02/2023	-
Aparna Enterprises Limited	Independent Director	20/11/2020	-
Sri Havisha Hospitality and Infrastructure Ltd	Independent Director	29/06/2020	-
Raygan Finvest LLP	Designated Partner	16/11/2017	-