



**KELLTON TECH SOLUTIONS LIMITED.**

To

The General Manager, Listing Department, Bombay Stock Exchange Limited, 1 <sup>st</sup> 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
<b>Scrip Code: 519602</b>	<b>Scrip Code: KELLTONTEC</b>

Dear Sir/Ma'am,

**SUBJECT: SUBMISSION OF NOTICE OF THE 29TH ANNUAL GENERAL MEETING OF KELLTON TECH SOLUTIONS LIMITED ("THE COMPANY") ALONGWITH THE ANNUAL REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023**

Pursuant to Regulations 30 and 34(1)(a) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), we hereby enclose the Notice of the 29th Annual General Meeting (the "AGM") of Kellton Tech Solutions Limited (the "Company") to be held on Saturday, September 30, 2023 at 10.00 A.M. (IST) through Video Conferencing or Other Audio Visual Means along with the Annual Report of the Company for the Financial Year ended March 31, 2023.

The Company has engaged the services of CDSL to provide remote e-Voting facility and e-Voting facility during the AGM. The remote e-Voting period will commence on Wednesday, September 27, 2023 (9:00 A.M. IST) and will end on Friday, September 29, 2023 (5:00 P.M. IST). During this period, the Members of the Company, holding shares either in physical or dematerialized mode, as on the cut-off date, i.e. Saturday, September 23, 2023, may cast their votes. The remote e-Voting module shall be disabled by CDSL for voting thereafter.

The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Saturday, September 23, 2023, being the cut-off date, are entitled to vote on the Resolutions set forth in the said Notice.

The said Notice which forms part of the Annual Report for the Financial Year ended March 31, 2023 is being sent only through e-mail to the shareholders of the Company at their registered e-mail addresses and the same has also been uploaded on the website of the Company under the web-link <https://www.kellton.com/annual-general-meeting>.

We request you to take the above information on record.

**Thanking You,  
Yours faithfully,  
For Kellton Tech Solutions Limited**

**Rahul Jain  
Company Secretary and Compliance Officer  
Date: September 08, 2023  
Place-Hyderabad**



## CORPORATE INFORMATION

### BOARD OF DIRECTORS

1.	Mr. Niranjana Chintam	Chairman & Whole-Time Director
2.	Mr. Krishna Chintam	Managing Director
3.	Mr. Karanjit Singh	Whole-Time Director
4.	Mr. Srinivasa Potluri	Non-Executive Director
5.	Mr. Brijmohan Venkata Mandala	Independent, Non-Executive Director
6.	Mr. Srinivasa Vijay Kumar Appana	Independent, Non-Executive Director
7.	Mr. P V V Srinivasa Rao	Independent, Non-Executive Director
8.	Ms. Geeta Goti	Independent, Non-Executive Director

### KEY MANAGERIAL PERSONNEL

1.	Mr. Niranjana Chintam	Whole-Time Director & Chief Financial Officer
2.	Mr. Krishna Chintam	Managing Director & Chief Executive Officer
3.	Mr. Karanjit Singh	Whole-Time Director
4.	Mr. Rahul Jain	Company Secretary

### COMMITTEES OF THE BOARD

#### **Audit Committee**

<b>Name</b>	<b>Category of Director</b>	<b>Designation</b>
Mr. Brijmohan Venkata Mandala	Non-Executive Independent Director	Chairman
Mr. Srinivasa Vijay Kumar Appana	Non-Executive Independent Director	Member
Mr. Niranjana Chintam	Executive Director	Member

#### **Nomination & Remuneration Committee**

<b>Name</b>	<b>Category of Director</b>	<b>Designation</b>
Mr. Srinivasa Vijay Kumar Appana	Non-Executive Independent Director	Chairman
Mr. Brijmohan Venkata Mandala	Non-Executive Independent Director	Member
Mr. P V V Srinivasa Rao	Non-Executive Independent, Director	Member
Mr. Niranjana Chintam	Executive Director	Member

#### **Stakeholders Relationship Committee**

<b>Name</b>	<b>Category of Director</b>	<b>Designation</b>
Mr. Brijmohan Venkata Mandala	Non-Executive Independent Director	Chairman
Mr. Srinivasa Vijay Kumar Appana	Non-Executive Independent Director	Member
Mr. Krishna Chintam	Executive Director	Member



## **Corporate Social Responsibility Committee**

<b>Name</b>	<b>Category of Director</b>	<b>Designation</b>
Mr. Srinivasa Vijay Kumar Appana	Non-Executive Independent Director	Chairman
Mr. Brijmohan Venkata Mandala	Non-Executive Independent Director	Member
Mr. Krishna Chintam	Executive Director	Member

## **Securities Issuance Committee**

<b>Name</b>	<b>Category of Director</b>	<b>Designation</b>
Mr. Niranjan Chintam	Executive Director	Chairman
Mr. Krishna Chintam	Executive Director	Member
Mr. Brijmohan Venkata Mandala	Non-Executive Independent Director	Member

## **Risk Management Committee**

<b>Name</b>	<b>Category of Director</b>	<b>Designation</b>
Mr. Srinivasa Vijay Kumar Appana	Non-Executive Independent Director	Chairman
Mr. Brijmohan Venkata Mandala	Non-Executive Independent Director	Member
Mr. Niranjan Chintam	Executive Director	Member

**CORPORATE IDENTITY NUMBER : L72200TG1993PLC016819**

## **CORPORATE OFFICE & REGISTERED OFFICE**

Plot No. 1367, Road No. 45,  
Jubilee Hills, Hyderabad  
Telangana – 500 033  
Tel No - 040-44333000  
Email id: [compliance@kelltontech.com](mailto:compliance@kelltontech.com)  
Website: [www.kelltontech.com](http://www.kelltontech.com)

## **STATUTORY AUDITORS**

Anant Rao & Malik  
Chartered Accountants,  
B-409/410, Kushal Towers, Khairatabad,  
Hyd-500004, Telangana  
Email Id: [armcas@gmail.com](mailto:armcas@gmail.com)

## **INTERNAL AUDITOR**

CA Ravindhar Reddy  
Chartered Accountant  
[ravindhar.nagireddy@kellton.com](mailto:ravindhar.nagireddy@kellton.com)

## **SECRETARIAL AUDITOR**

Mr. NVSS Suryanarayana Rao  
Company Secretary

**SHARE TRANSFER AGENTS & DEMAT REGISTRARS**

M/s XL Softech System Limited  
3, Sagar Society, Road No. 2,  
Banjara Hills, Hyderabad – 500 034, Telangana  
e-mail ID: mail@xlsoftech.com  
Phone: 040-23545913

**WEBSITE**

<https://www.kellton.com>

**BANKERS**

Bandhan Bank, Madhapur, Hyderabad - 500081

IndusInd Bank, Sardar Patel Rd, Begumpet,  
Secunderabad, Telangana 500003

**COMPLIANCE OFFICER**

Mr. Rahul Jain  
Company Secretary  
Email id: rahul.jain1@kellton.com

**Stock Exchanges Where Company's Securities Are Listed**

The BSE Limited  
The National Stock Exchange of India Ltd.



## NOTICE OF 29<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT THE 29TH ANNUAL GENERAL MEETING OF THE MEMBERS OF KELLTON TECH SOLUTIONS LIMITED ("THE COMPANY") WILL BE HELD ON SATURDAY, SEPTEMBER 30, 2023 AT 10:00 A.M IST THROUGH VIDEO CONFERENCING (VC) / OTHER AUDIO VISUAL MEANS (OAVM) TO TRANSACT THE FOLLOWING BUSINESS:**

### **ORDINARY BUSINESS**

**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, 2023.**

**"RESOLVED THAT** the audited standalone financial statements of the Company for the Financial Year ended March 31, 2023 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 Report of the Board of Directors and the Auditors thereon for the financial year ended March 31, 2023.**

**"RESOLVED THAT** the audited consolidated financial statements of the Company for the Financial Year ended March 31, 2023 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.**

**"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."



## SPECIAL BUSINESS:

### **4. To appoint Mr. Satya Prasad (DIN: 08082530), as an Independent Director of the Company,**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013, together with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Regulations 17(1C), 25(2A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and Articles of Association of the Company, and approval and recommendation of the Nomination and Remuneration Committee, consent of Shareholders of the Company be and is hereby accorded to appoint , Mr. Satya Prasad (DIN: 08082530), appointed as an Independent Director of the company, for a term of five consecutive years effective from September 30, 2023 till September 29, 2028, not be liable to retire by rotation;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution.”

### **5. To re-appoint Mr. Krishna Chintam (DIN-01658145) as Managing Director and Chief Executive Officer on the Board of the Company.**

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

**“RESOLVED THAT** pursuant to Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the relevant Rules made thereunder including any modification or re-enactment thereof, if any, the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, if any and the Articles of Association of the Company, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, approval of shareholders of the company be and is hereby accorded for re-appointment of Mr. Krishna Chintam (DIN: 01658145) as the Managing Director & Chief Executive Officer (“MD & CEO”) and Key Managerial Personnel of the Company for a term of 5 (Five) years i.e. from April 09, 2024 to April 08, 2029, in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, proposing his candidature for the office of a Director, office of whom is not liable to retire by rotation, on such terms and conditions as specified in the Explanatory Statement pursuant to Section 102(1) of the Act;

**RESOLVED FURTHER THAT** Mr. Krishna Chintam, in the Capacity of MD & CEO, be eligible for the Remuneration as agreed by Mr. Krishna Chintam and the Board of Director (as detailed out in the Explanatory Statement) and with an annual increment as may be approved by the Nomination & Remuneration Committee (“N&RC”) of the Board/ Board of Directors, subject to a maximum of 15% (Fifteen Percent) every year, during the tenure of his term of 5(five) years;



**RESOLVED FURTHER THAT** in his capacity as MD & CEO, Mr. Krishna Chintam is entitled to exercise all powers as are exercisable by the MD & CEO of the Company as permissible under the provisions of the Act, and any other statutes in order to manage the affairs of the Company

**RESOLVED FURTHER THAT** any one of the Director(s) be and are hereby severally authorized to sign and execute the appointment letter/ MD & CEO contract (and any other agreement relating to compensation and benefits) between the Company and Mr. Krishna Chintam inter-alia containing terms and conditions of appointment;

**RESOLVED FURTHER THAT** the Board of Director(s) of the Company be and are hereby further authorised to do all such act(s), deed(s), matter(s) and thing(s) and to execute any agreement(s), document(s), instrument(s) and writing(s) as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said appointment as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any Director(s) and/ or officer(s) of the Company to give effect to this resolution.”

**6. To re-appoint Mr. Karanjit Singh (DIN- 06898258) as Whole Time Director on the Board of the Company.**

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

**“RESOLVED THAT** pursuant to Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the relevant Rules made thereunder including any modification or re-enactment thereof, if any, the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, if any and the Articles of Association of the Company, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, approval of shareholders be and is hereby accorded for re-appointment of Mr. Karanjit Singh (DIN-06898258) be and is hereby re-appointed as the Whole time Director of the Company for a term of 5 (Five) years i.e. from March 30, 2024 to March 29, 2029, in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, proposing his candidature for the office of a Director, office of whom is not liable to retire by rotation, on such terms and conditions as specified in the Explanatory Statement pursuant to Section 102(1) of the Act;

**RESOLVED FURTHER THAT** Mr. Karanjit Singh, in the Capacity of Whole Time Director, be eligible for the Remuneration as agreed by Mr. Karanjit Singh and the Board of Director (as detailed out in the Explanatory Statement) and with an annual increment as may be approved by the Nomination & Remuneration Committee (“NRC”) of the Board/ Board of Directors, during the tenure of his term of 5 (Five) years;

**RESOLVED FURTHER THAT** any one of the Director(s) be and are hereby severally authorized to sign and execute the appointment letter and contract between the Company and Mr. Singh inter-alia containing terms and conditions of appointment;



**RESOLVED FURTHER THAT** the Board of Director(s) of the Company be and are hereby further authorised to do all such act(s), deed(s), matter(s) and thing(s) and to execute any agreement(s), document(s), instrument(s) and writing(s) as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said appointment as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any Director(s) and/ or officer(s) of the Company to give effect to this resolution.”

## **7. Increase the Overall Maximum Limit of Managerial Remuneration**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including rules, notifications, any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) read with Schedule V of the said Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification(s) thereof or supplement(s) thereto) (“Listing Regulations”), the Articles of Association of the Company and subject to such other approvals as may be necessary and based on the recommendation of Audit Committee, Nomination and Remuneration Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded to increase the overall maximum managerial remuneration payable beyond specified limits as prescribed in Section 197 read with Schedule V of the Companies Act, 2013 in respect of any financial years, from 11% (eleven percent) to 16% (sixteen percent) to the Directors (including Managing Director and Whole-time Director and Manager) of the Company and that the aggregate remuneration payable to all the Managing Directors (including Whole-time Director and Manager, if any) upto 15% of the net profits of the Company, computed in the manner laid down in Section 198 of the Companies Act, 2013, as set forth in detail in the explanatory statement annexed to the notice, effective from April 1, 2023.

**RESOLVED FURTHER THAT** if in any financial year, the Company has no profits, or its profits are inadequate, the remuneration including salary, perquisites and other allowances, as set forth in detail in the explanatory statement annexed to the notice, shall be paid as minimum remuneration without any further reference to the Shareholders of the Company in the General Meeting.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”





## **8. To Seek approval under Section 180(1)(c) of the Companies Act, 2013 Inter alia for borrowings upto the revised limit of Rs. 250 Crores (Rupees Two Hundred Fifty Crores Only).**

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

**“RESOLVED THAT** in supersession of earlier resolutions passed in this regard and subject to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modification(s) or re-enactment(s) thereof, the consent of members of the Company be and is hereby accorded to borrow money, as and when required, from, including without limitation, any Bank and / or other Financial Institution and / or foreign lender and / or any-body corporate/ entity / entities and / or authority / authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board of Directors for an aggregate amount not exceeding a sum of Rs. 250 crores (Rs. Two Hundred Fifty Crores Only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves but shall not exceed the limit prescribed hereunder;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and /or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things including deciding on the manner of payment of commission and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions, etc. as may be necessary or desirable in connection with or incidental to give effect to the aforesaid resolution.”

## **9. To Seek approval under Section 180(1)(a) of the Companies Act, 2013 Inter alia for Creation of mortgage or charge on the assets, properties or undertakings of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Memorandum and Articles of Association of the Company and in supersession of earlier resolutions passed by the members of the Company in this regard, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, for the purpose of due payment of the principal and/or together with interest, charges, costs, expenses and all other monies



payable by the Company in respect of such borrowings and in such form, manner and with such ranking and on such terms & conditions, as the Board may deem fit, in favour of the Lenders / Security Trustee, provided that the aggregate indebtedness secured by the assets/properties of the Company shall not at any time exceed the aggregate limit of Rs. 250 Crores (Rupees Two Hundred Fifty Crores Only);

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and /or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things including deciding on the manner of payment of commission and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions, etc. as may be necessary or desirable in connection with or incidental to give Effect to the aforesaid resolution.

By the order of the Board

**For Kellton Tech Solutions Limited**

**Sd/-**

**Krishna Chintam**

Managing Director

DIN: 01658145

**Place:** Hyderabad

**Date:** 05.09.2023



## NOTES :

1. The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in the Notice is annexed hereto. The Board of Directors of the Company considered and decided to Item No. 6 as Special Business in the forthcoming Annual General Meeting (AGM) as this is unavoidable in nature.
2. Pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 2/2022 and 10/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, May 5, 2022 and December 28, 2022, respectively, issued by the Ministry of Corporate Affairs ('MCA') and Securities and Exchange Board of India ('SEBI') Circular Nos. SEBI/HO/CFD/CMD1/ CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2022/62 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated May 12, 2020, May 13, 2022 and January 5, 2023, respectively (collectively referred to as 'Circulars'), companies are permitted to hold the AGM through VC/ OAVM, without the physical presence of the members at a common venue. Accordingly, the 29th AGM of the Company will be held through VC/ OAVM in compliance with the provisions of the Act and Rules made thereunder, the SEBI Listing Regulations read with the aforesaid Circulars. the 29th AGM of the Company is being conducted through VC/OAVM on Saturday, September 30, 2023 at 10.00AM (IST). The deemed venue for the 29th AGM shall be the Registered Office of the Company.
3. Pursuant to the provisions of the act, a member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars and the SEBI circular, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of the AGM venue are not annexed to this notice.
4. 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 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](mailto:compliance@kelltontech.com)
5. 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.



- 6.** 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.
- 7.** In line with the Ministry of Corporate Affairs (MCA) Circulars and SEBI Circulars, the Notice calling the AGM has been uploaded on the website of the Company <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 CDSL (agency for providing the Remote e-Voting facility) i.e. <https://www.evotingindia.com/>
- 8.** 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 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.
- 9.** 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 Central Depository Services Limited (CDSL) 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 CDSL.
- 10.** 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.
- 11.** 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.
- 12.** The Register of Members and Share Transfer Books of the Company will remain closed from, Sunday September 24, 2023 to Saturday September 30, 2023 (both days inclusive) for the purpose of the Meeting.
- 13.** 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



**14.** To support the "Green Initiative", Members who have not registered their e-mail addresses are requested to register the same with M/s. XL Softech System Ltd/DP for receiving Annual Reports and other communications electronically from the Company in the future.

**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](mailto:xlfield@gmail.com).

**16.** 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](mailto:compliance@kelltontech.com) or contact the Company's RTA - M/s. XL Softech System Ltd at [xlfield@gmail.com](mailto:xlfield@gmail.com)

**17.** Members are hereby informed that SEBI vide its Circular SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021 has mandated:

- a. Furnishing of PAN, email address, mobile number, bank account details, signature and nomination by holders of physical securities.
- b. Freezing of folios in cases where PAN is not linked with Aadhaar by March 31, 2022 (or any other date as may be specified by the Central Board of Direct Taxes).
- c. Folios wherein any one of the said document(s)/detail(s) are not available on or after April 1, 2023, shall be frozen. Such shareholders shall not be eligible to lodge grievance(s) or avail service request(s) from the RTA and shall not be eligible for receipt of dividend in physical mode.
- d. After December 31, 2025, the frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002.

Further, in compliance to the SEBI Circular SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022, if the service requests are received by RTA (like Issue of duplicate securities certificate, Claim from Unclaimed Suspense Account, Renewal/ Exchange, Endorsement, Sub-division/Splitting, Consolidation of securities certificates/folios, Transmission and Transposition of securities) from those shareholders whose details, as mentioned in SEBI Circular dated November 3, 2021, are duly updated in the system, the RTA/



Company shall verify and process the service requests and issue a 'Letter of confirmation' in lieu of physical securities certificate(s), to the securities holder/claimant within 30 days of its receipt of such request after removing objections, if any, which shall be valid for a period of 120 days from the date of its issuance, within which the securities holder/ claimant shall make a request to the Depository Participant for dematerializing the said securities.

**18.** 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.

**19.** 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](mailto:compliance@kelltontech.com) The same will be replied by the Company suitably.

**20.** 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.

**21.** 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.

**22.** 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.

**23.** Process and manner of Voting through Electronic Means.

- 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 CENTRAL DEPOSITORY SERVICES LIMITED ('CDSL') 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 CDSL.
- Instructions for remote e-voting (including process and manner of e-voting) are given herein below.
- 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 CDSL's website <http://www.evotingindia.com> or the Company's website [www.kellton.com](http://www.kellton.com)

- 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.
- 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.
- Members holding shares in physical form or dematerialized form as on Friday September 23, 2023 ('Cut- Off Date') shall be eligible to cast their vote by remote e-voting.
- The remote e-voting period commences on Wednesday September 27, 2023 at 09.00 a.m. and ends on Friday September 29, 2023 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 CDSL for voting after 5:00 p.m. (IST) on Friday September 29, 2023

**24.** 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, 2023 may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or [xlfield@gmail.com](mailto:xlfield@gmail.com) ' However, if you are already registered with CDSL 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 '<https://www.evotingindia.com/>' or contact CDSL at the following Toll Free No.: 1800-222-990 or e-mail at '[helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

**25.** 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

**26.** The Board of Directors has appointed Mr. NVSS Suryanarayana Rao the Practicing Company Secretaries, as Scrutinizer to scrutinize the remote e-voting process as well as voting at the Meeting in a fair and transparent manner.

**27.** 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 48 hours of conclusion of the 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.



28. The results declared along with Scrutinizer's Report, will be placed on the Company's website 'www.kellton.com' and the website of CDSL ' <https://www.evotingindia.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 INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

**(i) The remote e-voting period begins on Wednesday September 27, 2023 at 09:00 A.M. and ends on Friday September 30, 2023 05:00 P.M. The remote e-voting module shall be disabled by CDSL 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. Saturday September 23, 2023, 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 Saturday September 23, 2023**

**(ii)** Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

**(iii)** Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.





Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in Demat mode with CDSL Depository</b>	<ol style="list-style-type: none"> <li>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 to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>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 &amp; 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>



<p><b>Individual Shareholders holding securities in demat mode with NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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. 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
<p><b>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</b></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. 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 Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; 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. CDSL and NSDL**

Login type	Helpdesk details
<p><b>Individual Shareholders holding securities in Demat mode with CDSL</b></p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33</p>
<p><b>Individual Shareholders holding securities in Demat mode with NSDL</b></p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>



Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode

**(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li></ul>

**(vi)** After entering these details appropriately, click on "SUBMIT" tab.

**(vii)** Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

**(viii)** For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

**(ix)** Click on the EVSN for the Kellton Tech Solution Limited which is 230907056



**(x)** On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

**(xi)** Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

**(xii)** After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

**(xiii)** Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

**(xiv)** You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

**(xv)** If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

**(xvi)** There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

**(xvii)** Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [Compliance@kellton.com](mailto:Compliance@kellton.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.



## **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN(230907056) of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at Compliance@kelltontech.com . These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/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 available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

## **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)



- 3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

**All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.**



## 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 4**

The Board, based on the recommendation of the Nomination and Remuneration Committee has recommended appointment of Mr. Satya Prasad (DIN: 08082530) as an Independent Director for a term of 5 (five) years on the Board of the Company i.e., from this 29th AGM up to the conclusion of 34th Annual General Meeting of the Company which is to be held in 2028.

The Company has received from him all statutory disclosures / declarations including, (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules"), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act. The Board, based on the recommendation of the Nomination and Remuneration Committee, considers that, given the background and experience, of Mr. Satya Prasad (DIN: 08082530) would be beneficial to the Company, and it is desirable to avail his services as an Independent Director.

In terms of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any of the Companies Act, 2013 and rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is proposed that Mr. Satya Prasad (DIN: 08082530) be appointing as an Independent Directors for a term of 5(Five) consecutive years from this 29th AGM up to the conclusion of 34th Annual General Meeting of the Company to be held in 2028.

The Board considers that his association would be of immense benefit to the Company, and it is desirable to avail his services. Accordingly, the Board recommends the passing of resolution set out in **Item no. 4 as a Special Resolution.**

Brief Details, as required pursuant to the Regulation 36(3) of the Listing Regulations and Secretarial Standards-2 issued by ICSI, is attached as **Annexure-1** to this notice

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolutions.

### **Item No 5**

The Board of Directors of the Company at its meeting held on September 05, 2023 on the recommendation of the Nomination & Remuneration Committee and subject to the approval of the Members of the Company have accorded its approval for the re-appointment of Mr. Krishna Chintam (DIN-



01658145) as the Chief Executive Officer and Managing Director of the Company for a period of 5 (five) years with effect from April 09, 2024 and the payment of remuneration to him. Considering the critical role played by Mr. Krishna Chintam (DIN-01658145) in steering the Company and the responsibility shouldered by him, the Nomination & Remuneration Committee has recommended that he be continued as the Chief Executive Officer and Managing Director.

he shall be eligible for such other benefits/ allowances provided to the Senior Executives of the Company as per the Rules of the Company from time to time and also for reimbursement of actual expenses incurred towards utilization of gas, electricity, water, furnishing and repairs, subject however to the condition that the overall remuneration paid is within the overall ceiling of remuneration stipulated in Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The terms and conditions set out for re-appointment of Mr. Krishna Chintam (DIN-01658145), Chief Executive Officer and Managing Director and payment of remuneration to him as specified herein may be altered and varied from time to time by the Board of Directors ("the Board" which term shall be deemed to include the Nomination & Remuneration Committee constituted by the Board of the Company), as it may, at its discretion deem fit. The Board is also entitled to revise the salary, perquisites and allowances payable to the said Executive Director of the Company at any time, such that the overall yearly remuneration payable to the Executive Director shall not exceed the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof for the time being force) or any amendment made thereto.

## **Item no 6**

Mr. Karanjit was appointed as Whole Time Director with the approval of the Shareholder with effect from w.e.f. March 30, 2021 for period of 3 years ending on March 29, 2024. Considering the Provision of the Companies act the reappointment of the any Whole-time director can be done one year before completion of the term.

Accordingly, the Board at its meeting held on September 05, 2023 and upon the recommendation of the Nomination and Remuneration Committee has re-appointed Mr. Karanjit Singh (DIN- 06898258) as the Wholetime Director of the Company for a further term of 5(five) years effective from March 30, 2024. Based on the efforts put in by him during his tenure as the Whole-time Director of the Company and considering his experience and past performance, the Committee and Board felt the need for continuity of the services of Mr. Karanjit Singh (DIN- 06898258) is important and would be beneficial to the company and hence his re-appointment was desirable in the best interest of the Company. The Board recommends the re-appointment of Mr. Karanjit Singh (DIN- 06898258) to the members of the Company. The Details of the Director seeking re-appointment is enclosed in **Annexure – 1**





Except Mr. Karanjit Singh (DIN- 06898258) and his relatives, None of the Directors and Key Managerial Personnel of the Company and their respective relatives, are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No.6 of the Notice.

## Item no 7

Pursuant to Section 197 of the Companies Act, 2013 (the Act), the total managerial remuneration payable by a public company, to its Directors, including Managing Director and Whole-time Director, and its Manager in respect of any financial year, shall not exceed 11% of net profits of that Company for that financial year computed as per provisions of Section 198 of the Act, as detailed hereunder

### A) To Managing Director / Whole-time Director / Manager

Condition	Maximum Remuneration in any financial year
Company with one Managing Director (MD) or Whole-time Director (WTD) or Manager	shall not exceed 5 % of the net profits of the company
with more than one MD or WTD or Manager	shall not exceed 10% of the net profits of the company

### B) shall not exceed 10% of the net profits of the company

Condition	Maximum Remuneration in any financial year
Company with one Managing Director (MD) or Whole-time Director (WTD) or Manager	shall not exceed 1 % of the net profits of the company
with more than one MD or WTD or Manager	shall not exceed 3% of the net profits of the company

As per the Companies (Amendment) Act, 2017, w.e.f. September 12, 2018, the Companies may pay remuneration exceeding the aforesaid limit of 11%, subject to the provisions of Schedule V to the Act, as well as other above limits, with the approval of the members of the Company in general meeting by way of Special Resolution

Over the course of time, the Company has consistently disbursed Managerial Remuneration to its Executive Directors, within the limits prescribed by the Companies Act, 2013. Additionally, there has been no increase in the same, aimed at fortifying the Company's financial stability. Nevertheless, due to the write-off of goodwill recorded on the Company's Balance Sheet during the recent financial year, there has been a minor impact on profits. Given this circumstance, the remuneration that had previously been sanctioned now necessitates the approval of the Company's Shareholders through the Special Resolutions.

In order to structure the remuneration of Executive Directors (including Whole-time Director and Manager, if any), providing for fixed component of the remuneration and performance based commission, it's considered expedient to increase the overall percentage of the remuneration payable to all the Managing Directors (including Whole-time Director and Manager, if any), of the Company, over and above the overall maximum limit as specified under statute, to 15% from existing 10% of the net profits of the Company, with effect from Financial Year 2022-23.



Accordingly, the overall maximum managerial remuneration payable beyond specified limits as prescribed in Section 197 read with Schedule V of the Companies Act, 2013 in respect of any financial years will be increased from 11% (eleven percent) to 16% (sixteen percent) to the Directors (including Managing Director and Whole-time Director and Manager) of the Company and that the aggregate remuneration payable to all the Managing Directors (including Whole-time Director and Manager, if any) upto 15% of the net profits of the Company

## **Item No 8&9**

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a company cannot, except with the consent of the Members of the company in a general meeting, borrow monies, apart from temporary loans obtained from the company's bankers or financial institutions in the ordinary course of business, in excess of the aggregate of the paid-up capital of the Company, its free reserves, that is reserves not set apart for any specific purpose and Securities Premium. To meet the additional working capital and long term funding requirements as also to provide for the issue of any debt, debt related instruments in the Indian market, it is necessary to increase the present borrowing limit of the Company. The approval of the Members is, therefore, being sought by way of a special resolution, pursuant to Section 180(1)(c) of the Companies Act, 2013, to increase the limit for outstanding borrowings from Rs. Two hundred Fifty crore to an amount of Rs. 250 crore.

The said borrowings may be secured by way of charge / mortgage / hypothecation on the Company's assets in favour of financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusts, other bodies corporate, etc. As the documents to be executed between the Security holders / Trustees for the holders of the said Securities and the Company may contain the power to take over the management of the Company in certain events, it is necessary for the Company to pass a special resolution under Section 180(1)(a) of the Companies Act, 2013, consenting to the creation of the said mortgage or charge or hypothecation for outstanding amount not exceeding Rs. 250 crore.

The Directors recommend the Special Resolutions at Item Nos. 8 and 9 of the accompanying Notice for approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives, are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 and 9 of the Notice.



### ADDITIONAL INFORMATION

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

Particulars	Mr. Srinivas Potluri	Mr. Satya Prasad	Mr. Krishna Chintam	Mr. Karanjit Singh
Date of Birth	September 10, 1965	June 08, 1966	February 01, 1969	December 17, 1968
Date of first appointment on the Board.	December 31, 2009	September 05, 2023	December 23, 2008	March 30, 2015
Qualification	Graduated MBA from Northwestern University Kellogg School of Management.	B.Tech (Electronics and communications) from Nagarjuna University A.P	Graduated from Andhra University with a with a Bachelor's in Electrical and Electronics Engineering. He Holds a Master's Degree in Electrical Engineering from Virginia Tech, Virginia, US. He pursued MBA from Kellogg School of Business, Northwestern University, Chicago.	Graduated from prestigious National Institution of Industrial Engineering, Mumbai, India with a Master's degree in Industrial Engineering. Holds a Bachelor's degree in Electrical and Electronic Engineering.
Directorship in other Companies.	0	0	0	0
Number of Shares held in the Company	3, 33,332	Nil	11,42,286	3,73,490
Disclosure of Inter-se relationship between Directors and KMP's	-	-	Brother of chairman Mr. Niranjan Chintam	-
*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.	-	-	30,00,000	54,92,772
Number of Board meetings attended during the year (FY 2022-23).	8	-	8	8
Listed Entity from which director has resigned in the past 3yrs.	-	-	-	-

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

## BRIEF PROFILE OF DIRECTORS

### **Brief Profile of Mr. Srinivas Potluri**

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.

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.

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.

### **Brief Profile of Mr. Satya Prasad**

A business-focused Information & Communication Technology Professional with rich experience at the CXO level, Handling Strategic planning, implementation, and Techno Commercial operation of Technology organizations.



Has got more than 34 Years of Experience in Electronics, Communications, and IT/ITES, out of which about 24 years in Customer experience management Technologies.

Has led many new rollouts & Expansions of large infrastructure projects for ITeS, Telecom, and BPM Centres Highly experienced in IT AOP, Project Management of New Services, products, Process migrations Strategy Planning, IT Mergers & Acquisitions – In-house/ Outsourcing as well as Operations & Maintenance of IT & Technology operations, which includes Implementation of Policies & Procedures.

## **Brief Profile of Mr. Krishna Chintam**

Krishna has been responsible for the company's leadership, operations management, and strategy since its inception. He brings over 25 years of global experience and insight, enabling our customers to gain a competitive edge by executing digital transformation initiatives, like no other. Under his leadership, Kellton transitioned from a niche technology service company to an end-to-end preferred digital transformation partner for businesses of all sizes.

Helping scale the business from its humble beginnings to the pinnacle of success today, Krishna was one of the first to see the game-changing potential in trends such as e-wallets and pioneered the exchange of ideas in the space of gaming.

His area of expertise includes consulting and software application development. He has also led and managed global IT teams with hundreds of personnel. He works sedulously to expand Kellton's digital capabilities and global footprint to capitalize on innovation both today and in the future.

Krishna holds a Master of Science (MS) from Virginia Tech and an MBA from the Kellogg School of Management at Northwestern University, USA.

## **Brief Profile of Mr. Karanjit Singh**

Karanjit is an expert in business strategy, people, processes, growth, and expansion. A visionary leader who advocates for technologies such as AI, Digitalization, Cybersecurity, Cloud, and IoT, he has consistently driven Kellton toward becoming the leading digital transformation company it is today. Currently, his focus is on expanding Kellton's footprint in the APAC region and leading overall operations of engineering delivery centers based out of India.

His action-oriented approach combined with his deep operational knowledge is an asset to the company's growth and sustenance. He has experience in product development, engineering management, delivery, product management, pre-sales & implementation support.

# KELLTON TECH SOLUTIONS LIMITED

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He brings over 30 years of seasoned experience working with large enterprises and SMEs on both Enterprise and Consumer Internet applications. He has previously been a part of organizations such as i2 Technology, Baan Info, etc. Prior to joining Kellton, he had a very successful stint as Director of Product Development with JDA Software.

He holds a Master's degree in Industrial Engineering from the prestigious National Institute of Industrial Engineering, Mumbai, India.