

**KELLTON TECH SOLUTIONS LTD.**

To  
The Bombay Stock Exchange Limited  
25<sup>th</sup> Floor, P.J. Towers,  
Dalal Street,  
Mumbai – 400 001

Dear Sir/Madam,

**Sub:** Listing Compliances – Scrutinizer's Report – Regarding  
**Ref:** Script Code –519602

With reference to the subject matter cited, we attach the Scrutinizer's Report certifying the results on the following six resolutions passed through e-voting and voting by ballot at the 20<sup>th</sup> Annual General Meeting of the Company pursuant to Section 108 and 109 of Companies Act, 2013 read with Rule 20 and 21(2) of the Companies (Management and Administration) Rules, 2014 and Listing Agreement.

1. Ordinary Resolution for adoption of the Financial Statements of the Company for the year ended 31 March, 2014 and the reports of the Board of Directors and Auditors thereon.
2. Ordinary Resolution for re-appointing Auditors of the Company, M/s. Mahesh, Virender & Sriram to hold office for a period of one year from the conclusion of this Annual General Meeting and to fix their remuneration
3. Special Resolution for alteration of Articles of Association of the Company
4. Ordinary Resolution for appointing a Director in place of Mr. Krishna Chintam (holding DIN 01658145), who retires by rotation and being eligible offers himself for re-appointment.
5. Ordinary Resolution for appointment of Mr. Rajendra Vithal Naniwadekar (holding DIN 00032107), as an Independent Director
6. Ordinary Resolution for appointment of Mr. Brijmohan Venkata Mandala (holding DIN 00295323), as an Independent Director
7. Ordinary Resolution for appointment of Mr. Srinivas Potluri (holding DIN 02128678), as an Independent Director
8. Special Resolution for Increase in Borrowing Powers of the Company
9. Special Resolution for Creation of Charge on the assets of the Company.

Kindly take the above information on records.

Thanking you,

for **KELLTON TECH SOLUTIONS LIMITED**

Authorised Signatory





**Report of Scrutinizer on E-Voting Process & Vote by Poll at 20<sup>th</sup> Annual General Meeting**

[Pursuant to section 108 and 109 of Companies Act, 2013 read with Rule 20 and 21(2) of the Companies (Management and Administration) Rules, 2014]

To  
The Chairman  
Kellton Tech Solutions Limited  
Plot No 1367, Road No- 45,  
Jubilee Hills  
Hyderabad-500033, Telangana

Sir,

**Sub: Scrutinizer's Report on E-Voting Process & Vote by Poll conducted pursuant to the provisions of Section 108 and 109 of the Companies Act, 2013 ('the Act') read with Rule 20 and 21(2) of Companies (Management and Administration) Rules, 2014 for 20<sup>th</sup> Annual General Meeting**

The Board of Directors of Kellton Tech Solutions Limited('the Company') have vide resolution passed on 25<sup>th</sup> November,2014 decided to provide to the members of the company, a facility to exercise their rights on the resolutions as set out in the notice of 20<sup>th</sup> Annual General Meeting to be held on 22<sup>nd</sup> December,2014 by way of electronic means as required under provisions of section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of Companies (Management and Administration) Rules, 2014 ('the Rules').

I, Manoj Kumar Koyalkar, of AGR Reddy & Co., Company Secretaries having Membership No. 19445 has been appointed as the Scrutinizer by the Board of Directors of the company vide resolution passed on 25<sup>th</sup> November,2014 as required section 108 of the Act, read with Rule 20 of the Rules, for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisites majority for passing of resolution as contained in the notice convening the 20<sup>th</sup> Annual General Meeting of the Company to be held on 22<sup>nd</sup> December,2014.

The management of the company is responsible to ensure the compliance with the requirements of the Act and Rules relating to voting through electronic means on the resolutions contained in a fair and transparent manner and make a Scrutinizer's Report of the Votes cast "in favor" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by the Central Depository Services Limited (CDSL) , the authorized agency to provide e-voting facilities, engaged by the company.



**AGR Reddy & Co.**  
Company Secretaries, Suite #202, Pavani Annexe,  
Banjara Hills, Road #2, Hyderabad-500 034, Tel : +91-040-26541900.  
E-mail: mail@agrlaws.com, URL: www.agrlaws.com

The notice dated 25<sup>th</sup> November, 2014 convening the 20<sup>th</sup> Annual General Meeting of the company to be held on 22<sup>nd</sup> December, 2014 along with the statement setting out the material facts under section 102 of the Act were sent to members of the company.

The member of the company holding shares on the record date of 21<sup>st</sup> November, 2014 were entitled to vote on the resolutions proposed as set out in the notice of Annual General Meeting.


In this regard, I submit my report as under:

1. The e-voting period remained open from 09:00 A.M. on Tuesday 16<sup>th</sup> December, 2014 and ends at 06:00 P.M. on Thursday, 18<sup>th</sup> December, 2014.
2. At the end of the e-voting period, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the company.
3. The details containing list of shareholders who vote for or against each of the resolutions that were put to vote were downloaded from the e-voting website of the CDSL ([www.evotingindia.com](http://www.evotingindia.com)).
4. Pursuant to clause 35B of the Listing Agreement entered by the company, the company has also provided facility of voting through the physical ballot form to those members who do not have access to the e-voting facility. The physical ballot forms received by the Company were kept in my safe guard custody. Our report includes the results of voting through the physical ballot forms in addition to votes casted through e-voting website of CDSL by the eligible shareholders.
5. We have scrutinized the votes casted through electronic means and also through physical ballot forms for the purpose of this report.
6. The particulars of all the electronic votes casted by the members through e-voting process and votes casted by the members through physical ballot forms have been recorded in a register separately maintained for the purpose.
7. The result of the voting is as per annexure attached herewith.
8. The Register, all other papers and relevant records relating to voting shall remain in our custody until the chairman considers, approves and signs the minutes of aforesaid Annual General Meeting and the same are handed over to the Director for safe custody.

**Recommendation:**

All the resolutions having secured requisites majority of votes, the respective resolutions may be considered to have been passed. The Chairman of Annual general Meeting may accordingly declare the result of voting.

Thanking You,  
for **AGR Reddy & Co.**  
**Company Secretaries**

  
**Manoj Kumar Koyalkar**  
**Membership No: 19445**  
**Certificate of Practice No: 10004**  
Place: Hyderabad  
Date: 22<sup>nd</sup> December, 2014

