Ref no.- KTSL/2026-2027/035

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	**Symbol: KELLTONTEC**

Subject: Submission of the Annual Report of the Company for FY 2025-26

Dear Sir/Madam,

In terms of Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Annual Report of the Company for FY 2025-26.

Today, the Company, through the electronic mode has initiated the process to send the Annual Report along with the Notice of the 32nd Annual General Meeting to be held on September, 30 2026 (Wednesday) at 11:00 A.M. (IST); to those Members whose names were recorded in the Register of Members or the Register of Beneficial Owners maintained by the Depositories as of Friday, August 28, 2026.

The Notice and Annual Report for FY26 have been uploaded on the website of the Company and can be accessed at the following:

Notice of the AGM	https://www.kellton.com/annual-general-meeting
Annual Report for the for FY26	https://www.kellton.com/annual-general-meeting

We request you to kindly take the above intimation on record as per the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For and on behalf of
Kellton Tech Solutions Limited

Rahul Jain

Digitally signed by Rahul Jain
Date: 2026.09.08 22:48:46 +05'30'

Rahul Jain
Company Secretary & Compliance Officer
Membership No: ACS62949
Date: September 08, 2026
Place: Hyderabad

Kellton

Infinite Possibilities With Technology

ANNUAL REPORT 2025 - 2026

Product Engineering

Data & Analytics

AI, GenAI & Agentic AI

Cloud Engineering

SAP Services

NextGen Services

Digital Experience

Kellton's Annual Report

Emphasizes our enduring commitment to generating value for all stakeholders.

Kellton

Table of Contents

TOTAL REVENUE

₹ 12,254 Mn

UP ↑11.4% YoY

EBITDA

₹ 1,439 Mn

Margin at 11.8%

NET PROFIT

₹ 917 Mn

Margin at 7.5%

EPS

₹ 1.79

Face value of shares reduced from ₹5 to ₹1 pursuant to a share split. Accordingly, EPS for FY26 and previous periods has been restated on a ₹1 face value basis for comparability.

Statement from the Chairman's Desk

NIRANJAN CHINTAM
Chairman & Whole-Time Director

Dear Shareholders,

FY2025–26 was a year of disciplined execution, strategic progress, and continued investment in Kellton's long-term future. On behalf of the Board, I extend my sincere gratitude to our shareholders, customers, partners, and employees for their continued trust and confidence. Your support has enabled us to navigate a rapidly evolving technology landscape while strengthening our business and creating enduring value.

The technology industry is undergoing one of its most significant transformations, with Artificial Intelligence moving rapidly from experimentation to enterprise-wide adoption. As organizations rethink how they operate, compete, and create value, success will depend not merely on adopting new technologies, but on applying them to deliver measurable business outcomes.

Against this backdrop, Kellton delivered another year of steady growth. Revenue for FY26 increased 11.4% year-on-year to ₹12,254 million, EBITDA reached ₹1,439 million, and profit after tax stood at ₹917 million. These results reflect the resilience of our business model, the trust of our customers, and the dedication of our global teams.

More importantly, FY26 marked another milestone in Kellton's strategic evolution. Over the past several years, we have steadily expanded our capabilities from digital transformation into cloud modernization, data intelligence, product engineering, enterprise platforms, & AI-led enterprise transformation. The investments we have made are now translating into stronger execution, deeper customer relationships, and greater relevance in a market increasingly focused on intelligent business transformation.

Our born-digital foundation remains one of Kellton's defining strengths. It enables us to respond quickly to successive technology shifts while helping customers translate emerging technologies into practical business value. This agility continues to differentiate Kellton as enterprises seek partners capable of delivering innovation with speed, scale, and measurable outcomes.

During the year, we further advanced our AI-first vision through disciplined innovation. We strengthened our AI-First Delivery Engine by embedding intelligence across the enterprise transformation lifecycle and introduced KAI, our enterprise-grade Agentic AI platform, enabling organizations to automate workflows, improve decision-making, and enhance operational efficiency at scale. We also expanded AI-led solutions across banking, financial services, travel, cybersecurity, enterprise operations, and digital platforms, helping customers accelerate their journey from AI experimentation to enterprise-wide adoption.

Our strategic acquisition of Kumori Technologies further strengthened our ServiceNow capabilities and expanded our ability to participate in the growing convergence of AI, workflow automation, and enterprise service transformation. Combined with our growing ecosystem of technology partnerships, these investments enhance our ability to deliver end-to-end transformation programs that create sustainable business value for customers.

The future will belong not to organizations that adopt technology the fastest, but to those that apply it most effectively. That belief has shaped Kellton's strategy for many years and continues to guide our investment decisions. As enterprises increasingly seek trusted partners to lead their AI transformation journeys, we believe Kellton is well positioned through its combination of digital engineering expertise, platform capabilities, AI-led innovation, and disciplined execution.

Equally important is our continued investment in people. Technology transformation is ultimately powered by talent, curiosity, and continuous learning. Throughout FY26, we continued investing in upskilling, leadership development, and AI readiness, ensuring our global workforce remains equipped to meet the evolving needs of customers and markets.

Alongside innovation, we remain committed to financial discipline and strong governance. In an environment defined by rapid technological change and evolving customer expectations, prudent capital allocation, operational excellence, and disciplined execution remain fundamental to sustainable value creation. Our A-rating for long-term facilities reflects the strength of our operating model and reinforces our commitment to building a resilient business while investing selectively in opportunities that enhance long-term shareholder value.

Looking ahead, we enter FY27 with stronger capabilities, greater strategic clarity, and confidence in the opportunities before us.

While macroeconomic and geopolitical uncertainties remain, enterprise AI adoption is entering a new phase, moving beyond pilots toward scaled implementation and measurable business impact. This transition aligns closely with Kellton's investments across AI-led delivery, digital engineering, enterprise platforms, and intelligent automation, positioning us to capture the next wave of technology-led growth.

Our priorities remain clear: delivering disciplined growth, expanding profitability, allocating capital prudently, innovating with purpose, and creating sustainable long-term value for our customers, employees, shareholders, and all stakeholders. Our confidence is grounded not in technology trends alone, but in the capabilities we have built, the relationships we have strengthened, the talent we continue to develop, and the disciplined execution that defines Kellton.

On behalf of the Board, I thank everyone who has contributed to Kellton's continued progress. Together, we have built a strong foundation for the future, and I look forward to the opportunities ahead as we continue shaping the next chapter of Kellton's growth.

Warm Regards

Niranjan Chintam

Chairman & Whole-Time Director

OUR GLOBAL PRESENCE

North America

D.C. Metro Area

11100 Wildlife Center Dr. Suite LL #150
300 Reston, VA 20190

NJ Area

185 Hudson Street, Suite 1440
Jersey City, New Jersey 07311

Dallas Area

5600 Tennyson Pkwy, Suite#245
Plano. TX 75024

Europe

Ireland

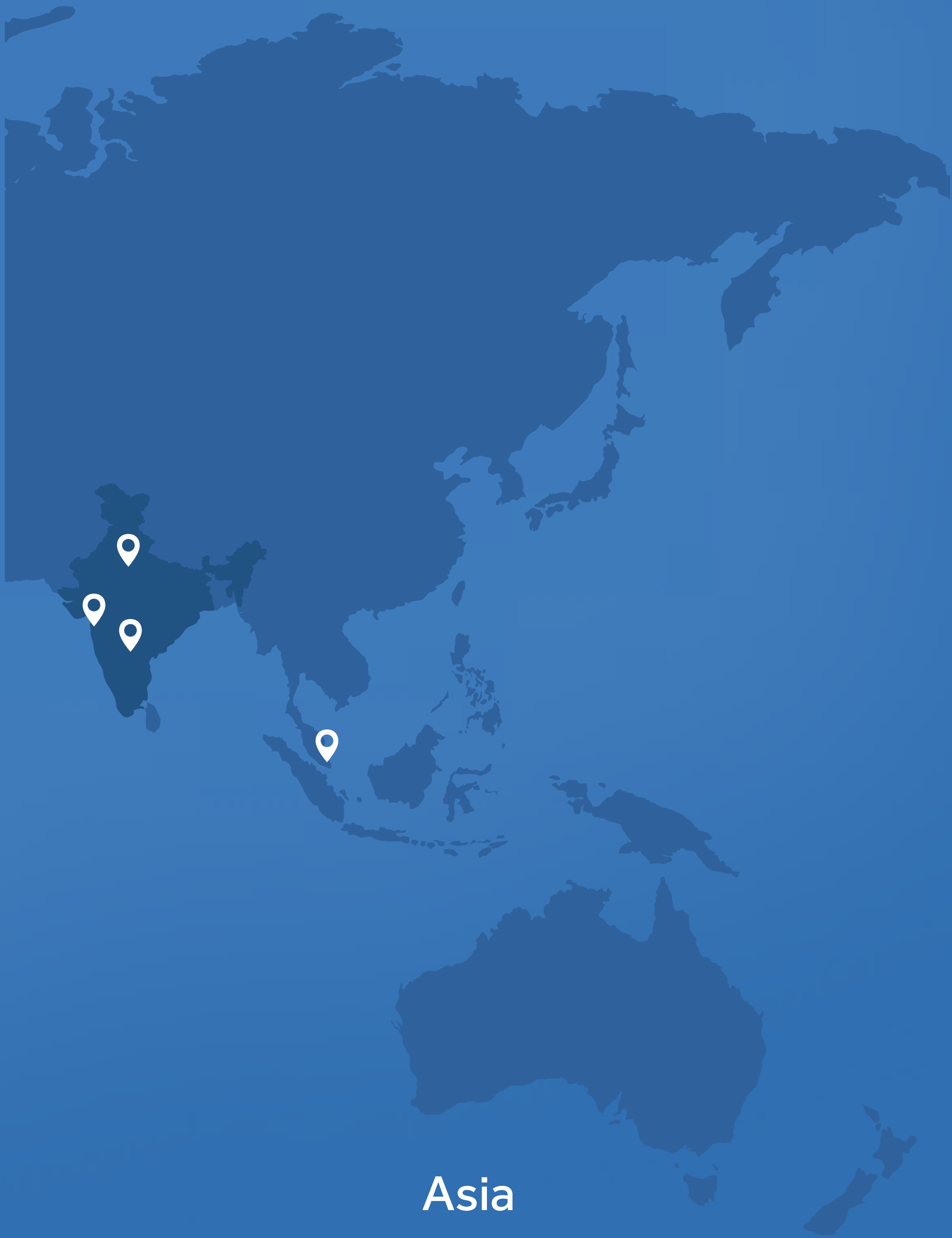
The Mill, Newton Link Road,
Drogheda. Co, Louth

Poland

ul, Wyscigowa 56G lok,
2A Wroclaw, Poland 53-012

United Kingdom

30 Stamford St, South Bank,
London, SE1 9LS



Asia

Corporate Headquarters

Plot No. 1367,
Road No.45, Jubilee Hills,
Telangana 500033.
India

Pune

Kellton Ltd. Lakhwani House,
Plot No. 79, Sakore Nagar,
Viman Nagar,
Pune, Maharashtra 411014

Gurgaon

Plot No. 404-405, 6th Floor,
ILABS Centre, Udyog Vihar,
Phase-III, Gurugram,
Haryana 122016

Singapore

171, Tras Street, #04-175,
Union Building, Singapore 079025

About the Company

FOUNDATION

2009, 15+ years of experience

FOOTPRINT

North America, APAC, EMEA

CORE STRENGTH

ISO 9001:2015
CMMI Level 5,
Publicy Listed (NSE, BSE)

CURATED TEAM

1800+ Employees

EXPERTISE

AI & ML Digital Experience, Product Engineering, Data & Analytics, Cloud Engineering, NextGen Services and SAP Services

ENGAGEMENT

Time and Material, Digital Capacity Augmentation and Product Development

Industry Expertise

- Banking, Financial Services & Insurance, Fintech
- HiTech, SaaS, ISV & Communications
- Oil,Gas & Mining
- Retail, E-Commerce & Distribution
- Pharma, Healthcare & Life Sciences
- Travel, Logistics & Hospitality
- Manufacturing, Automotive & Chemicals
- Energy & Utilities
- Non-Profit, Government & Education

Our Awards & Recognitions

Kellton's expertise has earned prestigious awards and recognition from industry leaders, top tech partners, and global media brands.

BRONZE
2024 STEVIE® WINNER
INTERNATIONAL BUSINESS AWARDS

AVASANT
Challenger' in SAP S/4HANA Services 2023-2024 RadarView™

2023
GLOBEE AWARDS GOLD WINNER
INFORMATION TECHNOLOGY

WEBBY AWARD HONOREE 2021

BEST TECH BRANDS 2023

isg Provider Lens™
Product Challenger, SAP Ecosystem Report 2023

zinnov™ ZONES
Leader in ER&D 2022 & 2023

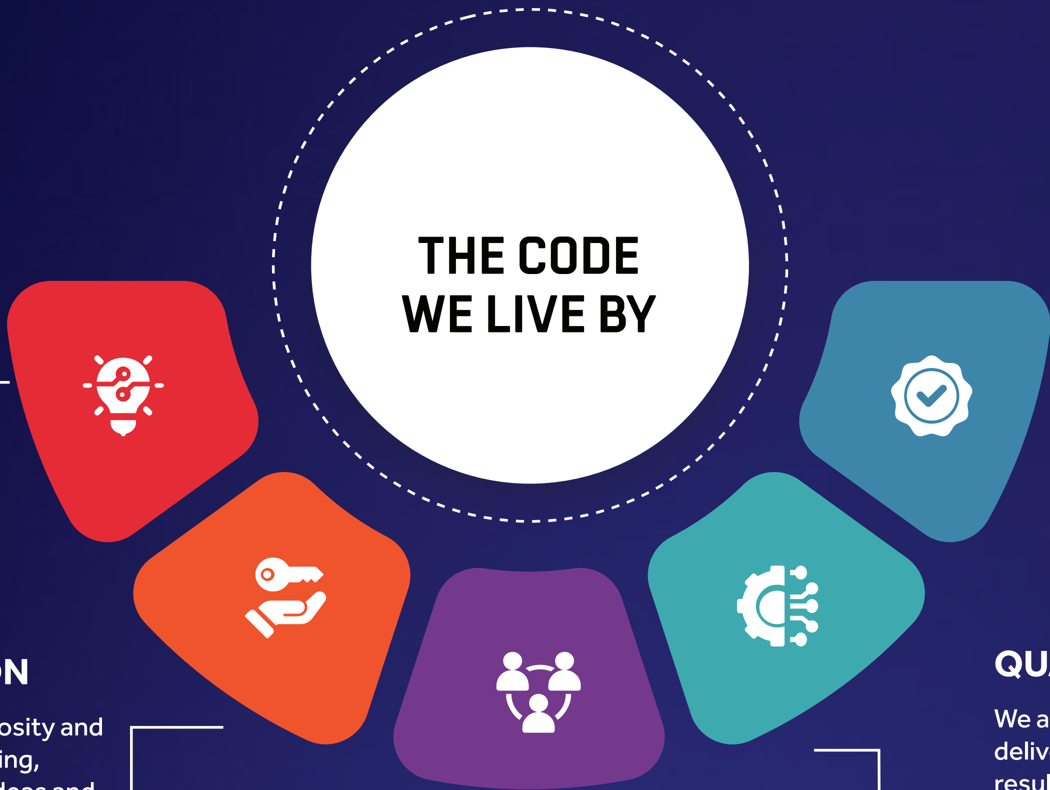
Deloitte.
Technology Fast50

Forbes Asia
BEST UNDER A BILLION

World Health Organization
Featured as World's largest mHealth Implementation

THE CODE WE LIVE BY

At Kellton, our values are more than just words—they are the foundation of our culture and the driving force behind everything we do. They shape our decisions, fuel our innovation, and strengthen our commitment to excellence. These five principles define who we are and how we work.



INNOVATION

We thrive on curiosity and continuous learning, embracing new ideas and technologies to drive meaningful change for our clients and industry.

QUALITY

We are committed to delivering exceptional results, continuously refining our processes and services to exceed expectations and drive lasting impact.

OWNERSHIP

We take initiative, hold ourselves accountable, and proactively solve challenges, ensuring every goal is met with determination and excellence.

COLLABORATION

We believe in the power of teamwork and diverse perspectives, fostering an inclusive and supportive environment where collective success drives progress.

INTEGRITY

We uphold the highest ethical standards, acting with honesty, transparency, and respect in all our interactions, building trust with our clients and colleagues.

OUR FOOTPRINTS ON THE SAND OF DIGITAL TRANSFORMATION

Kellton is a globally trusted digital transformation partner, and our journey is driven by the vision of our founders and fueled by a passion for continuous innovation. Today, we stand at the forefront of digital transformation, committed to building intelligent, future-ready solutions that shape a better tomorrow. From startups to Fortune 500 companies, we deliver end-to-end digital solutions across industries, earning a distinguished place in the ecosystem.

15+
Years of Digital Excellence

1800+
Strong Curated Team

50+
Fortune 500 Clients Served

$137M+
Annual Revenue

300+
Satisfied Clients

BOARD OF DIRECTORS

Niranjan Chintam

Chairman, Whole-Time Director, CFO
Member
Audit Committee
Nomination and Remuneration Committee
Risk Management Committee
Securities Issuance Committee

Krishna Chintam

Global CEO, Managing Director
Member
Stakeholders Relationship Committee
Corporate Social Responsibility Committee
Securities Issuance Committee

Karanjit Singh

CEO, APAC
Whole-Time Director

Srinivas Potluri

CEO, US
Non-Executive Director

Abhaya Shankar

Independent, Non-Executive Director
Member
Nomination and Remuneration Committee

Srinivasa Vijay Kumar Appana

Independent, Non-Executive Director
Chairman
Nomination and Remuneration Committee
Corporate Social Responsibility Committee
Member
Audit Committee
Stakeholders Relationship Committee
Risk Management Committee

Satya Prasad Sayala

Independent, Non-Executive Director
Chairman
Audit Committee
Stakeholders Relationship Committee
Risk Management Committee
Securities Issuance Committee
Member
Nomination and Remuneration Committee
Corporate Social Responsibility Committee

Geeta Goti

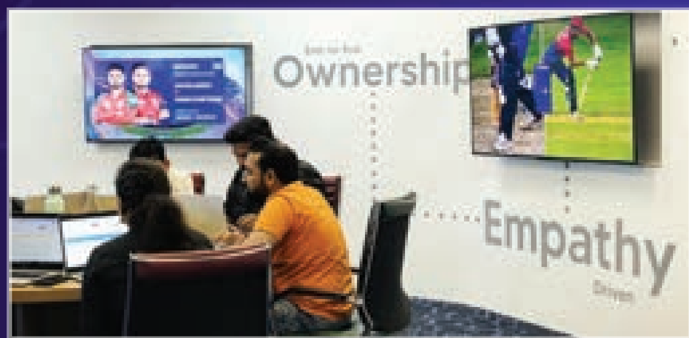
Independent, Non-Executive Director

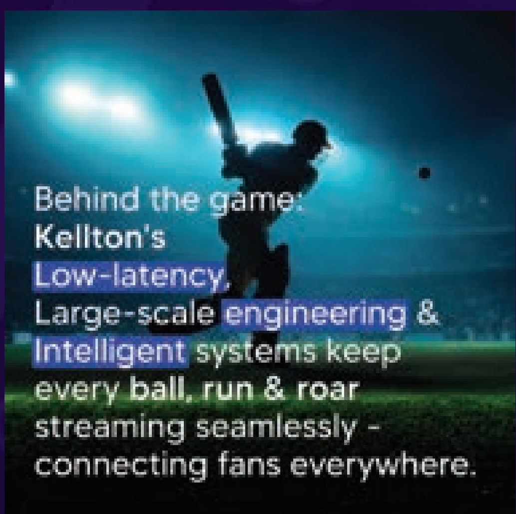
KEY HIGHLIGHTS
FY2025-2026

Engineering Digital Experiences at Scale

During FY2025–26, Kellton demonstrated its cloud engineering capabilities by supporting Sony LIV during the Asia Cup 2025, a high-intensity live sporting event where platform performance, scalability, and an uninterrupted user experience were critical. The engagement required a cloud-native architecture capable of responding to sharp spikes in audience volume in real time while maintaining reliability across digital viewing channels.

Kellton engineered a resilient, high-performance solution combining dynamic auto-scaling, optimized content delivery, and automated failover mechanisms to support uninterrupted streaming during periods of peak demand. Real-time traffic monitoring and enterprise-grade security controls further strengthened platform resilience without compromising streaming performance.





The engagement reinforces Kellton's ability to design and operate secure, scalable digital platforms for business-critical environments where availability, responsiveness, and customer experience are non-negotiable. It also demonstrates the Company's broader cloud engineering capability to support large-scale consumer platforms under demanding operating conditions, strengthening Kellton's credentials in building resilient digital infrastructure for global enterprises.

ADVANCING ENTERPRISE AI WITH KELLTON AGENTIC AI (KAI)

Kellton strengthened its proprietary AI portfolio during FY2025–26 through KAI (Kellton Agentic AI), an enterprise-grade Agentic AI platform designed to help organizations automate complex business workflows across existing enterprise environments. Unlike conventional AI solutions that primarily generate insights or respond to queries, KAI orchestrates multi-step business processes through intelligent AI agents capable of reasoning, adapting to changing business contexts, and executing workflows with minimal human intervention. Built with contextual intelligence, secure governance, and seamless integration across enterprise applications, databases, ERP, and CRM systems, KAI enables organizations to accelerate AI adoption without disrupting their existing technology landscape.

Designed for enterprise-scale deployment, KAI addresses high-friction operational processes across industries including financial services, healthcare, life sciences, and supply chain, helping organizations improve operational efficiency, reduce manual intervention, and accelerate decision-making. Across selected enterprise deployments, the platform has demonstrated workflow processing improvements of over 60%, reflecting Kellton's continued focus on delivering measurable business outcomes through responsible, enterprise-grade AI.

The platform's innovation and enterprise readiness were further recognised through the AGBA Innovation Star Rating Certification 2026 in the High-Potential: Outstanding Performance category at the AEGIS Graham Bell Awards. Supported by the Ministry of Electronics and Information Technology (MeitY), the recognition reinforces KAI's capability to deliver secure, scalable, and production-ready AI solutions, while strengthening Kellton's position as a trusted partner for enterprises pursuing AI-led transformation.

DEEPENING MICROSOFT'S AI & CLOUD PARTNERSHIP

Kellton earns Microsoft Solution Partner designations for delivering scalable, secure, and outcome-driven solutions.

Microsoft Solutions Partner

Digital & App Innovation Azure

Microsoft Solutions Partner

Data & AI Azure

Microsoft Solutions Partner

Infrastructure Azure

During FY2025–26, Kellton strengthened its position within the Microsoft AI Cloud Partner Program by earning Solutions Partner designations across Data & AI (Azure), Digital & App Innovation (Azure), and Infrastructure (Azure). These recognitions validate the Company's technical capabilities, customer success, and cloud expertise across Microsoft's high-demand solution areas.

The expanded partnership enhances Kellton's ability to help enterprises modernize applications, build AI-ready data platforms, and accelerate cloud transformation on Microsoft Azure. Beyond validating Kellton's cloud engineering capabilities, these designations strengthen the Company's position within Microsoft's global partner ecosystem, enabling closer collaboration on enterprise cloud modernization and AI-led transformation initiatives. The partnership also provides access to advanced enablement programs and emerging Microsoft technologies, reinforcing Kellton's ability to deliver future-ready digital solutions while creating new opportunities for joint go-to-market engagement.

Kellton X Microsoft

Endless Opportunitied, Infinite Possibilities

STRENGTHENING ENTERPRISE PLATFORM LEADERSHIP THROUGH KUMORI TECHNOLOGIES

Acquired by

As enterprises increasingly prioritize intelligent workflow automation and AI-enabled platform modernization, Kellton strengthened its enterprise platform capabilities during FY2025–26 by acquiring Kumori Technologies, a specialized ServiceNow services provider. This strategic investment reinforces the Company's commitment to expanding its enterprise platform portfolio while deepening its presence in the rapidly growing ServiceNow ecosystem and intelligent automation market.

By combining Kumori's deep ServiceNow expertise with Kellton's global digital engineering capabilities, the Company has enhanced its ability to deliver end-to-end enterprise transformation programmes that modernize operations, automate complex workflows and accelerate business outcomes. The acquisition broadens Kellton's capabilities across core ServiceNow platforms, including IT Service Management (ITSM), IT Operations Management (ITOM), HR Service Delivery (HRSD), Governance, Risk & Compliance (GRC) and Customer Service Management (CSM), enabling enterprises to simplify fragmented technology environments through integrated, AI-enabled platforms.

The acquisition also advances Kellton's engineering-led approach to enterprise transformation by strengthening its expertise in workflow design, custom application development, platform integration and AI-powered automation. Together, Kellton and Kumori are well positioned to help global enterprises accelerate digital modernization, improve operational resilience and realize faster time-to-value from their technology investments. The transaction further supports Kellton's long-term strategy of building differentiated capabilities that create sustainable value for clients while strengthening its position in the evolving enterprise technology landscape.

ENTERPRISE AI DELIVERING MEASURABLE BUSINESS OUTCOMES

During FY2025–26, Kellton accelerated the deployment of enterprise AI across multiple industries, helping organizations move beyond pilot initiatives to production-scale implementations that improve operational efficiency, strengthen decision-making and automate complex business processes. These engagements demonstrate the Company's ability to apply AI in complex enterprise environments, delivering measurable business outcomes while addressing industry-specific challenges through secure, scalable and outcome-driven solutions.

Selected enterprise AI deployments during the year included:

Financial Services

Modernized an AI-powered education lending platform, streamlining the entire loan lifecycle through intelligent automation and real-time decision-making, enabling faster approvals, improved operational efficiency, and an enhanced borrower experience.

Telecommunications

Implemented an Agentic AI-powered verification solution to strengthen fraud detection, automate identity verification, reduce manual intervention, and enhance regulatory compliance, enabling secure and efficient customer onboarding while improving operational resilience.

Global Advertising & PR

Enabled a leading global advertising group to transition from AI experimentation to production-scale content operations through Kellton's KAI platform. The solution reduced time-to-market by 90%, lowered cost per creative by 60–70%, increased asset production by 4x, and improved audience engagement by 30–40%, demonstrating the transformative impact of enterprise AI at scale.

Collectively, these engagements reinforce Kellton's capability to deliver production-ready AI solutions that move beyond experimentation to enterprise-wide adoption. By combining deep domain expertise with AI, data, and digital engineering, the Company continues to help clients modernize operations, improve business performance, and unlock sustainable value through intelligent transformation.

Driving Industry Innovation through AI-led Platforms

During FY2025–26, Kellton expanded its portfolio of industry-focused digital solutions through Zourney, an AI-first B2B travel platform developed in partnership with FutureAge AI Labs. Designed to modernize travel distribution, the platform addresses longstanding operational challenges within the B2B travel ecosystem, where fragmented booking processes, disconnected supplier networks, and manual coordination often impact efficiency, responsiveness, and customer experience.

By embedding AI across the booking value chain, Zourney streamlines end-to-end travel operations through a unified, intelligent platform. It significantly reduces booking cycles from one to two days to under five minutes, while enabling travel operators to manage supplier onboarding, inventory, pricing and customer servicing more efficiently. The platform combines domain expertise with AI, automation and platform engineering to simplify complex workflows and enhance operational agility.

The engagement reflects Kellton's growing focus on developing IP-led, industry-specific digital platforms that combine deep domain expertise with advanced engineering capabilities to solve complex business challenges. It further demonstrates the Company's ability to build scalable digital products that create long-term value for clients while strengthening Kellton's differentiated position in AI-led platform engineering.

STRENGTHENING FINANCIAL CREDIBILITY

During FY2025–26, Kellton further strengthened stakeholder confidence by securing an ICRA A- (Stable) rating for its long-term bank facilities and an ICRA A2+ rating for its short-term facilities. The ratings reflect the Company's financial discipline, diversified client portfolio, balanced revenue profile, and operational resilience, reinforcing confidence in Kellton's ability to execute its long-term growth strategy.

The strengthened credit profile enhances the Company's financial flexibility to support future investments, innovation and business expansion while reinforcing long-term value creation for stakeholders. It also reflects Kellton's continued focus on disciplined execution and building a resilient business positioned for sustainable growth.

Management Discussion & Analysis Report

THE GLOBAL ECONOMIC ENVIRONMENT: GROWTH AMID SELECTIVE CAUTION

Global GDP growth is estimated at approximately 3.0% for 2026 (International Monetary Fund), a modest moderation from prior years, with growth increasingly uneven across geographies and shaped by geopolitical tension and elevated energy costs. Within this environment, enterprise technology spending has continued to expand at a pace well ahead of broader GDP growth, as businesses increasingly treat AI and automation as a lever for cost resilience and competitive positioning rather than discretionary investment. For a technology services provider such as Kellton, this divergence — modest macro growth alongside accelerating technology adoption — is the central operating context for the year under review.

US

The U.S. economy is projected to grow 2.3% in 2026. Enterprise technology budgets have held up despite tighter credit conditions, with spending increasingly directed toward internal productivity and core-system optimization rather than exploratory initiatives.

For Kellton, this shift reinforces demand across two of its core service lines — platform engineering and AI-led workflow automation and supports the Company's continued investment in its North American delivery footprint, which remains its largest revenue geography.

India

India remains the fastest-growing major economy, with GDP growth projected at 7.4% for FY 2025-26, supported by strong domestic demand, sustained infrastructure investment, and government policy encouraging digital adoption.

For Kellton, India serves a dual role: as an engineering and delivery base and, increasingly, as a market for AI-led enterprise solutions in its own right, as domestic enterprises accelerate technology adoption alongside the Company's global client base.

Europe

European growth remains subdued, at approximately 0.9% for 2026, weighed down by energy costs and cautious enterprise spending. However, regulatory developments, particularly the EU AI Act, are compelling European enterprises to modernize legacy infrastructure and adopt compliant, auditable AI systems.

This regulatory-driven demand is opening a specific opportunity for Kellton in secure cloud migration and compliance-oriented AI deployment, an area the Company is positioned to grow through FY 2026-27.

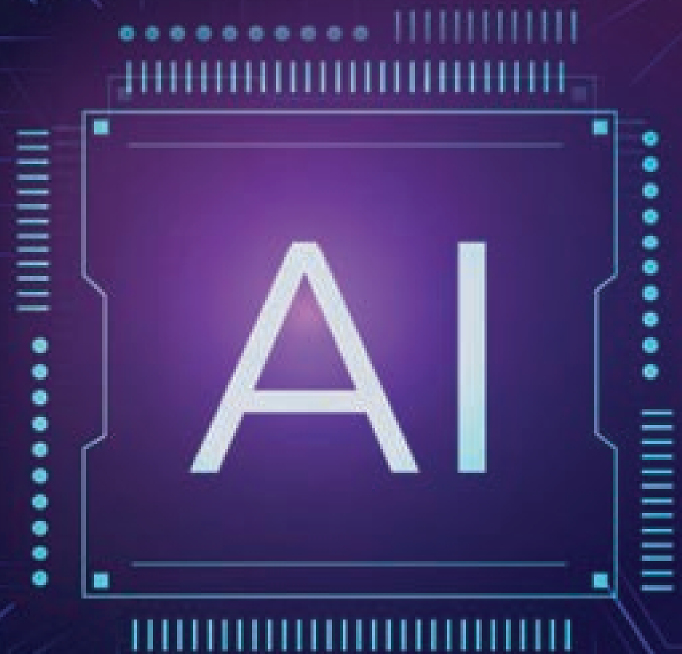
Industry Outlook: From Pilots to Production

2026 marks an inflection point in enterprise AI adoption, with the primary buyer conversation shifting from experimentation to production deployment and measurable return on investment. Gartner projects global IT spending will grow 10.8% to 13.5% in 2026, to between USD 6.15 trillion and USD 6.31 trillion, with generative AI spending up more than 80% year-over-year. IT services remains the largest single category within this, at an estimated USD 1.87 trillion.

A defining feature of this cycle is buyer scrutiny: enterprises that experienced costly, inconclusive AI pilots in 2024-25 are now selecting partners based on integration depth, data security and demonstrated financial returns, rather than technology novelty. This shift structurally favours service providers with proprietary accelerators and a demonstrated delivery track record over generalist integrators, a dynamic that directly informs Kellton's positioning strategy.

Company Overview

Kellton is a global technology consulting and engineering company delivering cloud, data, AI and digital engineering services to enterprise clients, with a delivery workforce of over 1,800 professionals operating across North America, Europe and India. The Company's priority for FY 2025-26 was to convert its AI-first positioning from stated intent into demonstrated delivery capability measured in production deployments, proprietary IP and independently recognised client outcomes, detailed below.



AI-first strategy: FY 2025-26 Execution

During the year, Kellton moved AI from isolated pilot engagements into core client delivery. The following engagements are illustrative of that shift, and of the outcomes it is producing for clients:

- Generative AI in production: Kellton's KAI platform was deployed for a global advertising and PR group to automate creative production workflows, drawing on the Company's experience across 100+ AI rollouts. The engagement delivered a 90% reduction in time-to-market, a 60 to 70% reduction in cost-per-creative, a four-fold increase in asset output at no additional cost, and a 30–40% lift in audience engagement.

- High-availability engineering at scale: Kellton served as the digital engineering partner to SonyLIV for the Asia Cup 2025 cricket tournament, building a cloud-native streaming architecture with dynamic auto-scaling and optimized CDN routing to sustain near-zero latency through peak concurrent viewership demonstrating the Company's capability in mission-critical, high-concurrency engineering for the media and entertainment vertical.

- Agentic AI in regulated environments: For a global telecommunications client, Kellton deployed an agentic identity-verification system on the KAI platform to address SIM-swap fraud and account takeover risk combining automated checks with human-in-the-loop escalation for complex cases reducing manual verification cost while preserving full regulatory auditability.

- New IP-led platform: In partnership with FutureAge AI Labs, Kellton built and launched Zourney, an AI-first B2B travel distribution platform that compresses multi-day agent booking workflows to under five minutes. Zourney reflects Kellton's shift toward co-developed, IP-led platforms as a growth vector, in addition to services delivered on a time-and-materials basis.

Taken together, these engagements indicate that Kellton's AI capability is generating measurable, client-referenceable outcomes rather than remaining at proof-of-concept stage — the specific attribute the market is currently pricing for, as set out in the Industry Outlook above.

Proprietary Accelerators: The Basis for IP-Led Delivery

While consulting and staff-augmentation remain core to its model, Kellton has over the past year built out a portfolio of proprietary platforms that reduce delivery time, protect margins, and differentiate the Company from competitors:

- **KAI (Kellton Agentic AI):** Kellton's flagship agentic AI platform enables enterprises to deploy autonomous, multi-step AI agents integrated directly with existing ERPs, CRMs and legacy systems, without requiring system replacement. Client deployments across financial services, healthcare and supply chain have delivered processing-time reductions in excess of 60%. KAI received the AGBA Innovation Star Rating Certification 2026 ("High-Potential: Outstanding Performance" category) at the AEGIS Graham Bell Awards, backed by India's Ministry of Electronics and Information Technology (MeitY) — independent, third-party validation of the platform's technical depth.

- **Optima:** An operational and asset-optimisation platform providing real-time performance tracking and predictive bottleneck detection, used to improve resource utilisation for infrastructure- and asset-intensive clients.

- **Phoenix.ai:** A legacy modernisation engine that automates migration of legacy codebases (including Java and Progress 4GL) to modern, cloud-native architectures up to four times faster than manual rewrites, with materially fewer logic errors.

- **Structi.ai:** A data-engineering accelerator that ingests and structures unstructured enterprise data (documents, forms and audio) into AI-ready pipelines at scale, addressing the data-readiness gap that precedes most enterprise AI failures.

These four platforms underpin Kellton's shift from a purely time-and-materials delivery model toward IP-led, repeatable engineering directly addressing how investors in IT services businesses increasingly value platform economics and IP ownership alongside headcount-linked revenue growth.

Business Model: Where We Compete

Kellton's revenue is built on a diversified set of capabilities. The table below sets out each vertical and its principal focus during FY 2025-26:

VERTICAL	FY 2025-26 FOCUS
AI & Machine Learning	Building autonomous AI workflows, fine-tuning language models, and automating routine enterprise processes, primarily through the KAI platform.
Data & Analytics	Building governed, AI-ready data pipelines for clients — the prerequisite layer for reliable enterprise AI deployment
Product Engineering	Building and shipping cloud-ready software products on compressed timelines for clients across BFSI, media, and travel.
Cloud Engineering	End-to-end cloud migration, hybrid architecture design, and cloud cost optimization, underpinned by the Company's Microsoft Solutions Partner status.
SAP Services	SAP cloud migration and enterprise software customization for large enterprise clients.
Digital Experience	User-experience design and interface engineering for client-facing digital platforms.
Next-Gen Services	IoT and blockchain-based supply chain transparency solutions.

From Vendor to Strategic Partner

Through FY 2025-26, Kellton continued to shift its existing client relationships from transactional, project-based engagements toward longer-term platform and outcome-based partnerships. This is reflected in three areas of client work: modernizing legacy systems onto cloud-native architectures for long-standing clients; embedding real-time data tracking into client operations to shorten product launch cycles; and automating repetitive back-office processes to improve client-side margins. The Company views the proportion of revenue derived from multi-year, platform-anchored engagements rather than single-project mandates as a key indicator of the durability of this shift, and intends to disclose this metric explicitly from FY 2026-27 onward.

Operational Excellence

Delivery

Kellton embedded AI-powered coding and testing assistants into its global delivery workflow during the year, contributing to faster code turnaround, lower defect rates, and more consistent output across its round-the-clock delivery centres.

Practice

The Company expanded its Centres of Excellence (CoEs) in Agentic AI, Explainable AI and Cloud Cost Optimisation. These CoEs function as internal capability-building units, ensuring technical teams remain current with rapidly evolving AI tooling and enterprise requirements.

Sales & Marketing

Kellton's go-to-market approach shifted further toward proof-of-value pilots — small-scale, measurable engagements designed to de-risk enterprise buying decisions before scale-up — consistent with the buyer behaviour described in the Industry Outlook section.

Human Resources

Facing a competitive talent market, Kellton prioritised internal upskilling over external hiring for critical AI capability. Structured training tracks, run in partnership with major cloud providers, built certified in-house expertise in AI safety, prompt engineering and ethical data handling.

Financial Performance: FY 2025-26

Particulars	Metrics	31 Mar, 2026 (FY'26)	31 Mar, 2025 (FY'25)	YoY
Revenue (INR Mn)	Total Revenue	12,254	10,998	11.4%
Profit (INR Mn)	EBITDA	1,439	1,297	10.9%
	PBT	1,073	925	
	PAT	917	797	15.1%
Margin (%)	EBITDA	**11.8%**	**11.8%**	
	PBT	8.8%	8.4%	
	PAT	**7.5%**	**7.3%**	
EPS (Rs.)	Basic	1.79	1.64	
	Diluted	1.79	1.63	

For the year ended 31 March 2026, Kellton reported consolidated revenue of ₹1,225.4 crore (₹12,254 million), up 11.4% year-on-year. Growth was supported by continued expansion across AI-led transformation, cloud modernisation, digital engineering, enterprise platforms and data-driven engagements, together with deeper customer relationships and a growing base of platform-led programmes. The Company's investments in AI capabilities and its born-digital foundation enabled it to respond to increasing enterprise demand for intelligent transformation and automation.

EBITDA for the year stood at ₹143.9 crore, with an EBITDA margin of 11.8%, broadly in line with FY25. Margin stability reflected continued focus on delivery efficiency, disciplined resource management and productivity, while maintaining investments in AI capabilities, proprietary platforms and specialised talent. This balance enabled the Company to continue strategic capability building while maintaining operating profitability.

Net profit increased 15.1% year-on-year to ₹91.7 crore, ahead of revenue growth of 11.4%. PAT margin improved to 7.5% from 7.3% in FY25, while diluted EPS stood at ₹1.79. The improvement reflects the Company's ability to translate revenue growth into higher earnings while maintaining operating discipline and managing costs effectively.

During FY26, balanced growth investments with operating and financial discipline, strengthening its AI-First Delivery Engine, launching KAI, expanding AI-led solutions and continuing investment in talent and AI readiness. The acquisition of Kumori Technologies further deepened Kellton's ServiceNow capabilities across AI, workflow automation and enterprise transformation. Together, these investments strengthened the Company's delivery capabilities and positioned it for sustainable, platform-led growth.

The Company also completed a 1:5 stock split, effective July 2025, aimed at improving share liquidity, and received an A- rating for its long-term banking facilities, reflecting its continued focus on financial discipline.

Strengthening the Partner Ecosystem

Microsoft Solutions Partner
Digital & App Innovation
Azure

Microsoft Solutions Partner
Data & AI
Azure

Microsoft Solutions Partner
Infrastructure
Azure

Microsoft

Kellton achieved Solutions Partner designation across three Azure competency pillars — Data & AI, Digital & App Innovation, and Infrastructure — placing it among a smaller group of partners with triple-pillar validation within the Microsoft AI Cloud Partner Program. This status gives access to co-selling opportunities, co-marketing funding, and early access to Azure AI tooling, including Azure OpenAI and Azure Synapse, directly supporting deal velocity in cloud and AI engagements.

ServiceNow

During the year, Kellton acquired Kumori Technologies, a specialized ServiceNow services provider, to deepen platform capability across ITSM, ITOM, HRSD, GRC, and CSM. The acquisition builds platform-specific depth in a segment growing faster than broader IT services, and extends Kellton's ability to serve large enterprise clients on unified workflow platforms rather than point solutions.

Data

Continued deepening of alliances with Snowflake and AWS to co-develop industry-specific data pipeline templates for BFSI, healthcare and retail clients, supporting the Company's broader data-readiness positioning ahead of client AI deployment.

As it moves into FY 26-27, priority is to convert these partner designations into a higher share of co-sourced and co-sold revenue, rather than treating them primarily as credentialing exercises.

Opportunities & Threats

Opportunities

1. Enterprise Modernization and Higher-Value Platform-Led Growth

Enterprises continue to modernize legacy technology environments and invest in cloud-native architectures, data platforms, intelligent automation and AI-enabled solutions. This shift creates opportunities for Kellton to move beyond traditional technology services and participate in larger, more strategic transformation programs spanning consulting, engineering, implementation and ongoing platform support.

For Kellton, this transition also supports the expansion of higher-value, longer-term client engagements and greater cross-selling opportunities across its capabilities in cloud, data, AI, digital engineering and enterprise platforms. The Company's investments in intellectual property, reusable accelerators and specialized platform capabilities are intended to strengthen differentiation and support a gradual shift towards more value-led commercial engagements. Recent strategic initiatives and capability additions, including the Zourney and Kumori engagements, demonstrate the Company's focus on building platform-specific and IP-led growth opportunities.

However, rapid technology transformation also requires continuous investment in capabilities. The pace of change in AI, cloud and digital technologies may create risks related to technology obsolescence, evolving regulatory and responsible AI requirements, data privacy and cybersecurity, and the need to continually attract and develop specialized talent. Kellton's ability to convert this market opportunity into sustainable growth will therefore depend on maintaining relevant capabilities, strengthening governance and security frameworks, and continuing to invest selectively in emerging technologies and skills.

2. Deepening Technology Alliances and Expanding Client Relationships

Kellton's strategic relationships with cloud hyperscalers and enterprise technology providers provide opportunities to expand joint go-to-market initiatives, co-selling and cross-selling. The Company's triple-pillar Microsoft Solutions Partner status, together with its broader ecosystem of technology partnerships, strengthens its ability to support clients across interconnected cloud, data, AI and enterprise platform requirements.

These relationships can help Kellton increase its participation in client technology programs, deepen long-term client relationships and improve access to new business opportunities. Greater integration of Kellton's services into clients' technology environments may also support higher client retention and recurring engagement opportunities. At the same time, realizing the full value of these partnerships requires continued investment in certifications, specialized capabilities and joint market development.

Threats

1. Macroeconomic Conditions, Procurement Cycles and Competitive Pricing Pressure

Macroeconomic uncertainty in key international markets may continue to affect enterprise technology spending, extend decision-making and procurement cycles, and increase scrutiny on discretionary investments. For Kellton, given its exposure to international markets and enterprise technology budgets, prolonged delays in client decision-making could affect deal conversion, revenue visibility and the timing of new project ramp-ups.

At the same time, the technology services market remains highly competitive, with clients increasingly evaluating providers on speed, specialized capabilities, measurable business outcomes and pricing. This may create pressure on deal economics and margins, particularly as commercial models evolve towards fixed-price, managed services and outcome-based engagements.

Management continues to address these dynamics through client and industry diversification, disciplined deal evaluation and project estimation, stronger account engagement and a focus on differentiated capabilities in AI, cloud, data and enterprise platforms. Investments in reusable IP, accelerators and platform-specific expertise are also intended to strengthen Kellton's market positioning and reduce reliance on purely time-and-materials engagements. These measures are designed to support deal conversion and protect profitability while improving the Company's ability to compete for higher-value transformation programs.

2. Talent Availability, Wage Inflation and Capability Requirements

The availability and retention of skilled professionals remain important to Kellton's ability to deliver client programs and pursue growth opportunities, particularly in areas such as AI, cloud, cybersecurity, data, and specialized enterprise platforms. Intense competition for these capabilities may drive up team member costs and retention pressures, with potential implications for delivery capacity, project margins, and the pace at which the Company can scale emerging technology practices.

Kellton continues to address these challenges through structured upskilling, workforce planning, career development, and flexible global delivery models. Building and retaining internal capabilities is particularly important as the Company expands its AI-first, platform-led offerings, in which technology skills and client expectations are evolving rapidly. Management's focus is therefore not only on talent availability, but also on continuously aligning workforce capabilities with changing market demand.

3. Cybersecurity, Data Privacy and Delivery Resilience

As Kellton expands its work across cloud, data, AI, and enterprise platforms, cybersecurity and data privacy have become increasingly important considerations. The Company may handle or support systems containing sensitive client and business information, making it potentially exposed to cybersecurity incidents, data breaches, evolving privacy requirements, and disruptions to technology infrastructure.

Such events could affect client trust, delivery continuity, and operating costs, and, depending on the nature and scale of an incident, result in contractual, regulatory, or reputational consequences. The increasing use of AI and data-driven solutions further reinforces the importance of robust data governance, security controls and responsible technology practices.

Management seeks to mitigate these exposures through cybersecurity and information security controls, data protection practices, governance frameworks and business continuity and disaster recovery measures. The Company's ability to maintain delivery continuity across its global operations is also supported by flexible delivery models and operational controls. These measures are intended to strengthen resilience while supporting the secure delivery of increasingly complex technology and AI-led client engagements.

4. Client Relationships and Delivery Continuity

Kellton's operating performance depends on its ability to maintain strong client relationships, deliver projects effectively and expand engagement with existing accounts. Changes in client technology priorities, budget constraints, vendor consolidation or dissatisfaction with project outcomes could affect revenue growth, client retention and future business opportunities.

The Company seeks to manage this exposure through deeper account engagement, diversified client relationships, delivery governance and continued investment in capabilities aligned with evolving client requirements. The increasing focus on end-to-end transformation and platform-led services is also intended to position Kellton as a longer-term technology partner rather than solely a project-based service provider.

Business continuity is an important part of this approach. Operational disruptions, including technology failures, cyber incidents, geopolitical developments or other external events, could affect service delivery and increase operating costs. Management continues to focus on resilient global delivery operations, business continuity planning and operational controls to minimize potential disruption and maintain service levels.

5. Geopolitical, Regulatory and Foreign Exchange Exposure

Kellton operates across multiple geographies and serves clients in international markets. This creates exposure to changes in economic conditions, geopolitical developments, regulatory requirements and foreign exchange movements. Such developments may affect client spending, cross-border operations, employee mobility, delivery costs and the translation of international revenues and expenses.

Management seeks to mitigate these exposures through geographic diversification, flexible global delivery capabilities, compliance and governance processes, and systematic management of foreign exchange exposure. Continued diversification across markets, clients and industry verticals is also intended to reduce the impact of adverse developments in any single geography or customer segment.

Risks & Concerns

Material Issue	Risk/ Opportunity	Detailed Rationale/ Description	Detailed Approach/ Mitigation	Financial Implications (Explained)
Corporate Governance & Regulatory Compliance	Risk & Opportunity	Effective corporate governance, regulatory compliance and transparent decision-making are fundamental to maintaining stakeholder confidence and creating sustainable long-term value. As a listed entity operating across multiple jurisdictions and business environments, Kellton is exposed to evolving regulatory, governance and compliance requirements. Strong governance also provides an opportunity to strengthen investor confidence, accountability and organisational resilience.	Kellton maintains a structured governance framework supported by the Board and its Committees, defined policies and codes of conduct, compliance monitoring mechanisms, internal controls, periodic reviews and timely communication of regulatory requirements to relevant stakeholders. The Company continues to strengthen its compliance processes in response to evolving regulatory expectations.	**Positive:** Strong governance supports stakeholder confidence, reputation, access to capital and long-term value creation. **Negative:** Regulatory non-compliance may result in penalties, litigation, additional compliance costs, reputational damage and loss of stakeholder confidence.
Business Ethics, Integrity & Responsible Conduct	Risk	Ethical business conduct, integrity and responsible decision-making are essential to maintaining trust with customers, employees, investors, regulators and other stakeholders. Unethical conduct, fraud, bribery, corruption or conflicts of interest may expose the Company to regulatory, legal, financial and reputational risks.	Kellton follows its Code of Conduct and Business Ethics framework and maintains mechanisms including the Whistleblower/Vigil Mechanism and Anti-Bribery and Anti-Corruption framework. Employee awareness, confidential reporting channels, investigation of concerns and appropriate corrective measures support the Company's zero-tolerance approach towards unethical conduct.	**Negative:** Breaches may result in financial penalties, litigation and investigation costs, loss of customers/ business opportunities and reputational damage.
Transparency, Stakeholder Engagement & Responsible Communication	Risk & Opportunity	Transparent and timely communication with investors, customers, employees, regulators and other stakeholders supports trust and informed decision-making. As a listed entity with a geographically diverse stakeholder base, the quality and timeliness of corporate communication remain important to Kellton's reputation and regulatory standing.	The Company follows established channels for statutory and stakeholder communication, investor engagement, grievance redressal and disclosure of relevant financial and non-financial information. Communication practices and disclosures are subject to management and Board-level oversight as applicable.	**Positive:** Enhanced investor and stakeholder confidence, stronger reputation and improved relationships. **Negative:** Inaccurate, delayed or unauthorised communication may result in regulatory scrutiny, reputational damage and loss of stakeholder confidence.

Material Issue	Risk/ Opportunity	Detailed Rationale/ Description	Detailed Approach/ Mitigation	Financial Implications (Explained)
Data Privacy & Cybersecurity	Risk & Opportunity	Data privacy and cybersecurity are inherently material to Kellton as an IT services and digital solutions provider. Increasing digitalisation, cloud adoption, remote connectivity and evolving cyber threats increase the potential exposure to phishing, ransomware, malware, unauthorised access, data leakage and other cyber incidents. At the same time, strong cybersecurity capabilities represent an opportunity to strengthen customer trust and differentiate the Company's technology offerings.	Kellton maintains a multi-layered cybersecurity framework including access controls, multi-factor authentication, endpoint security, data protection mechanisms, network monitoring, employee awareness and phishing training, backup and disaster recovery measures, and periodic security assessments. The Company continues to monitor emerging cyber threats and strengthen its security practices.	**Positive:** Strong cybersecurity capabilities can enhance customer confidence and competitiveness. **Negative:** Cyber incidents may result in remediation costs, business interruption, regulatory action, litigation, loss of contracts and reputational damage.
Technology Transformation, Artificial Intelligence & Digitalisation	Opportunity	Rapid developments in Artificial Intelligence, GenAI, automation, cloud computing, data analytics and other emerging technologies are transforming the IT services industry. These developments create opportunities for Kellton to enhance operational efficiency, develop innovative solutions, improve customer experience and address evolving technology requirements.	Kellton continues to invest in technology capabilities, digital solutions, automation, cloud transformation and employee upskilling/ reskilling. The Company monitors emerging technologies and evolving customer requirements to identify opportunities for innovation and business growth.	**Positive:** Potential for new business opportunities, improved productivity, enhanced scalability, cost optimisation, stronger customer relationships and improved competitiveness.
Talent Retention, Critical Skills & Succession Planning	Risk	Human capital is a critical resource for a technology services organisation. Competition for specialised technology talent, employee attrition and potential shortages of emerging digital skills may affect project continuity, delivery capability, customer relationships and institutional knowledge. Kellton's permanent employee turnover rate was 23% during FY 2025-26, compared with 19% in FY 2024-25.	The Company focuses on learning and development, career progression, employee engagement, leadership development, talent reviews, succession planning for critical roles and monitoring of attrition and skill requirements.	**Negative:** Higher recruitment and training costs, potential project delays, loss of institutional knowledge and impact on customer relationships. **Positive:** Effective talent management supports continuity, productivity and long-term organisational capability.

Material Issue	Risk/ Opportunity	Detailed Rationale/ Description	Detailed Approach/ Mitigation	Financial Implications (Explained)
Employee Well-being, Diversity & Inclusion	Opportunity	An engaged, diverse and inclusive workforce contributes to innovation, productivity, employee satisfaction and organisational resilience.	The Company promotes employee well-being through health and safety initiatives, learning and development, employee engagement, POSH and gender sensitisation programmes, and practices supporting an inclusive and supportive workplace.	**Positive:** Improved employee engagement, productivity, retention and employer reputation, together with access to a broader talent pool.
Business Continuity & Operational Resilience	Risk	Kellton's operations depend on technology infrastructure, digital connectivity, cloud platforms, skilled personnel and third-party service providers. Disruptions arising from cyber incidents, infrastructure failures, technology outages, geopolitical developments or other unforeseen events may affect service delivery and business continuity.	Business continuity and disaster recovery mechanisms, data backup, technology resilience, incident response processes, contingency planning and periodic review of critical business processes are used to strengthen operational resilience.	**Negative:** Business disruption may result in revenue loss, additional recovery costs, contractual exposure, project delays and reputational impact.
Geopolitical Developments & Global Economic Uncertainty	Risk & Opportunity	Kellton has a globally diversified revenue base, with approximately 85% of revenue generated from international markets. During the reporting period, heightened geopolitical tensions, evolving trade dynamics, regional conflicts and broader global economic uncertainty increased the complexity of operating across international markets. Such developments may influence client spending, technology investment priorities, cross-border operations, currency movements and regulatory requirements. At the same time, uncertainty can accelerate demand for digitalisation, automation, cybersecurity and technology solutions that enhance business resilience.	The Company monitors geopolitical and macroeconomic developments across its operating markets and seeks to mitigate associated risks through geographic and customer diversification, flexible resource allocation, business continuity planning, review of market and customer exposure and focus on strategic and high-value engagements.	**Positive:** Increased demand for digital transformation, automation, cybersecurity, cloud and resilience-oriented technology solutions may create new business opportunities. **Negative:** Geopolitical tensions and economic uncertainty may result in delayed client decisions, reduced technology spending, project deferrals, pricing pressure, currency volatility and increased operating costs, potentially affecting revenue, margins and cash flows.

Material Issue	Risk/ Opportunity	Detailed Rationale/ Description	Detailed Approach/ Mitigation	Financial Implications (Explained)
Market Competitiveness & Client Relationships	Risk & Opportunity	The technology services industry is characterised by intense competition, rapid technological change, evolving customer expectations and pricing pressures. Maintaining strong and diversified customer relationships and continuously developing differentiated capabilities are important for sustainable growth.	Kellton focuses on strengthening customer relationships, diversifying its industry and geographic presence, developing technology capabilities, enhancing service offerings and responding to evolving customer requirements.	**Positive:** New client opportunities, cross-selling, stronger customer relationships and market expansion. **Negative:** Increased competition, pricing pressure or loss of key customers may adversely affect revenue, margins and growth.
Responsible Supply Chain & Third-Party Risk	Risk	While Kellton's direct environmental and manufacturing exposure is limited, the Company relies on vendors, technology partners and other third parties for various operational requirements. Third-party failures, cybersecurity weaknesses, regulatory non-compliance or unethical practices may affect business continuity and reputation.	Vendor due diligence, contractual safeguards, appropriate supplier requirements, monitoring of critical third parties and assessment of relevant operational and compliance risks.	**Negative:** Third-party disruptions or non-compliance may result in additional costs, service interruptions, contractual exposure and reputational damage.
Environmental Sustainability & Resource Efficiency	Opportunity	Kellton's operations are primarily technology and office-based and therefore have a relatively limited direct environmental footprint compared with manufacturing businesses. Nevertheless, electricity and other resources consumed across offices contribute to the Company's environmental impact. This provides an opportunity to improve resource efficiency.	The Company continues to promote energy conservation, digitalisation, reduction in paper consumption, efficient office practices, employee awareness and responsible management of resources and waste.	**Positive:** Improved resource efficiency, potential reduction in operating costs and stronger environmental performance and stakeholder perception.
Human Rights & Responsible Workplace Practices	Risk & Opportunity	Respect for human rights, fair employment practices, non-discrimination and prevention of harassment are essential to maintaining a safe, inclusive and responsible workplace. During FY 2025-26, the Company reported no complaints relating to sexual harassment, discrimination, forced/involuntary labour or wages.	Kellton maintains a Human Rights framework, Whistleblower/Vigil Mechanism, POSH framework, grievance redressal mechanisms and employee awareness programmes. The Company also undertakes assessments and monitoring of relevant workplace practices.	**Positive:** Strong employee trust, engagement and reputation. **Negative:** Human rights violations could result in legal costs, penalties, employee attrition and reputational damage.

Management Perspective

Kellton views the current market environment as presenting both significant growth opportunities and evolving execution risks. The Company's strategy is centered on capturing demand for AI, cloud, data, digital engineering, and enterprise platform transformation while maintaining discipline around profitability, delivery quality, cybersecurity, and operational resilience.

The opportunities and risks are closely interconnected. For example, AI and technology transformation create opportunities for new service offerings and higher-value engagements, while also requiring continuous investment in skills, technology, governance, cybersecurity and responsible AI practices. Similarly, platform partnerships and global delivery capabilities can expand market access, while increasing the importance of ecosystem relationships, regulatory compliance, and operational resilience . Kellton will continue to monitor the risks and opportunities most relevant to Kellton's strategy, operating performance, and financial outlook.

ESG & Sustainability

Environmental Stewardship & Green Computing Initiatives

Kellton continues to integrate sustainable practices across its global operational footprint, focusing on energy optimisation, responsible e-waste disposal and green IT infrastructure, and reducing its operational carbon footprint through hybrid work models, paperless workflows and cloud-first resource utilisation. The Company prioritises eco-friendly hardware procurement and structured recycling across its major delivery centres in line with applicable international environmental standards.

Human Capital, DEI and Community Impact

Kellton continues to invest in talent reskilling and leadership development, with a stated commitment to strengthening gender diversity across corporate levels. Beyond internal development, the Company runs CSR programmes to promote education and healthcare accessibility, alongside employee wellness initiatives across its operating regions.

Corporate Governance, Ethics and Compliance

Kellton maintains governance standards overseen by the Board and various committees, ensuring regulatory adherence, data security and enterprise risk mitigation. In line with SEBI's Business Responsibility and Sustainability Reporting (BRSR) requirements, Kellton discloses its non-financial performance metrics and integrates ESG criteria into strategic decision-making.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Kellton maintains a robust and comprehensive internal control framework tailored to its scale, operational complexity, and global footprint. This framework ensures financial reporting accuracy, operational efficiency, safeguarding of company assets, statutory compliance, and proactive management of business risks.

Core Control Governance & Infrastructure

In-House Systems & Automation:

The Company leverages "Konnect," its proprietary internal control platform, alongside Enterprise Resource Planning (ERP) systems to drive key operational controls, workflow authorizations, segregation of duties, and reliable management reporting.

Modern Control Technologies:

To further enhance risk detection and operational efficiency, Kellton integrates its internal control platform “Konnect” with Artificial Intelligence (AI), Robotic Process Automation (RPA), and advanced data analytics into routine control activities.

Board Oversight & Risk Integration

Audit Committee Oversight:

Kellton’s Internal Audit function operates under the oversight of the Audit Committee of the Board of Directors, which regularly reviews quarterly audit observations, management responses, and tracks corrective action plans to resolution.

Risk Management & Compliance:

The internal control framework works in tandem with the Company's overall risk management approach, enabling coordinated identification, assessment, and mitigation of key operational, financial, cybersecurity, and regulatory risks across operating jurisdictions.

Independent Assessment & Statutory Audit: The design and operational effectiveness of internal financial controls are continuously reviewed by an internal controls team and validated by independent consultants.

For the financial year ended March 31, 2026, the Statutory Auditors independently evaluated Kellton’s Internal Financial Controls Over Financial Reporting. As detailed in Annexure B to their Independent Auditor’s Report—issued under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013—the auditors confirmed that the Company maintained, in all material respects, an adequate internal financial control system that operated effectively as of March 31, 2026, in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI).

Human Capital

At Kellton, our people are the foundation of our business and the driving force behind our evolution as an AI-first product engineering company. As technology reshapes industries and client expectations, we continue to invest in the capabilities, leadership, and culture that enable our people to create lasting value.

OUR HUMAN CAPITAL HAS ALWAYS BEEN OUR MOST SIGNIFICANT ASSET

We strengthened our focus on continuous learning, collaboration and wellbeing, equipping our workforce with the skills needed for an AI-driven future while fostering an inclusive environment where diverse perspectives and innovation thrive.

We believe the strength of our organisation is measured by the strength of our people. Every investment we make in developing talent, nurturing leadership and building an inclusive culture enhances our ability to solve complex business challenges, deliver meaningful outcomes for clients and build a resilient organisation for the future.

Building a Diverse and Inclusive Workforce

Innovation is strengthened by diverse perspectives. Our global workforce brings together professionals from different countries, cultures and backgrounds, enabling us to solve complex challenges and deliver solutions that reflect the varied markets and industries we serve.

We view diversity not simply as a reflection of our global presence, but as a business advantage. Different perspectives encourage stronger problem-solving, better decision-making and greater innovation, helping us create technology solutions that are relevant, inclusive and responsive to our clients' evolving needs.

Creating an inclusive workplace remains a strategic priority. During the year, we continued to strengthen initiatives that support gender diversity, expand opportunities for women in technology and leadership, and encourage long-term career growth through structured development and internal mobility.

We also continued to enhance our talent practices to promote fairness, consistency and equal opportunity across the employee lifecycle, from recruitment and leadership development to succession planning. Beyond policies and programmes, inclusion is reflected in how our teams collaborate every day, sharing knowledge across cultures, functions and geographies to deliver better outcomes for clients.

Building an AI-Ready Workforce

Preparing our workforce for an AI-driven future remained one of Kellton's strategic priorities during the year. As AI becomes increasingly embedded in enterprise technology, we view capability building as a continuous journey, one that equips our people to apply emerging technologies while strengthening the engineering fundamentals that underpin high-quality delivery.

Recognising that learning needs vary across roles, we adopted a role-based approach to capability development, tailoring learning journeys for software engineers, quality assurance professionals, architects, project managers and delivery leaders to ensure that new skills are directly relevant to their responsibilities.

We further strengthened this effort through strategic partnerships with leading technology platforms, expanding access to advanced learning across AI, cloud and modern engineering practices. Dedicated learning pathways in Large Language Models, Prompt Engineering, and Responsible AI reinforced our belief that technical excellence must be complemented by responsible and ethical application.

Beyond formal learning, we have seen a stronger culture of continuous knowledge sharing emerge across the organisation. Employees increasingly exchange practical AI use cases, collaborate across teams and apply new capabilities to client engagements, accelerating innovation and strengthening delivery outcomes.

Ultimately, our objective extends beyond certifications. We are building a workforce that can confidently harness emerging technologies to solve business challenges, enhance client outcomes and support Kellton's long-term growth.

Developing Careers in a Changing Technology Landscape

As technology continues to evolve, career development is no longer defined by traditional role progression, but by continuous learning, adaptability and cross-functional experience. Our talent development approach reflects this shift, creating opportunities for employees to broaden their capabilities, build expertise across technologies and continuously develop new skills throughout their careers.

Cross-functional project exposure, structured mentoring and internal learning initiatives enable employees to strengthen their technical expertise while gaining broader industry and delivery experience. This not only supports individual career growth but also builds organisational agility by preparing professionals to respond to evolving client needs and emerging business opportunities.

Innovation is central to this journey. Internal hackathons, AI-focused innovation challenges and collaborative learning forums encourage employees to experiment with new technologies, exchange ideas and transform innovation into practical solutions that create value for clients.

Equally important is our commitment to responsible innovation. As AI becomes more deeply integrated into software engineering, we continue to embed principles of transparency, fairness and accountability across our learning programmes and engineering practices, ensuring technology is applied responsibly and with long-term value in mind.

Enabling Global Collaboration

As our teams continue to grow across geographies, collaboration has become one of Kellton's defining strengths. Delivering complex technology solutions today requires expertise that spans disciplines, locations and time zones. Our global delivery model is designed to bring together the right capabilities, regardless of geography, while providing clients with consistency, responsiveness and continuity throughout the delivery lifecycle.

Technology has played an important role in making this possible. Digital collaboration platforms, knowledge-sharing tools and AI-enabled productivity solutions have strengthened the way our teams communicate, share expertise and build upon one another's work. Knowledge developed within one delivery centre can be accessed and applied across the organisation, enabling teams to solve problems more efficiently and accelerate innovation for clients.

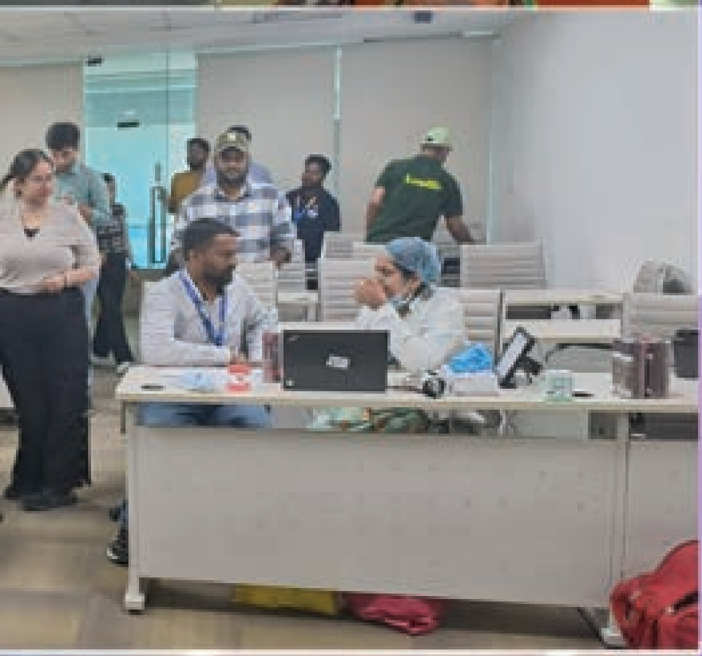
Equally important is the way we organise our work. Structured handovers, coordinated delivery planning and close alignment with client time zones enable our global teams to operate as one connected organisation. Rather than functioning as independent delivery centres, our locations contribute to a shared delivery ecosystem where collaboration, accountability and knowledge sharing are embedded in everyday operations. As client expectations continue to evolve, this connected way of working strengthens our ability to respond with agility while maintaining the quality, reliability and consistency that enterprise engagements demand.

Fostering a Culture Where People Thrive

While technology continues to reshape our industry, our long-term success depends on creating an environment where people feel supported, valued and empowered to do their best work.

We view employee well-being as an integral part of building a resilient and high-performing organisation. Throughout the year, we continued to invest in programmes that support physical and mental well-being, recognising that sustained performance is closely linked to a healthy, engaged and balanced workforce. Across our global locations, wellness initiatives, health programmes and employee engagement activities encouraged healthier lifestyles, strengthened collaboration and reinforced a strong sense of belonging.

Recognition remains equally important in shaping our culture. Through formal recognition programmes, peer appreciation and performance-based rewards, we celebrate meaningful contributions that strengthen engagement and encourage collaboration. Together with a workplace built on open communication, mutual respect and continuous feedback, these efforts create an environment where employees are empowered to contribute ideas, learn from one another and drive innovation that delivers value for our clients.



Preparing for the Skills of Tomorrow

Technology will continue to evolve, and so will the capabilities required to create value for clients. Preparing for that future requires a proactive approach to workforce planning that anticipates emerging skills rather than responding only when demand arises.

Our focus is therefore extending beyond today's priorities to the capabilities that will shape the next generation of digital transformation. We continue to strengthen expertise across areas such as Agentic AI, intelligent automation, AI-enabled software engineering, edge computing, explainable AI and responsible AI governance. These capabilities are expected to play an increasingly important role as enterprises seek to scale AI responsibly while balancing innovation with security, compliance and trust.

At the same time, we recognise that future readiness is not defined solely by technical expertise. As AI becomes more deeply integrated into business operations, success will increasingly depend on professionals who can combine technology knowledge with critical thinking, business understanding, creativity and sound judgement.

The ability to collaborate effectively with intelligent systems, interpret insights responsibly and apply technology in ways that create meaningful business outcomes will become equally important. Our workforce strategy therefore continues to balance technical excellence with broader leadership and professional capabilities, ensuring that our people are prepared not only for the technologies of tomorrow, but also for the changing expectations of clients, industries and society.

LOOKING AHEAD

Our people remain the foundation of Kellton's continued growth and transformation. As we strengthen our position as an AI-first product engineering organisation, we recognise that sustainable success will be built not only through technology, but through the collective capability, curiosity and commitment of our people.

The investments we make in learning, leadership development, inclusion, and employee well-being are investments in the long-term resilience of our business. They strengthen our ability to adapt to change, deepen client relationships and deliver solutions that create lasting value in an increasingly dynamic technology landscape.

Looking ahead, we will continue to build an organisation where people are empowered to learn continuously, collaborate openly and innovate responsibly. By combining technical excellence with a strong, inclusive culture, we are creating a workforce that is equipped not only to meet the demands of an AI-driven future, but to help shape it.

Corporate Information

BOARD OF DIRECTORS		
1.	**Mr. Niranjan Chintam**	Chairman & Whole-Time Director
2.	**Mr. Krishna Chintam**	Managing Director
3.	**Mr. Karanjit Singh**	Whole-Time Director
4.	**Mr. Srinivas Potluri**	Non-Executive Director
5.	**Mr. Abhaya Shankar**	Independent, Non-Executive Director
6.	**Mr. Srinivasa Vijay Kumar Appana**	Independent, Non-Executive Director
7.	**Mr. Satya Prasad Sayala**	Independent, Non-Executive Director
8.	**Ms. Geeta Goti**	Independent, Non-Executive Director

KEY MANAGERIAL PERSONNEL		
1.	**Mr. Niranjan 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

Name	Category of Director	Designation
Mr. Satya Prasad Sayala	Non-Executive Independent Director	Chairman
Mr. Srinivasa Vijay Kumar Appana	Non-Executive Independent Director	Member
Mr. Niranjan Chintam	Executive Director	Member

Nomination & Remuneration Committee cum Compensation Committee

Name	Category of Director	Designation
Mr. Srinivasa Vijay Kumar Appana	Non-Executive Independent Director	Chairman
Mr. Abhaya Shankar	Non-Executive Independent Director	Member
Mr. Satya Prasad Sayala	Non-Executive Independent, Director	Member
Mr. Niranjan Chintam	Executive Director	Member

Stakeholders Relationship Committee

Name	Category of Director	Designation
Mr. Satya Prasad Sayala	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		
Name	**Category of Director**	**Designation**
Mr. Srinivasa Vijay Kumar Appana	Non-Executive Independent Director	Chairman
Mr. Satya Prasad Sayala	Non-Executive Independent Director	Member
Mr. Krishna Chintam	Executive Director	Member

Risk Management Committee		
Name	**Category of Director**	**Designation**
Mr. Satya Prasad Sayala	Non-Executive Independent Director	Chairman
Mr. Srinivasa Vijay Kumar Appana	Non-Executive Independent Director	Member
Mr. Niranjan Chintam	Executive Director	Member

Securities Issuance Committee		
Name	**Category of Director**	**Designation**
Mr. Satya Prasad Sayala	Non-Executive Independent Director	Chairman
Mr. Krishna Chintam	Executive Director	Member
Mr. Niranjan Chintam	Executive Director	Member

CORPORATE IDENTITY NUMBER : L72200TG1993PLC016819

CORPORATE & REGISTERED OFFICE

Plot No. 1367, Road No. 45,
Jubilee Hills, Hyderabad,
Telangana - 500 033
Tel No - 040-44333000
Email id: compliance@kelltontech.com
Website: https://www.kellton.com

STATUTORY AUDITOR

Anant Rao & Malik
Chartered Accountants,
B-409/410, Kushal Towers, Khairtabad,
Hyderabad - 500004, Telangana
Email Id: armcas@gmail.com

SECRETARIAL AUDITOR

NVSS Suryanarayana Rao
Practicing Company Secretary

INTERNAL AUDITOR

CA Ravindhar Nagireddy
Chartered Accountant

REGISTRAR AND SHARE TRANSFER AGENT

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

BANKERS

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

Bandhan Bank
Madhapur, Hyderabad-500 081

Standard Chartered Bank
Somajiguda, Hyderabad-500 082

WEBSITE

https://www.kellton.com

COMPLIANCE OFFICER

Rahul Jain
Company Secretary and Compliance Officer
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 32nd Annual General Meeting

NOTICE IS HEREBY GIVEN THAT THE 32nd ANNUAL GENERAL MEETING OF THE MEMBERS OF KELLTON TECH SOLUTIONS LIMITED ("THE COMPANY") WILL BE HELD ON WEDNESDAY, SEPTEMBER 30, 2026 AT 11:00 A.M IST THROUGH VIDEO CONFERENCING (VC) / OTHER AUDIO VISUAL MEANS (OAVM) TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESSES:

1. TO CONSIDER AND ADOPT THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY TOGETHER WITH THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026.

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

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026 and the reports of the Board of Directors and Auditor thereon as circulated to the members with the notice of the Annual General Meeting, be and are hereby received, considered and adopted."

2. TO CONSIDER AND ADOPT THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY TOGETHER WITH THE AUDITORS' REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026.

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

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026 and the report of Auditor thereon, as circulated to the members with the notice of the Annual General Meeting, be and are hereby received, considered and adopted."

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

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

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

SPECIAL BUSINESSES:

4. THE RE-APPOINTMENT OF , Ms. GEETA GOTI (DIN: 06866598) AS AN INDEPENDENT WOMAN DIRECTOR

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, 160 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 16(1)(b), Regulation 17(1C), Regulation 25(2A), Regulation 36 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the shareholder of the Company be and is hereby accorded to re-appoint, ***Ms. Geeta Goti (DIN: 06866598)***, whose first term as an Independent Woman Director of the Company is due to expire on September 05, 2027 and who is eligible for re-appointment for a second term, be and is hereby re-appointed as a Non-Executive Independent Woman Director of the Company, not liable to retire by rotation, for a further term of five (5) consecutive years **commencing from September 06, 2027 and ending on September 05, 2032**;

RESOLVED FURTHER THAT the re-appointment of Ms. Geeta Goti (DIN: 06866598), shall be subject to the applicable provisions of the Act, the SEBI LODR Regulations and the Articles of Association of the Company and she shall perform such duties and exercise such powers as are prescribed under the Act, the SEBI LODR Regulations, Schedule IV to the Act and the Articles of Association of the Company;

RESOLVED FURTHER THAT Ms. Geeta Goti (DIN: 06866598), shall be entitled to receive such sitting fees and reimbursement of expenses for attending meetings of the Board of Directors and Committees thereof as may be determined by the Board of Directors from time to time, subject to the limits prescribed under the Act and the SEBI LODR Regulations, and shall not be entitled to any stock options;

RESOLVED FURTHER THAT the Board of Directors of the Company, including any Committee thereof and/ or any officer(s) of the Company authorised by the Board, be and are hereby severally authorised to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be necessary, desirable or expedient to give effect to this resolution, including making necessary filings with the Registrar of Companies, stock exchanges and other statutory or regulatory authorities and to settle any question, difficulty or doubt that may arise in this regard."

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

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 41, 42, 62 (1)(c), 179 and other relevant provisions, if any, of the Companies Act, 2013 **("the Act")**, and the relevant rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (each including any amendment(s), statutory modification(s) or reenactment thereof), and in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company; the Foreign Exchange Management Act, 1999 and the relevant Rules and Regulations made thereunder; the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended **(the "SEBI Listing Regulations")**; the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended **(the "SEBI ICDR Regulations")**; the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended **(the "FCCB Scheme")**, Foreign Exchange Management (Borrowing and Lending) Regulations, 2018, as amended, the Master Direction – External Commercial Borrowings, Trade Credits and Structured Obligations dated March 26, 2019, as amended, issued by Reserve Bank of India **("RBI"),** (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force); the extant consolidated Foreign Direct Investment Policy, as amended and replaced from time to time **("FDI Policy")** and the Foreign Exchange Management **(Non-Debt Instruments)** Rules, 2019, as amended, and such other applicable laws, statutes, rules, regulations, guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the Government of India **("GOI"),** Ministry of Finance (Department of Economic Affairs) **("MoF"),** Department for Promotion of Industry and Internal Trade, Ministry of Corporate Affairs **("MCA"),** RBI, the Securities and Exchange Board of India **("SEBI")**, BSE Limited, National Stock Exchange of India Limited **(together the "Stock Exchanges")** and/or any other regulatory/ statutory authorities under any other applicable law, from time to time (hereinafter singly or collectively referred to as the "Appropriate Authorities") to the extent applicable and subject to the term(s), condition(s), modification(s), consent(s), sanction(s) and approval(s) of any of the Appropriate Authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such terms, conditions, modifications, approvals, consents and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **"Board"**), approval of the Members be and is hereby accorded to the Board, and the Board be and is hereby authorized to raise funds by way of issuance of equity shares or other eligible securities through permissible modes, including but not limited to a private placement, preferential issue, qualified institutions placement and/ or by way of issuance and allotment in one or more tranches of private or public offerings (including on preferential allotment basis) in international markets, through prospectus/ offer letter/ offering circular/ offering memorandum or other permissible/requisite offer documents, Foreign Currency Convertible Bonds (FCCBs) (whether fully or partly paid) and/or any other similar securities which are convertible or exchangeable into equity shares of the Company ("Securities") at the option of the Company and/ or the security holders, denominated and subscribed to in foreign currency by eligible persons as determined by the Board in its discretion, whether unsecured or secured by creation of charge/encumbrance on the assets of the Company, in such manner and on such terms and condition(s) or such modification(s) thereto as the Board may determine in consultation with the Lead Manager(s) and/ or Underwriters and/or Arrangers and/or other advisors, subject to applicable laws; provided that the aggregate amount to be raised by issuance of such Securities shall not exceed **USD 50 Million** or its equivalent amount in any foreign currencies as may be necessary;

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

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

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

RESOLVED FURTHER THAT in pursuance of the aforesaid resolution:

a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and

b) the Securities to be created, offered, issued and allotted in terms of this resolution, shall rank *pari-passu* in all respects with the existing securities of the Company in all respects, if any;

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of securities, as described above, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of securities including the number of securities that may be offered, face value of securities, rate of interest, discount, conversion ratio and proportion thereof, security for creation of charge, timing for issuance of such securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advice as well as acting as depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalize, approve and issue any document(s), including but not limited to prospectus and/or letter of offer, offering circular, offering Memorandum and/or circular, documents and agreements including filing of such documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

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

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

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

Sd/-
Krishna Chintam
Managing Director
DIN: 01658145

Date : 05.09.2026
Place: Hyderabad

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

Notes:

1. The Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 5, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 (the last of which permits the conduct of general meetings through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") until further orders) (collectively, the "MCA Circulars"), and the Securities and Exchange Board of India ("SEBI") vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023, and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, read with SEBI Master Circular No. SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 (collectively, the "SEBI Circulars"), have permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Members at a common venue.

2. In compliance with the MCA Circulars and the SEBI Circulars, applicable provisions of the Companies Act, 2013 ("Act") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and pursuant to Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 32nd AGM of the Company is being conducted through VC/OAVM on **Wednesday, September 30, 2026 at 11:00 A.M. (IST).** The deemed venue for the 32nd AGM shall be the Registered Office of the Company.

3. The Explanatory Statement as required under Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the AGM is annexed hereto. Additional information and relevant details pursuant to the applicable provisions of the SEBI Listing Regulations, the Securities and Exchange Board of India (Share Based Employee Benefit and Sweat Equity) Regulations, 2021 and other relevant SEBI regulations, and the Secretarial Standard on General Meetings ("SS-2"), are annexed hereto.

4. 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 the 32nd AGM is being held pursuant to the MCA Circulars and the SEBI Circulars through VC/OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly, **the facility for appointment of proxies by the Members will not be available for the AGM** and, hence, the proxy form, attendance slip and route map of the AGM venue are not annexed to this Notice.

5. Pursuant to Section 113 of the Act, representatives of Institutional/Corporate Members (i.e. other than individuals/HUF, NRI, etc.) intending to send their authorised representative(s) to attend the Meeting through VC/OAVM are requested to send a Certified True Copy of the relevant Board Resolution/Authorisation, 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/Authorisation shall be sent to the Company at the e-mail address ***compliance@kelltontech.com*.**

6. The Members can join the AGM in VC/OAVM mode 15 minutes before and after the scheduled time of 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 1,000 members on a 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 the first-come-first-served basis.

7. The attendance of 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.

8. In compliance with the MCA Circulars and the SEBI Circulars, the Notice of the AGM along with the Annual Report for the financial year ("FY") 2025-26 is **being sent only through electronic mode to those Members** whose names appear in the Register of Members/Beneficial Owners maintained by the Company/Depositories as on the BENPOS date, i.e., **August 28, 2026** and whose e-mail addresses are registered with the Company/Depositories for communication purposes, unless a Member has requested a physical copy of the same. Members may note that the Notice and Annual Report for FY 2025-26 will also be available on the website of the Company, i.e. ***https://www.kellton.com/*.** The Notice can also be accessed from the websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited, at ***https://www.bseindia.com/* and *https://www.nseindia.com/*** respectively, and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility), i.e. *https://www.evoting.nsdl.com/*.

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

10. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI Listing Regulations (as amended), and the MCA Circulars and SEBI Circulars, the Company is providing the 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 engaged National Securities Depository Limited ("NSDL") as the authorised agency for facilitating voting through electronic means. The facility of casting votes by a Member using the remote e-voting system, as well as e-voting during the AGM, will be provided by NSDL.

11. 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.**

12. The **Register** of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the Directors are interested, **will remain open** for inspection by 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.

13. The Register of Members and Share Transfer Books of the Company will remain closed from **Wednesday, September 23, 2026 to Wednesday, September 30, 2026** (both days inclusive) for the purpose of the Meeting.

14. Pursuant to SEBI/MCA mandates effective April 01, 2019, existing Members holding securities in physical form who intend to transfer their securities can do so only in dematerialised form. Members holding shares in physical form are requested to consider converting their shareholding to dematerialised form to eliminate the risks associated with physical shares, for ease of portfolio management as well as for ease of transfer. Shareholders may write to the Company at ***compliance@kelltontech.com*** or contact the Company's RTA, XL Softech Systems Limited, at ***xlfield@gmail.com*.**

15. To support the "Green Initiative", **Members who have not registered their e-mail addresses are requested to register** the same with the Company's Registrar and Share Transfer Agent ("RTA"), XL Softech Systems Limited, or their Depository Participants, in respect of shares held in physical/electronic mode, respectively.

16. Members who have not registered their e-mail addresses so far are requested to register the same for receiving all communication, including the Annual Report, Notices, Circulars, etc., from the Company electronically.

17. **Updation of Members' Details:** The format of the Register of Members prescribed by the 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. SEBI has also mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form are requested to submit their details to their DPs with whom they maintain their demat accounts. Members holding shares in physical form can submit their details to the Company's RTA at *xlfield@gmail.com*.

18. Members holding shares in a single name are especially advised to make a nomination in respect of their shareholding in the Company, and for cancellation and variation of nomination, if desired.

19. Members desiring information regarding the Accounts are requested to write to the Company at an early date through e-mail at *compliance@kelltontech.com*. The Company will respond suitably.

20. Members holding physical shares in an identical order of names in more than one folio are requested to send the details of such folios, together with the share certificates, to the Company's RTA for consolidation of their holding into a single folio. A consolidated share certificate will be issued after making the requisite changes. Members are also requested to intimate any change in their residential status on return to India for permanent settlement.

21. Members are requested to furnish particulars of their bank account maintained in India, with complete name, branch, account type, account number and address of the bank with PIN code, if not already furnished.

22. Members are requested to notify the Company/RTA of any change in address or the demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. A 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:** In compliance with the provisions of Section 108 of the Act, 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 the 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 the resolutions set out in this Notice. The Company has engaged NSDL as the agency to provide the e-voting facility. Members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ("remote e-voting"), and the services will be provided by NSDL.

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

    - The Resolutions passed by remote e-voting shall be deemed to have been passed as if passed at the AGM. The Notice of the AGM, indicating the instructions for remote e-voting, can be downloaded from NSDL's website www.evoting.nsdl.com or the Company's website www.kellton.com.

    - The facility for e-voting shall also be made available at the Meeting, and 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.

    - 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 a vote is cast by both modes, the vote cast through remote e-voting will be considered final and the vote cast at the Meeting will not be considered.

    - Members holding shares in physical or dematerialised form as on Wednesday, **September 23, 2026 ("Cut-off Date") shall be eligible to cast their vote** by remote e-voting.

    - Members may cast their votes on the electronic voting system from any place (remote e-voting). **The remote e-voting period commences on Saturday, September 26, 2026 at 09:00 A.M. (IST) and ends on Tuesday, September 29, 2026 at 05:00 P.M. (IST).** During this period, Members holding shares either in physical or dematerialised form as on the Cut-off Date may cast their vote by remote e-voting. **The remote e-voting module shall be disabled by NSDL for voting after 05:00 P.M. (IST) on Tuesday, September 29, 2026.**

25. Any person who acquires shares of the Company and becomes a Member after dispatch of the Notice of the AGM, and who holds shares as on the Cut-off Date, i.e., Wednesday, September 23, 2026, may obtain the login ID and password by sending a request to *evoting@nsdl.co.in* or *xlfield@gmail.com*. Members already registered with NSDL for remote e-voting may use their existing User ID and password. Members who have forgotten their password may reset it using the "Forgot User Details/Password" or "Physical User Reset Password" option available at www.evoting.nsdl.com, or contact NSDL at Toll Free No. 1800-222-990 or e-mail at *evoting@nsdl.co.in*.

26. Please note that 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 of the facility of voting, either through remote e-voting or voting at the AGM.

27. The Board of Directors has appointed **Mr. N. V. S. S. Suryanarayana Rao, Practicing Company Secretary (Membership No. ACS 5868), as Scrutinizer** to scrutinize the remote e-voting process, as well as voting at the Meeting, in a fair and transparent manner.

28. 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 two witnesses not in the employment of the Company, and shall, within two working days of the conclusion of the General Meeting, submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, to the Chairman or any other person authorised by the Chairman in writing, who shall countersign the same.

29. The results, declared along with the Scrutinizer's Report, will be placed on the Company's website www.kellton.com and on the website of NSDL, www.evoting.nsdl.com, immediately after declaration by the Chairman or any other person authorised by the Chairman, and shall simultaneously be communicated to BSE Limited and National Stock Exchange of India Limited, where the securities of the Company are listed. The results shall also be displayed on the Notice Board at the Registered Office of the Company.

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

The remote e-voting period begins From: Saturday, September 26, 2026, 09:00 A.M. (IST) **and ends on** Tuesday September 29, 2024 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.* Wednesday, September 23, 2026**, 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 **Wednesday, September 23, 2026.**

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

<u>How do I vote electronically using NSDL e-Voting system?</u>

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

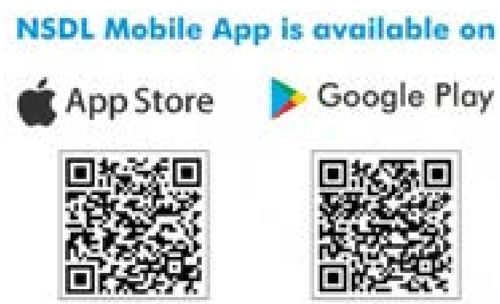
STEP 1: ACCESS TO NSDL E-VOTING SYSTEM

A) Login method for e-voting and joining virtual AGM for individual members holding securities in Demat mode

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

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

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

Type of Membe	Login Method
Individual Shareholders olding securities in demat mode with NSDL.	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https:// eservices.nsdl.com either on a Personal Computer or on a Mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or ESP name and you will be re-directed to e-Voting website of NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the Remote e-Voting period or joining virtual AGM & e-Voting during the AGM. 2. If the user is not registered for IDeAS e-Services, option to register is available at https:// eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices. nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https:// www.evoting.nsdl.com/either on a Personal Computer or on a Mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User Id (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL site wherein you can see e-Voting page. Click on Company name or ESP name i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the Remote e-Voting period or joining virtual AGM & e-Voting during the AGM. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www. cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing Myeasi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

Type of Membe	Login Method
	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia. com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL site after successful authentication, wherein you can see e-Voting feature. Click on Company name or ESP i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the Remote e-Voting period or joining virtual AGM & e-Voting during the AGM.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a Mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices. nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12******then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is **142559** 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 user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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

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

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

STEP 2: CAST YOUR VOTE ELECTRONICALLY AND JOIN GENERAL MEETING ON NSDL E-VOTING SYSTEM

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

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

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

GENERAL GUIDELINES FOR SHAREHOLDERS/MEMBERS:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csnvss@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022- 4886 7000 and 022 - 2499 7000 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to compliance@kellton.com In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to compliance@kellton.com

2. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 (A)** ***i.e*****. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

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

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

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.

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

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/ OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at compliance@kelltontech.com. The same will be replied by the company suitably.

6. Registration of Speaker related point needs to be added by Company.

Explanatory Statement

Pursuant to Section 102 (1) of the Companies Act, 2013 ("the Act") read with section 110 of the Companies Act, 2013.

ITEM NO 4

THE RE-APPOINTMENT OF MS. GEETA GOTI (DIN: 06866598) AS AN INDEPENDENT WOMAN DIRECTOR

Ms. Geeta Goti (DIN: 06866598) was appointed as an **Additional Director in the category of Independent Director** of the Company with effect from **September 06, 2022**, pursuant to the provisions of Section 161 of the Companies Act, 2013 ("Act"), based on the recommendation of the Nomination and Remuneration Committee of the Company. Her appointment as a Non-Executive Independent Woman Director was thereafter approved by the Members of the Company for a term of five (5) consecutive years commencing from **September 06, 2022 and ending on September 05, 2027**. The original appointment was for a period of five years and her office was not liable to retire by rotation.

Ms. Geeta Goti's first term as an Independent Woman Director of the Company is due to expire on **September 05, 2027**. In accordance with Section 149(10) of the Act, an Independent Director may be re-appointed for a second term of up to five consecutive years by passing a Special Resolution in the general meeting. Further, pursuant to Regulation 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the re-appointment of an Independent Director of a listed entity is required to be approved by the Members by way of a Special Resolution.

Independence and other confirmations

Ms. Geeta Goti (DIN: 06866598) has given her consent to continue to act as an Independent Director of the Company and has confirmed that she meets the criteria of independence as prescribed under **Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI LODR Regulations**. The earlier disclosures also record her confirmation

regarding her eligibility and independence under these provisions. She has further confirmed that she is not disqualified from being appointed as a Director under the applicable provisions of the Act and is not debarred or restrained from acting as a Director by the Securities and Exchange Board of India or any other statutory or regulatory authority.

The Company has received the necessary declarations, consent and other applicable disclosures from Ms. Geeta Goti in connection with her proposed re-appointment.

Terms and conditions of re-appointment

Ms. Geeta Goti is proposed to be re-appointed as a **Non-Executive Independent Woman Director** of the Company for a second term of five (5) consecutive years commencing from **September 06, 2027 and ending on September 05, 2032**. In accordance with the applicable provisions of the Act, her office shall **not be liable to retire by rotation**.

Board's recommendation

The Nomination and Remuneration Committee, at its meeting held on **September 05, 2026**, recommended the re-appointment of Ms. Geeta Goti for a second term of five (5) consecutive years.

The **Board of Directors, at its meeting held on September 05, 2026**, after considering the recommendation of the Nomination and Remuneration Committee and being satisfied with her qualifications, experience, expertise, performance and continued suitability for the position, approved and recommended the re-appointment of Ms. Geeta Goti as a Non-Executive Independent Woman Director of the Company for a second term of five (5) consecutive years commencing from **September 06, 2027 and ending on September 05, 2032**.

Accordingly, the Board recommends the resolution set out at **Item No. 4** of the Notice for approval of the Members by way of a **Special Resolution**.

Except Ms. Geeta Goti, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Brief Profile

Ms. Geeta Goti has around three decades of experience with Government, private-sector organisations and NGOs. Her consulting experience extends across various sectors including agriculture, airlines, FMCG, banking, IT services and NGOs, including organisations in the United States, UAE, Mexico, China and Sri Lanka, besides extensive experience in India.

She has also been associated with matters relating to Prevention of Sexual Harassment of Women at Workplace since 2000 and has served as a third-party member on Internal Committees of various organisations. She has also been associated with initiatives relating to women empowerment, entrepreneurship development and community-level initiatives concerning women.

Her academic qualifications include **MSW (Social Work)** and a **Bachelor's degree in Psychology, Sociology and English Literature**.

Ms. Geeta Goti has also served as a Woman Independent Director on the Board of National Small Industries Corporation Limited and as an Independent Director on the Board of Banka Bioloo.

ITEM NO 6

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

The Members of the Company had earlier accorded their approval for raising funds by way of issuance of Foreign Currency Convertible Bonds ("FCCBs") on a private placement basis, aggregating **up to USD 50 Million**, in accordance with the applicable provisions of the Companies Act, 2013, the rules made thereunder and other applicable laws and regulations.

However, the proposed issuance of FCCBs could not be completed due to the adverse geopolitical conditions prevailing during the relevant period. Since a period of one year has elapsed from the date of the earlier approval of the Members, the Company proposes to seek fresh approval of the Members for the proposed issuance of FCCBs, in order to comply with the applicable provisions of the Companies Act, 2013 and other applicable rules, regulations, circulars and guidelines. Except for obtaining such fresh approval, there is no change in the terms and conditions of the proposed issuance of FCCBs as approved earlier by the Members.

The Audit Committee, at its meeting held on September 04, 2026, considered and approved the proposal for raising funds through issuance of FCCBs on a private placement basis, aggregating up to USD 50 Million, and recommended the same to the Board of Directors of the Company. The Board of Directors, at its meeting held on September 05, 2026, considered and approved the proposal and recommended the same to the Members for their approval by way of a Special Resolution.

The Board of Directors (hereinafter called the **"Board"**) at its meeting has approved raising of funds, inter alia, by way of issuance of equity shares or other eligible securities through permissible modes, in domestic/international markets, through prospectus/ offer letter/ offering circular/ offering memorandum or other permissible/requisite offer documents, Foreign Currency Convertible Bonds (FCCBs) (whether fully or partly paid) and/or any other similar securities which are convertible or exchangeable into equity shares and/or any other financial instrument(s)/ securities convertible into and/ or linked to equity shares of the Company ("Securities") for an aggregate amount of USD 50 Mn or its equivalent amount in any foreign currencies as may be necessary.

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

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

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

The issue of Securities may be consummated in one or more tranches at such time or times at such price as may be determined by the Board (including any Committee thereof) in its absolute discretion, taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with advisors, lead managers, underwriters and such other authority or authorities as may be necessary and subject, as applicable, to the ICDR Regulations, and other applicable law, guidelines, notifications, rules and regulations, each as amended.

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

The relevant date (where applicable) for the purpose of pricing the Securities shall be the date of the meeting in which the Board or any Committee duly authorised by the Board decides to open the issue of such Securities, subsequent to receipt of Members' approval in terms of the applicable laws.

For the purposes of clarity: In the event the Securities are proposed to be issued as FCCBs and/or GDRs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the FCCB Scheme and/ or other applicable pricing provisions issued by the Ministry of Finance.

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

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

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

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

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

The Board believes that the issue of Securities of the Company is in the best interest of the Company and none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested financially or otherwise, in the resolution set out at Item No. 5 of the Notice except to the extent of their shareholding.

The Board recommends the enabling **Special Resolution** set out at **Item Nos. 5** of the Notice for approval of the Members.

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

Additional Information

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

Name of the Director	**Srinivas Potluri**	**Geeta Goti**
Name of the Director	Mr. Srinivas Potluri	Ms. Geeta Goti
DIN	03412700	08665998
Date of Birth	September 10, 1965	December 16, 1965
Date of first appointment on the Board	December 31, 2009	September 30, 2022
Nature of Appointment	Re-appointment as Non-Executive N on-Independent Director	Re-appointment as Non-Executive Independent Woman Director
Proposed Term of Appointment	Upto the Next Annual General Meeting	Second term of 5 consecutive years effective from September 06, 2027 to September 05, 2032
Qualification	Graduated MBA from Northwestern University Kellogg School of Management	MSW (Social Work) and Bachelor's degree in Psychology, Sociology and English Literature
Directorship in other Companies	Apart from the Company, he is not a director in any other Listed Company	National Small Industries Corporation Limited and Banka BioLoo Limited
Number of Shares held in the Company including shareholding as a beneficial owner	16,66,660	Nil
Disclosure of Inter-se relationship between Directors and KMPs	Not related to any Director and KMP	Not related to any Director and KMP
Number of Board Meetings attended during FY 2025-26	12	11
Listed Entity from which Director has resigned in the past 3 years	Nil	Nil
Consent to act as Director	Yes	Yes
Declaration of Independence	Not applicable	Yes
Disqualification / Debarment	No disqualification / debarment	No disqualification / debarment
Retirement by Rotation	To be confirmed	Not liable to retire by rotation

Directors' Report

Dear Members,

Your Directors are pleased to present the 32nd Annual Report, highlighting the Business Performance along with the Audited Financial Statements for the financial year ended March 31, 2026. This report epitomizes our commitment to transparency, accountability, and the highest standards of corporate governance.

1. HIGHLIGHTS OF FINANCIAL PERFORMANCE:

Consolidated:

Revenue from Operations:

The Company recorded a revenue from operations of **₹ 1,21,694.38 Lakhs** in the current financial year, as compared to **₹ 1,09,782.12 Lakhs** in the previous financial year.

Profit Before Tax (PBT) and Exceptional Items:

Profit before tax and exceptional items stood at **₹ 10,730.19 Lakhs**, as compared to **₹ 9,250.35 Lakhs** in the previous financial year, registering an increase during the year under review.

Profit After Tax (PAT):

Profit after tax increased to **₹ 9,166.39 Lakhs**, as compared to **₹ 7,972.37 Lakhs** in the previous financial year, reflecting an improvement in the profitability of the Company.

Standalone:

Revenue from Operations:

The Company recorded a revenue from operations of **₹ 20,942.44 Lakhs** in the current financial year, as compared to **₹ 18,893.22 Lakhs** in the previous financial year.

Profit Before Tax (PBT) and Exceptional Items:

Profit before tax and exceptional items stood at **₹ 2,079.59 lakhs**, as compared to **₹ 1,813.89 Lakhs** in the previous financial year, registering an increase during the year under review.

Profit After Tax (PAT):

Profit after tax increased to **₹ 1,485.94 Lakhs**, as compared to **₹ 1,352.22 Lakhs** in the previous financial year, reflecting an improvement in the profitability of the Company.

The summarized financial results o f t he Company for the period ended March 31, 2026 are as follows:

(Amt in Lakhs)

PARTICULARS	STANDALONE		CONSOLIDATED	
	2025-26	2024-25	2025-26	2024-25
Revenue from operations	20,942.44	18,893.22	1,21,694.38	1,09,782.12
Other Income	816.75	179.61	841.45	206.98
Total Revenue	**21,759.19**	**19,072.83**	**1,22,535.84**	**1,09,989.10**
Total Expenditure	**19,679.70**	**17,258.94**	**1,11,805.65**	**1,00,738.75**
Profit / (Loss) before Exceptional Items	2,079.49	1,813.89	10,730.19	9,250.35
Exceptional Items	3.59	(0.46)	3.59	(0.46)
Profit/(Loss) before taxes	2,083.08	1,813.43	10,733.78	9,249.89
Tax Expense	597.14	461.21	1,567.39	1,277.51
Profit/(Loss) after Tax	**1,485.94**	**1,352.22**	**9,166.39**	**7,972.37**
Earnings per equity share in ₹	**0.29**	**0.28**	**1.79**	**1.64**
Total Comprehensive Income for the period	1,737.27	1,369.42	9,620.17	8,056.09

2. REVIEW OF PERFORMANCE AND STATE OF THE COMPANY'S AFFAIRS:

Your Directors are delighted to report that the Company has delivered an extraordinary performance during the year under review, despite the severe challenges faced by the global and domestic economy. While most sectors and industries witnessed significant slowdowns and widespread de-growth, your Company stood apart by not only withstanding the impact but also demonstrating remarkable resilience, agility, and excellence in execution.

This outstanding performance is a testament to the strength of our business fundamentals, the relentless focus on innovation and customer-centricity, and the dedication of our employees across geographies. The Company continued to reinforce its position as a leading global engineering and technology solutions provider, enabling customers to design, build, operate, and maintain next-generation products and services that meet the highest benchmarks of safety, reliability, and sustainability.

Through intelligent engineering, advanced digital capabilities, and deep domain expertise, your Company has consistently created tangible value for customers, even in a volatile environment. This ability to outperform amidst adversity has further strengthened our reputation as a partner of choice for global businesses seeking to embrace digital transformation, automation, and sustainable solutions.

Looking ahead, the Company remains committed to accelerating innovation, expanding global partnerships, and pursuing opportunities that align with our vision of shaping a digital, autonomous, and sustainable future. With unwavering confidence in our strategy and execution, we believe that the foundations laid during this year of extraordinary performance will fuel stronger growth and long-term value creation for all stakeholders.

3. CHANGE IN THE NATURE OF BUSINESS, IF ANY:

During the year under review, there has been no change in the nature of business of the Company, and the operations continued to be carried out in line with its core areas of expertise and strategic focus. Further, there has been no change in the nature of business activities of the Company's subsidiaries, and they continued to operate within their respective domains of competence. This consistency reflects the stability of the Group's business model and its steady alignment with the long-term interests of the Members and all stakeholders.

4. DIVIDEND AND TRANSFER TO RESERVES:

The Board of Directors, after careful consideration of the Company's performance, future growth opportunities, and the need to strengthen financial stability, has decided not to recommend any dividend for the financial year ended March 31, 2026. Accordingly, no amount is proposed to be transferred to the reserves, and the entire profits for the year have been retained in the Profit and Loss Account to support business expansion, innovation, and long-term value creation.

As on the Balance Sheet date, the Company did not have any amounts due or outstanding to be credited to the Investor Education and Protection Fund, in compliance with the relevant statutory requirements.

For complete details on movement in Reserves and Surplus during the financial year under review, please refer to the Statement of Changes in Equity included in the Standalone and Consolidated financial statements of the Company for FY 2025-26.

Further, in line with the requirements of Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has in place a duly approved Dividend Distribution Policy, which outlines the guiding principles for declaration and distribution of dividend. The Policy is available on the Company's website at: https://www.kellton.com/legal-policies.

5. ANNUAL RETURN:

Pursuant to the provisions of Section 92(3) of the Companies Act, 2013, read with Rule 12 of the Companies (Management and Administration) Rules, 2014, a copy of the Annual Return of the Company for the financial year 2025-26, prepared in accordance with Section 92(1) of the Act, has been placed on the Company's website. The same is available at the following link: https://www.kellton.com/annual-general-meeting

6. Material changes and commitments affecting the financial position between the end of the financial year and date of the report

There are no material changes after the closure of Financial Year

7. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

There are no significant and material orders has been passed by Regulators or Courts, Tribunals impacting the going concern status and Company's operations in future.

8. SHARE CAPITAL:

The Authorised Share Capital of the Company as on March 31, 2026 stood at ₹100,00,00,000 (Rupees One Hundred Crore only) divided into 100,00,00,000 (One Hundred Crore) Equity Shares of ₹1/- each, consequent upon the increase in the Authorised share capital and the sub-division of the face value of equity shares from ₹5/- each to ₹1/- each, as approved by the shareholders during the year.

The paid-up share capital of the Company as on April 01, 2025 stood at ₹ 48,75,69,670 (Rupees Forty-Eight Crore Seventy-Five Lakh Sixty-Nine Thousand Six Hundred Seventy only) comprising 9,75,13,934 equity shares of ₹5/- each. Further, Pursuant to the approval of the shareholders for the sub-division of equity shares, each equity share having a face value of ₹5/- each was sub-divided into five equity shares of ₹1/- each with effect from the **Record Date**, resulting in 48,75,69,670 equity shares of ₹1/- each, without any change in the aggregate paid-up share capital of the Company.

During the year, the Company allotted 4,02,35,000 equity shares of ₹1/- each upon the conversion of Foreign Currency Convertible Bonds (FCCBs) at the pre-determined conversion price in accordance with the terms of issue and the applicable regulatory framework. Further, the Company allotted 36,00,000 equity shares of ₹1/- each on March 31, 2026, pursuant to the conversion of 36,00,000 fully convertible warrants upon receipt of the balance subscription amount as prescribed under the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

However, the listing and trading approval from BSE Limited and National Stock Exchange of India Limited is pending as at March, 31, 2026.

The above disclosure shall be read and considered wherever the share capital of the Company is referred to in this Annual Report.

Accordingly, as on March 31, 2026, the paid-up share capital of the Company stood at ₹53,14,04,670 (Rupees Fifty-Three Crore Fourteen Lakh Four Thousand Six Hundred Seventy only) comprising 53,14,04,670 equity shares of ₹1/- each.

As on March 31, 2026, the listed share capital of the Company stood at ₹52,78,04,670 (Rupees Fifty-Two Crore Seventy-Eight Lakh Four Thousand Six Hundred Seventy only) comprising 52,78,04,670 equity shares of ₹1/- each. The difference of 36,00,000 equity shares represents the equity shares allotted on March 31, 2026, pursuant to the conversion of warrants, for which the listing and trading approvals from the Stock Exchanges were pending as on March 31, 2026.

The Company has not issued any shares with differential voting rights. Accordingly, the provisions of Section 43(a)(ii) of the Companies Act, 2013, read with Rule 4(4) of the Companies (Share Capital and Debentures) Rules, 2014, are not applicable to the Company.

Summary of Changes in the Paid-up Share Capital during the Financial Year 2025-26

S.No	Particulars	Allotment Date	No. of Shares Allotted	Post allotment Capital
1.	**FCCB**	July 04, 2025	56,32,900	49,32,02,570
2.	**FCCB**	August 26, 2025	2,05,19,850	51,37,22,420
3.	**FCCB**	September 08, 2025	40,23,500	51,77,45,920
4.	**FCCB**	September 25, 2025	1,00,58,750	52,78,04,670
5.	**Conversion of Warrants**	March 31, 2026	36,00,000	53,14,04,670

The shareholders of the Company had approved the Kellton Tech Solutions Limited Employee Stock Option Scheme, 2013 ("ESOP 2013"), pursuant to which stock options are granted to eligible employees in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. The disclosures relating to the Scheme, as required under the applicable regulations, form part of this Annual Report.

Disclosure regarding Employees Stock Option Plan and forming part of the Directors' Report for the year ended March 31, 2026 is as follows:

S.No	Particulars	Description
1.	Date of Shareholder's approval	ESOP Scheme, 2013 as approved on 27/12/2013 and amendment made on 27/09/2017 and on 30/09/2024 at the 23rd and 30th Annual General Meeting of the Company
2.	Total number of options granted	2,31,63,330
3.	Vesting requirements	12-60 months
4.	The pricing formula	Closing price of equity shares on the stock exchange where the shares are listed from vesting date
5.	Maximum term of options granted	Employees to exercise options within 3 years
6.	Source of shares	Primary
7.	Method used to account for ESOS	Fair Value

Option movement during the year (For each ESOS):

Particulars	Details
Number of options outstanding at the beginning of the period	35,38,505
Number of options granted during the year	0
Number of options forfeited / lapsed during the year	1,66,670
Number of options vested during the year	9,02,775
Number of options exercised during the year	-
Number of shares arising as a result of exercise of options	-
Money realized by exercise of options (INR), if scheme is implemented directly by the company	-
Loan repaid by the Trust during the year from exercise price received	-
Number of options outstanding at the end of the year	33,71,835
Number of options exercisable at the end of the year	15,66,285

Note: *Details of disclosures pursuant to ESOP required under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 are available at the* ***website: www.kellton.com***

Further, a Certificate from the secretarial auditors of the Company as prescribed under SEBI (SBEB & SE) Regulations is placed before the members in the AGM. The same is also uploaded at https://www.kellton.com/annual-general-meeting

9. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:

Details of loans, guarantees and investments covered under Section 186 of the Act, along with the purpose for which such loan or guarantee was proposed to be utilized by the recipient, form part of the **notes to the financial statements** provided in this Integrated Annual Report.

10. PUBLIC DEPOSITS:

The Company has not accepted/renewed any fixed deposits during the year under review.

11. PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

Information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Act, read with Rule 8 of the Companies (Accounts) Rules, 2014, is annexed to this Report.

12. LISTING WITH STOCK EXCHANGES:

The Equity Shares of your Company are listed on BSE Limited and National Stock Exchange of India Limited. The Company confirms that it has paid the Annual Listing Fees for the year 2025-26 to NSE and BSE where the Company's Shares are listed.

13. DIRECTORS, KEY MANAGERIAL PERSONNEL & BOARD MEETINGS:

• COMPOSITION OF THE BOARD:

The composition of the Board of Directors of the Company is in conformity with the provisions of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The Board comprises an optimum combination of Executive, Non-Executive and Independent Directors, possessing diverse skills, expertise and experience necessary for effective governance of the Company.

As on **March 31, 2026**, the Board comprised **Eight (8) Directors**, consisting of **Three (3) Executive Directors** and **Five (5) Non-Executive Directors**, including **Four (4) Independent Directors**. The Chairman of the Board is an Executive Director. The detailed composition of the Board, is provided in the Corporate Governance Report forming part of this Annual Report.

The Directors on the Board possess extensive experience and expertise in diverse fields, including technology, finance, corporate governance, strategy, business management and administration. The Board continues to provide effective leadership and strategic guidance to the Company and remains committed to maintaining the highest standards of corporate governance and ethical business practices.

The Company continues to maintain an optimum balance between Executive and Non-Executive Directors in compliance with the applicable provisions of the Companies Act, 2013 and the Listing Regulations.

• CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL

There were no changes in the composition of the Board of Directors or the Key Managerial Personnel of the Company during the financial year under review.

• DIRECTOR LIABLE TO RETIRE BY ROTATION

Pursuant to the provisions of Section 152(6) of the Companies Act, 2013 and the Articles of Association of the Company, **Mr. Srinivas Potluri (DIN: 03412700), Director**, retires by rotation at the ensuing Annual General Meeting ("AGM") and, being eligible, has offered himself for re-appointment.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has recommended his re-appointment for the approval of the Members at the ensuing AGM.

The necessary resolution together with the brief profile and other disclosures required under the Companies Act, 2013, the Listing Regulations and the Secretarial Standard on General Meetings forms part of the Notice convening the ensuing AGM

• COMMITTEES OF THE BOARD

The Board has constituted various Committees in accordance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, as well as to meet the functional requirements of the Company. The Committees function in accordance with the applicable legal and regulatory framework and exercise such powers and perform such duties as may be delegated to them by the Board from time to time

• SEPARATE MEETING OF INDEPENDENT DIRECTORS

In accordance with the provisions of Schedule IV to the Companies Act, 2013 and Regulation 25(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate Meeting of the Independent Directors of the Company was held on **February 12, 2026**, without the attendance of Non-Independent Directors and members of the Management.

The Independent Directors, inter alia, reviewed the performance of the Non-Independent Directors, including the Chairman, the Board as a whole, and assessed the quality, quantity and timeliness of the flow of information between the Management and the Board, which is necessary for the Board to effectively and reasonably perform its duties.

- **DECLARATION BY INDEPENDENT DIRECTORS**

All the Independent Directors of the Company have submitted declarations confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and have complied with the Code for Independent Directors prescribed under Schedule IV to the Companies Act, 2013. The Independent Directors have also confirmed compliance with the provisions of Regulation 25(8) of the Listing Regulations.

The Board has taken on record the declarations received from the Independent Directors and, after undertaking due assessment in accordance with Regulation 25(9) of the Listing Regulations, is satisfied that all the Independent Directors fulfil the conditions of independence prescribed under the Companies Act, 2013 and the Listing Regulations and are independent of the Management.

The Board is of the opinion that the Independent Directors possess the requisite integrity, expertise, experience, proficiency and competencies required for the effective discharge of their duties. Their diverse experience across areas such as technology, finance, corporate governance, strategy, legal and regulatory compliance, risk management, business management and leadership significantly contributes to the deliberations and decision-making process of the Board.

14. NUMBER OF MEETINGS OF THE BOARD:

The Board of Directors of the Company met **Twelve (12)** times during the year under review. The details of these Board Meetings are provided in the Report on Corporate Governance section forming part of the Annual Report. The necessary quorum was present for all the meetings. The maximum interval between any two meetings did not exceed 120 days.

15. BOARD AND PERFORMANCE EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Board has carried out an annual evaluation of its own performance, the performance of its Committees and that of the Individual Directors.

The evaluation was conducted in accordance with the framework approved by the Nomination and Remuneration Committee ("NRC") and was based on structured questionnaires and assessment criteria formulated after considering the applicable statutory requirements and governance practices. The evaluation framework, inter alia, covered the composition of the Board and its Committees, effectiveness of Board processes, strategic guidance, governance and risk oversight, quality of deliberations, participation and contribution of Individual Directors, leadership of the Chairman, functioning of the Committees, succession planning, regulatory compliance and the quality, adequacy and timeliness of information provided by the Management to the Board.

The Board evaluated its own performance, the performance of its Committees and the Individual Directors after considering the recommendations of the Nomination and Remuneration Committee. The performance of the Chairman was evaluated by the Independent Directors after taking into account the views of the Executive and Non-Executive Directors. In accordance with Schedule IV to the Companies Act, 2013 and Regulation 25 of the Listing Regulations, the Independent Directors, at their separate meeting held on **February 12, 2026**, also reviewed the performance of the Non-Independent Directors, the Chairman and the Board as a whole.

The evaluation process provided an opportunity to review the effectiveness of the Board's functioning, governance processes and decision-making, while identifying areas for continuous improvement. Based on the outcome of the evaluation, the Board expressed its satisfaction with the overall effectiveness of the Board, its Committees and the Individual Directors in discharging their respective roles and responsibilities, and reaffirmed its commitment to maintaining the highest standards of corporate governance and creating sustainable value for all stakeholders.

16. SUCCESSION PLAN:

The Board has satisfied itself that appropriate succession plans are in place for orderly succession to the Board of Directors and Senior Management, ensuring continuity of leadership and effective governance of the Company.

17. COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND GENERAL MEETINGS:

The Company has duly complied with the Secretarial Standards issued by the Institute of Company Secretaries of India ("ICSI") and approved by the Central Government, namely Secretarial Standard-1 (SS-1) on Meetings of the Board of Directors and Secretarial Standard-2 (SS-2) on General Meetings.

18. SUBSIDIARY COMPANIES:

Following are the Subsidiary and Step-down subsidiaries of the Company:

Names of the parties	Description of relationship
Kellton Tech Inc	Wholly owned Subsidiary
Kellton Dbydx Software Private Limited	Wholly owned Subsidiary
Kellton Tech Solutions Inc	Wholly owned Subsidiary
Kellton Tech EU Limited*	Wholly owned Subsidiary
Kumori Technologies Services Pvt Ltd	Subsidiary
Evantage Solutions Inc	Step Down Subsidiary (Wholly owned Subsidiary of Kellton Tech Inc)
Vivos Professional LLC	Step Down Subsidiary (Wholly owned Subsidiary of Kellton Tech Inc)
Prosoft Technology Group Inc	Step Down Subsidiary (Wholly owned Subsidiary of Kellton Tech Solutions Inc)
Intellipeople Inc	Step Down Subsidiary (Wholly owned Subsidiary of Kellton Tech Solutions Inc)
Kellton Tech (UK) Limited	Step Down Subsidiary (Wholly owned Subsidiary of Kellton Tech EU Limited)
Lenmar Consulting ,Inc	Step Down Subsidiary (Wholly owned Subsidiary of Kellton Tech Solutions Inc)
SID Computer Group, Inc	Step Down Subsidiary (Wholly owned Subsidiary of Kellton Tech Solutions Inc)
Talent Partners, Inc	Step Down Subsidiary (Wholly owned Subsidiary of Kellton Tech Solutions Inc)
Planetpro Inc	Step Down Subsidiary (Wholly owned Subsidiary of Kellton Tech Inc)
Param Pro Inc	Step Down Subsidiary (Wholly owned Subsidiary of Kellton Tech EU Limited)
Planetpro Asia Pte Limited	Step Down Subsidiary (Wholly owned Subsidiary of Kellton Tech EU Limited)
Kellton Europe SP Z O O	Step Down Subsidiary (wholly owned subsidiary of Kellton Tech EU Limited)

19. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013, your Directors, to the best of their knowledge and belief, confirm that:

a. in the preparation of the annual accounts for the financial year ended March 31, 2026, the applicable Indian Accounting Standards (Ind AS) have been followed and there are no material departures therefrom;

b. appropriate accounting policies have been selected and applied consistently, and judgments and estimates that are reasonable and prudent have been made so as to give a true and fair view of the state of affairs of the Company as at March 31, 2026, and of the profit of the Company for the financial year ended on that date;

c. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d. the annual accounts have been prepared on a going concern basis;

e. adequate internal financial controls have been laid down and such internal financial controls are operating effectively; and proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

20. MANAGEMENT DISCUSSION & ANALYSIS:

The Management Discussion and Analysis Report, as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, covering, inter alia, the industry structure and developments, business performance, opportunities and threats, outlook, risks and concerns, internal control systems and other matters, forms an integral part of this Annual Report.

21. CONSOLIDATION OF ACCOUNTS:

The Consolidated Financial Statements of the Company and its subsidiaries ("the Group") for the financial year ended March 31, 2026 have been prepared in accordance with the provisions of the Companies Act, 2013, the applicable Indian Accounting Standards ("Ind AS"), including Ind AS 110 – Consolidated Financial Statements, prescribed under the Companies (Indian Accounting Standards) Rules, 2015, and other applicable statutory provisions.

In accordance with the provisions of Section 129(3) of the Companies Act, 2013, a statement containing the salient features of the financial statements of the Company's subsidiaries in Form AOC-1 is annexed to the Consolidated Financial Statements and forms part of this Annual Report. The same has been appended as

Annexure - I

The audited financial statements of the Company, including the Consolidated Financial Statements, together with the financial statements of its subsidiaries, are available on the website of the Company and may also be made available for inspection by the Members in accordance with the applicable provisions of the Companies Act, 2013.

22. AUDITORS:

I. STATUTORY AUDITOR:

Pursuant to the approval accorded by the Members at the 31st Annual General Meeting, M/s. Anant Rao & Malik, Chartered Accountants (Firm Registration No. 006266S) continue as the Statutory Auditors of the Company for a second term of five (5) consecutive years, commencing from the conclusion of the 31st Annual General Meeting until the conclusion of the 36th Annual General Meeting.

The Statutory Auditors have confirmed that they continue to satisfy the eligibility criteria prescribed under the Companies Act, 2013 and that they are not disqualified from continuing as the Statutory Auditors of the Company.

II. STATUTORY AUDITORS' REPORT:

The Statutory Auditors' Reports on the Standalone and Consolidated Financial Statements for the financial year ended March 31, 2026 do not contain any qualification, reservation, adverse remark or disclaimer. The Notes to the Financial Statements referred to in the Auditors' Reports are self-explanatory and, therefore, do not call for any further comments under Section 134(3) of the Companies Act, 2013.

The Audit Committee reviews the independence, objectivity and effectiveness of the Statutory Auditors and monitors the effectiveness of the audit process on a periodic basis.

III. SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, M/s. N. V. S. S. Suryanarayana Rao, Practicing Company Secretary (Membership No. A5868, Peer Review Certificate No. 1506/2021) continues as the Secretarial Auditor of the Company for a term of five (5) consecutive financial years, commencing from FY 2025-26 and ending with FY 2029-30, pursuant to the approval of the Members.

The Secretarial Audit Report for the financial year ended March 31, 2026, issued by the Secretarial Auditor in Form MR-3, forms part of this Board's Report as **Annexure - VII**.

The Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer requiring any explanation or comments from the Board.

IV. MAINTENANCE OF COST RECORDS & COST AUDIT:

The Company is engaged in Information Technology & related activities and hence provisions related to maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Act are not applicable.

V. INTERNAL AUDITORS:

Pursuant to the provisions of Section 138 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, M/s. Ravindhar Nagireddy & Associates, Chartered Accountants, continue as the Internal Auditors of the Company for the term commencing from FY 2023-24 to FY 2027-28.

The Internal Auditors conduct risk-based internal audits across various functions of the Company in accordance with the annual internal audit plan approved by the Audit Committee. The Internal Audit Reports, together with the management's responses and the status of implementation of corrective actions, are periodically reviewed by the Audit Committee, which monitors the adequacy and effectiveness of the Company's internal financial controls, governance processes and risk management framework.

Management responses to observations in Secretarial Audit Report:

The following are the responses of the management against the observations made by the Secretarial Auditor:

Observation	Response by Management
1. Non-compliance was observed in respect of the revised prior intimation of the Board Meeting held on September 06, 2025. The Company had initially intimated the Stock Exchanges regarding the Board Meeting scheduled to be held on September 05, 2025 within the prescribed timeline. Subsequently, the meeting was rescheduled to September 06, 2025 and the revised intimation was submitted on September 04, 2025, resulting in non-compliance with the prescribed notice period under Regulation 29 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Stock Exchanges levied a fine of ₹11,800/- each. The Management attributed the delay to the inclusion of an urgent fund-raising proposal requiring shareholders' approval.	The delay occurred due to re-scheduling of the Board Meeting in view of an urgent fund-raising proposal requiring shareholders' approval.
2. Non-compliance was observed in respect of submission of the Shareholding Pattern for the quarter ended December 31, 2025 to BSE Limited, which was filed with a delay of two days beyond the prescribed timeline. The Company has represented that the Shareholding Pattern was submitted to the National Stock Exchange of India Limited within the prescribed timeline, while the submission to BSE Limited was delayed due to a technical issue. BSE Limited levied a fine of ₹4,720/- for the delayed submission.	The delay was due to a technical issue, while the Shareholding Pattern was submitted to NSE within the prescribed timeline.
3. The Company could not complete the filing of Form IEPF-2 with the Ministry of Corporate Affairs within the prescribed timeline due to technical/data validation issues encountered on the MCA portal. The Company has represented that the matter has been taken up with the concerned authorities and is in the process of resolving the same.	The delay was due to technical/ data validation issues encountered on the MCA portal. The matter has been taken up with the concerned authorities.

4. Non-compliance was observed in respect of the delay in filing of certain e-Forms, including Form MGT-14, relating to certain Board Resolutions approving investments in overseas subsidiaries. The delay was attributable to inadvertent procedural oversight in completing the statutory filing formalities. The Company subsequently filed the respective forms along with the applicable additional fees.

Date of Board Resolution	Particulars of Resolution / Investment	Delay in Filing
19 September 2025	Approval of Overseas Direct Investment of up to USD 2,000,000 in Kellton Tech Inc.	320 days
1 November 2025	Approval of Overseas Direct Investment of up to USD 7,000,000 in Kellton Tech Inc.	280 days
12 November 2025	Approval of investment of €100,000 in Kellton Tech EU Limited	266 days
19 February 2026	Approval of investment of €1,000,000 in Kellton Tech EU Limited	170 days

Response to Observation 4

The delay was attributable to inadvertent procedural oversight in completing the statutory filing formalities. The Company subsequently filed the respective forms along with the applicable additional fees.

As required under the provisions of SEBI LODR Regulations, a Certificate confirming that none of the Directors on the Board have been debarred or disqualified by the Board/Ministry of Corporate Affairs or any such statutory authority obtained from M/s. NVSS Suryanarayana Rao., Practicing Company Secretaries is a part of the Corporate Governance report under **Annexure-IV.**

23. BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT ("BRSR"):

Pursuant to Regulation 34(2)(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Business Responsibility and Sustainability Report ("BRSR") of the Company for the financial year ended March 31, 2026 forms an integral part of this Annual Report and is also available on the website of the Company.

The BRSR provides disclosures on the Company's performance against the nine principles of the National Guidelines on Responsible Business Conduct ("NGRBC"), including the prescribed Essential Indicators and Leadership Indicators. The Business Responsibility and Sustainability Committee periodically reviews the Company's sustainability initiatives, BRSR disclosures and related policies, as may be required from time to time.

24. CORPORATE SOCIAL RESPONSIBILITY:

Kellton Tech Solutions Limited remains committed to creating sustainable value for society through its Corporate Social Responsibility ("CSR") initiatives. The Company firmly believes that sustainable business growth must go hand in hand with social responsibility and strives to contribute meaningfully towards the socio-economic development of the communities in which it operates. Accordingly, the Company's CSR initiatives are undertaken in accordance with the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, and are aligned with its vision of promoting inclusive and sustainable development.

During the financial year under review, the Company continued to focus its CSR efforts on key areas such as education, healthcare and community welfare. As part of its commitment to promoting education, the Company extended financial assistance in the form of scholarships to deserving and economically disadvantaged students, enabling them to pursue higher education and enhance their future opportunities. The Company also supported initiatives aimed at improving access to healthcare and contributing to the overall well-being of the communities it serves.

The Company remains committed to implementing CSR programmes in a transparent, accountable and sustainable manner, with an emphasis on creating long-term social impact and improving the quality of life of the beneficiaries.

The Annual Report on Corporate Social Responsibility containing the disclosures prescribed under Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 forms part of this Board's Report as Annexure – X. The CSR Policy of the Company is available on the Company's website at www.kellton.com.

25. WHISTLE BLOWER POLICY/VIGIL MECHANISM:

Pursuant to the provisions of Section 177 of the Companies Act, 2013 read with the rules made thereunder and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has established a Vigil Mechanism / Whistle Blower Policy to provide Directors, employees and other stakeholders with an avenue to report genuine concerns relating to unethical behaviour, actual or suspected fraud, violation of the Company's Code of Conduct or any other improper practices, without fear of retaliation.

The Policy provides adequate safeguards against victimisation of persons who use the mechanism and ensures direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases. During the financial year under review, no person was denied access to the Audit Committee.

The Vigil Mechanism/Whistle Blower Policy is available on the Company's website at https://www.kellton.com/legal-policies.

26. RISK MANAGEMENT POLICY:

The Company has a risk management policy in place which mitigates the risk in appropriate situations and there are no elements of risk, which in the opinion of Board of Directors may jeopardize the existence of the Company.

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations 2021, top 1000 listed companies based on market capitalization are mandatorily required to constitute the Risk Management Committee and adopt the Risk Management Policy of the Company. Meetings of the risk management committee were held on **Nov 19, 2025; and Feb 12, 2026.**

Sl. No	Name of the Member	Designation
1.	Satya Prasad Sayala	Chairman
2.	Srinivasa Vijay Kumar Appana	Member
3.	Niranjan Chintam	Member

27. POLICY ON SEXUAL HARASSMENT:

The Company is committed to providing a safe, secure, respectful and inclusive work environment for all its employees and has zero tolerance towards any form of sexual harassment at the workplace. The Company has adopted a **Policy on Prevention, Prohibition and Redressal of Sexual Harassment at Workplace** in accordance with the provisions of the **Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013** ("POSH Act") and the rules made thereunder.

The Company has constituted an **Internal Committee** in compliance with the provisions of the POSH Act to receive, inquire into and redress complaints of sexual harassment. The Internal Committee is duly constituted in accordance with the requirements of the POSH Act and functions independently to ensure a fair, impartial and timely redressal mechanism.

During the financial year under review, the Company conducted various awareness and sensitisation Programmes for employees to promote awareness of the provisions of the POSH Act, reinforce the Company's policy on prevention of sexual harassment and encourage a culture of mutual respect, dignity and inclusivity. The Company remains committed to fostering a healthy, safe and harassment-free workplace where every employee can perform their duties with confidence and dignity.

The Policy on Prevention of Sexual Harassment is available on the Company's website at **https://www.kellton.com/legal-policies**.

During the financial year ended **March 31, 2026**, **no complaint** relating to sexual harassment was received by the Company under the provisions of the POSH Act

28. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The Company has adopted a **Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions** in accordance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Policy is available on the Company's website at **https://www.kellton.com/legal-policies**.

All Related Party Transactions entered into during the financial year were in the ordinary course of business and on an arm's length basis and were in compliance with the applicable provisions of the Companies Act, 2013 and the Listing Regulations. ***During the year, there were no materially significant Related Party Transactions that could have had a potential conflict with the interests of the Company***.

All Related Party Transactions are placed before the Audit Committee for its review and approval. The Audit Committee grants omnibus approval for transactions of a repetitive nature in accordance with the applicable provisions of the Companies Act, 2013 and the Listing Regulations. A statement containing the details of Related Party Transactions entered into pursuant to such omnibus approvals is placed before the Audit Committee on a quarterly basis for its review.

The disclosures relating to Related Party Transactions, as required under the applicable accounting standards, form part of the Notes to the Standalone and Consolidated Financial Statements included in this Annual Report.

Since all Related Party Transactions entered into during the financial year were on an arm's length basis and in the ordinary course of business, the disclosure in **Form AOC-2** pursuant to Section 134(3)(h) read with Section 188(1) of the Companies Act, 2013 is **not applicable** to the Company.

29. MATERIAL SUBSIDIARY POLICY:

The Company has adopted a **Policy for Determining Material Subsidiaries** in accordance with the provisions of the **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015** ("Listing Regulations"). The Policy provides the framework for identifying material subsidiaries and lays down the governance requirements to ensure effective oversight of the operations and management of such subsidiaries in compliance with the applicable regulatory requirements.

The Policy aims to ensure an appropriate governance framework for the Company's subsidiaries through periodic monitoring of their operational and financial performance, review of significant transactions and compliance with the applicable provisions of the Companies Act, 2013 and the Listing Regulations. The Board periodically reviews the affairs of its subsidiaries to ensure that their business activities are aligned with the overall objectives and governance standards of the Company.

The Policy for Determining Material Subsidiaries is available on the Company's website at **https://www.kellton.com/legal-policies**.

30. PARTICULARS OF EMPLOYEES:

A table containing the particulars in accordance with the provisions of Section 197(12) of the Act, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is appended as **Annexure - III** to this Report.

In terms of Section 136 of the Companies Act, 2013 the same is open for inspection at the Registered Office of the Company. Copies of this statement may be obtained by the members by writing to the Company Secretary at the Registered Office of the Company. The ratio of the remuneration of each Director to the median employee's remuneration and other details in terms of Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are enclosed in **Annexure – III** and forms part of this Report.

31. CHAIRMAN & MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER CERTIFICATION:

As required under the SEBI Guidelines, the Chairman and Managing Director and the Chief Financial Officer Certification is attached to this Report.

32. INTERNAL AUDIT & CONTROLS:

The Company has a proper and adequate system of internal control to ensure all the assets are safeguarded and protected against loss from unauthorized use or disposition and the transactions are authorised, recorded and reported correctly. The internal control is supplemented by an extensive program of internal audits, review by management and procedures. It is designed to ensure that the financial and other records are reliable for preparing financial statements and other data, and for maintaining accountability of assets.

The Company's Internal Audit Department is regularly carrying out the Audit in all areas. Normal foreseeable risks of the Company's Assets are adequately covered by comprehensive insurances.

33. INTERNAL FINANCIAL CONTROL SYSTEMS:

The Company has adequate Internal Financial Controls consistent with the nature of business and size of the operations, to effectively provide for safety of its assets, reliability of financial transactions with adequate checks and balances, adherence to applicable statutes, accounting policies, approval procedures and to ensure optimum use of available resources. These systems are reviewed and improved on a regular basis.

These systems ascertain that transactions are authorised, recorded and reported correctly. The Company ensures adherence with all internal control policies and procedures as well as compliance with all regulatory guidelines in respect of the business, risk, branches and support functions. The Audit Committee of the Board of Directors reviews the adequacy of these systems. All significant audit observations of the Internal Auditors and follow-up actions were duly reported upon and discussed at the Audit Committee. During the year under review, the 'Internal Control Framework' was evaluated on the design and effectiveness of controls by an Independent Risk Advisory Consultant and was found to be in accordance with the Internal Financial controls requirement of Companies Act, 2013. It has a comprehensive budgetary control system to monitor revenue and expenditure against approved budget on an ongoing basis.

34. INDUSTRIAL RELATIONS:

The Company enjoyed cordial relations with its employees during the year under review and the Board appreciates the employees across the cadres for their dedicated service to the Company, and looks forward to their continued support and higher level of productivity for achieving the targets set for the future.

35. THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016):

During the period under review, there was no application made nor any proceeding initiated or pending under the Insolvency and Bankruptcy code, 2016.

36. THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF:

During the period under review, there was no one-time settlement with any Bank.

37. HUMAN RESOURCES:

Your Company treats its **"Human Resources"** as one of its most important assets.

Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company's thrust is on the promotion of talent internally through job rotation and job enlargement.

38. Policy on Directors' Appointment and Remuneration

The Company has in place a Policy on Directors' Appointment and Remuneration formulated by the Nomination and Remuneration Committee and approved by the Board of Directors in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Policy lays down the criteria for determining qualifications, positive attributes and independence of Directors and provides for the principles and criteria for determining remuneration of Directors, Key Managerial Personnel and other senior management personnel. The Policy also provides for ensuring that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors and other key personnel.

The Policy on Remuneration of the Company is available on the website of the Company at https://www.kellton.com/legal-policies

39. Statement on Frauds Reported by the Auditor under Section 143(12)

Pursuant to Section 134(3)(ca) of the Companies Act, 2013, the Board of Directors confirms that **no fraud has been reported by the Statutory Auditors of the Company under Section 143(12) of the Companies Act, 2013, other than those which are reportable to the Central Government, during the financial year under review.**

40. Statement of Deviation or Variation

Pursuant to Regulation 32 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company hereby confirms that the funds raised through the preferential issue of warrants during the financial year under review have been utilised for the purposes stated in the relevant offer documents/notice of the General Meeting approving the said issue.

There has been no deviation or variation in the utilisation of the proceeds raised through the preferential issue from the objects stated in the offer document/notice of the General Meeting.

The statement of deviation/variation, as applicable, has been submitted to the Stock Exchanges in accordance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

41. ACKNOWLEDGEMENTS:

Your Directors wish to express their appreciation for the support and co-operation extended by the bankers, financial institutions, joint development partners, shareholders, government agencies and other business associates. Your Directors wish to place on record their deep sense of appreciation for the committed services by the employees of the Company.

For and on behalf of the Board of Directors

Sd/-	Sd/-
Krishna Chintam	**Niranjan Chintam**
Managing Director	Whole-Time Director
DIN: 01658145	DIN: 01658591

Date : 05.09.2026
Place : Hyderabad

Annexure-I

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in ₹)

Sr.No.	Particulars	Details			
1.	**Name of the subsidiary**	**Kellton Dbydx Software Private Limited**	**Kumori Technologies Services Private Limited**	**Kellton Tech Solutions Inc.**	**Kellton Tech Inc.**
2.	Reporting period for the subsidiary concerned, if different from the hold- ing company's reporting period	1st April 2025 to 31st March 2026		1st Jan 2025-31st Dec 2025	
3.	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	Reporting Currency: INR Exchange Rate: NA		Reporting Currency: USD Exchange Rate:89.92	
4.	Share capital	83,23,765	1,50,00,000	70,65,28,416	1,22,83,85,880
5.	Reserves & surplus	1,54,92,336	9,24,13,761	55,34,05,446	8,39,92,923
6.	Total assets	5,76,46,447	13,13,45,402	2,10,18,25,868	2,47,79,02,241
7.	Total Liabilities	3,38,30,346	2,39,31,640.66	84,18,92,006	1,16,55,23,437
8.	Investments	Nil	Nil	Nil	Nil
9.	Turnover	3,15,49,491	20,18,82,256	5,31,29,68,610	3,29,99,26,243
10.	Profit before taxation	29,29,607	42,74,479	12,50,57,679	17,00,55,805
11.	Provision for taxation	(67,056)	13,34,628	1,58,62,338	1,20,04,320
12.	Profit after tax	29,96,663	30,47,598	10,91,95,341	15,80,51,485
13.	Proposed Dividend	--	-	--	--
14.	% of shareholding	100	51	100	100

Notes: The following information shall be furnished at the end of the statement:

1. Names of subsidiaries which are yet to commence operations: Nil
2. Names of subsidiaries which have been liquidated or sold during the year: Nil

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of associates/Joint Ventures	
1. Latest audited Balance Sheet Date	Not Applicable
2. Shares of Associate/Joint Ventures held by the company on the year end Amount of Investment in Associates/Joint Ven- ture Extend of Holding%	
3. Description of how there is significant influence	
4. Reason why the associate/joint venture is not consolidated	
5. Net worth attributable to shareholding as per latest audited Balance Sheet	
6. Profit/Loss for the year i. Considered in Consolidation ii. Not Considered in Consolidation	

1. **Names of associates or joint ventures which are yet to commence operations :** Nil
2. **Names of associates or joint ventures which have been liquidated or sold during the year :** Nil

Annexure-II

Form AOC-2

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

1. Details of contracts or arrangements or transactions not at arm's length basis:

There was no such contract, arrangement or transaction entered into during the year ended March 31, 2026 that was not at arm's length.

2. Details of material contracts or arrangement or transactions at arm's length basis:

Name(s) of the related party and nature of relationship	Nature of contracts/ arrange-ments/ transactions	Duration of the contracts/ arrangements/ Transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advances, if any
Prosoft Technology Group Inc. (Step-down Subsidiary)	1 year, Sale of services	14,92,11,221	Amount as per monthly invoice raised based on transfer pricing guidelines	May 30, 2025	-
Kellton Tech Limited (Wholly Owned Subsidiary)	1 year, Sale of services	7,43,19,168	Amount as per monthly invoice raised based on transfer pricing guidelines	May 30, 2025	-
Lenmar Consulting Inc (Step-down Subsidiary)	1 year, Sale of services	1,85,96,311	Amount as per monthly invoice raised based on transfer pricing guidelines	May 30, 2025	-
Sreevidya Chintam & Niranjan Chintam (Relative of Key Managerial Personnel)	1 year, Rent paid for office building	2,40,00,000	Rent on monthly basis as per lease deed	May 30, 2025	-
Kellton Dbydx Software Private Limited (Subsidiary)	1 year, Sale of services	Nil	NA	May 30, 2025	-
Kellton Dbydx Software Private Limited (Subsidiary)	Loan from Subsidiaries	3,95,45,229	Loan from Subsidiaries	May 30, 2025	-
Matnic Finvest LLP	Loan from Promoters	Nil	Loan from Promoters	May 30, 2025	-

For and on behalf of the Board of Directors

Sd/-
Krishna Chintam
Managing Director
DIN: 01658145

Sd/-
Niranjan Chintam
Whole-Time Director
DIN: 01658591

Date : 05.09.2026
Place: Hyderabad

Annexure-III

Statement of Particulars as per Rule 5 of Companies

(Appointment and Remuneration of Managerial Personnel) Rules, 2014.

PART-A

1. The ratio of the remuneration of each director to the median remuneration of the employees of the company for the Financial Year 2025-26

S. No	Name of the Director	Ratio of the remuneration to the median remuneration of the employees
1.	Mr. Niranjan Chintam	2.43
2.	Mr. Krishna Chintam	2.43
3.	Mr. Karanjit Singh	5.94
4.	Mr. Srinivasa Vijay Kumar Appana	Nil
5.	Mr. Srinivas Potluri	Nil
6.	Mr. Abhaya Shankar	Nil
7.	Ms. Satya Prasad Sayala	Nil
8.	Ms. Geeta Goti	Nil

2. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager in the Financial Year 2025-26:

S.No	Name of the Director/ KMP	Percentage increase in remuneration
1.	Mr. Niranjan Chintam	Nil
2.	Mr. Krishna Chintam	Nil
3.	Mr. Karanjit Singh	33.92
4.	Mr. Srinivasa Vijay Kumar Appana	Nil
5.	Mr. Srinivas Potluri	Nil
6.	Mr. Abhaya Shankar	Nil
7.	Mr. Satya Prasad Sayala	Nil
8.	Ms. Geeta Goti	Nil
9.	Mr. Rahul Jain	Nil

3. **The number of permanent employees on the rolls of Company:** 1184 In the Financial Year 2025-26, there was an increase of 3.96% in the median Remuneration of employees.

4. The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

5. Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.

6. The Remuneration paid to Key Managerial Personnel is as per the Remuneration Policy of the Company.

PART-B

Information under Section 197 (12) of the Companies Act, 2013 read with the rule 5(2) Companies (Appointment and remuneration of managerial personnel) Rules, 2014 and forming part of Directors Report for the year ended March 31, 2021

1. Names of top 10 Employees Employed throughout the Financial Year and in receipt of remuneration aggregating ₹1,00,00,000 or more

Name of the Employee	Designation	Remu-neration (in ₹)	Qualification	Experience (years)	Date of end of Employ-ment	Age	Last employ-ment held before joining the company	% of equity shares held in the Company
Nil								

2. Names of top 10 Employees Employed throughout the Financial Year and in receipt of remuneration for a part of that year, at a rate which, in aggregate, was not less than ₹ 8,50,000 per month

Name of the Employee	Designation	Remu-neration (in ₹)	Qualification	Experience (years)	Date of end of Employ-ment	Age	Last employ-ment held before joining the company	% of equity shares held in the Company
Nil								

3. Employee employed throughout the financial year or the part thereof, was in receipt of remuneration that year which, in the aggregate, or the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than 2% of the equity shares of the company: Nil

REPORT ON CORPORATE GOVERNANCE

[Pursuant to Schedule V of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]

1. Corporate Governance Philosophy

At Kellton Tech Solutions Limited ("Kellton" or "the Company"), Corporate Governance is the foundation upon which we build sustainable growth, stakeholder confidence, and long-term value creation. We believe that good governance extends beyond statutory compliance—it is an integral part of our culture, guiding every decision with integrity, accountability, transparency, and responsibility.

As a globally connected digital transformation company, we recognize that strong governance is essential to maintaining the trust of our shareholders, customers, employees, investors, regulators, and business partners. Our governance framework is designed to foster ethical conduct, effective oversight, responsible risk management, and transparent decision-making while supporting innovation and sustainable business growth.

The Company remains committed to complying with the provisions of the **Companies Act, 2013**, the **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**, applicable **Secretarial Standards** issued by the Institute of Company Secretaries of India (ICSI), and other applicable laws and regulatory requirements. We continuously benchmark our governance practices against evolving regulatory expectations and globally accepted governance principles to strengthen our governance framework and enhance stakeholder confidence.

Our governance philosophy is centered on conducting business with fairness, integrity, transparency, accountability, and respect for all stakeholders. Through a strong governance culture and unwavering ethical standards, we aim to create sustainable value while maintaining the highest standards of corporate responsibility.

Board Leadership and Oversight

The Board of Directors provides strategic direction and exercises effective oversight over the Company's operations while safeguarding the interests of all stakeholders. The Board comprises an appropriate mix of Executive, Non-Executive and Independent Directors, bringing together diverse industry experience, professional expertise, and independent judgment.

The Board functions through well-defined governance structures and has constituted various Committees, including the Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, Risk Management Committee, Corporate Social Responsibility Committee, and Security Issuance Committee. These Committees operate under clearly defined charters approved by the Board and play a pivotal role in strengthening governance, enhancing oversight, and ensuring effective decision-making.

The Board and its Committees regularly review the Company's strategy, financial performance, risk management framework, internal control systems, compliance status, succession planning, ESG initiatives, and other matters critical to long-term value creation. Independent Directors actively contribute to Board deliberations, providing objective guidance and constructive oversight in accordance with applicable regulatory requirements.

Ethical Commitment and Core Values

Ethical conduct forms the cornerstone of Kellton's corporate culture. The Company has established a comprehensive Code of Conduct applicable to Directors, Senior Management, and employees, promoting integrity, professionalism, accountability, and compliance across all business operations.

The Company maintains a zero-tolerance approach towards bribery, corruption, fraud, unethical conduct, insider trading, and conflicts of interest. Robust policies governing prevention of insider trading, anti-bribery measures, whistleblower protection, related party transactions, and business ethics reinforce our commitment to responsible corporate conduct.

Employees are encouraged to uphold the highest ethical standards, and mechanisms are in place to facilitate confidential reporting of genuine concerns without fear of retaliation, thereby fostering a culture of transparency and accountability.

Stakeholder Engagement and Value Creation

Kellton believes that sustainable business success is achieved through meaningful engagement with all stakeholders. We strive to maintain transparent, timely, and consistent communication with shareholders, investors, employees, customers, business partners, regulators, and the communities in which we operate.

The Company promotes equitable treatment of all shareholders and ensures that material information is disseminated promptly through appropriate regulatory platforms and investor communication channels. Continuous engagement with stakeholders enables the Company to understand evolving expectations, incorporate valuable feedback into business decisions, and strengthen long-term relationships built on trust and mutual respect.

Our governance framework supports balanced decision-making that considers financial performance, operational excellence, customer satisfaction, employee well-being, innovation, and long-term sustainability.

Transparency and Disclosure

Transparency and timely disclosure remain integral to Kellton's governance framework. The Company is committed to providing accurate, comprehensive, and timely disclosures in compliance with applicable statutory and regulatory requirements.

Financial results, corporate announcements, material events, governance disclosures, shareholding information, and other statutory communications are disseminated through recognized stock exchanges and the Company's website in accordance with the SEBI (LODR) Regulations, 2015.

The Company continually strengthens its disclosure practices to enhance investor confidence and ensure that stakeholders have access to relevant, reliable, and meaningful information for informed decision-making.

Risk Management and Internal Controls

Effective risk management is embedded within Kellton's governance framework and business processes. The Company has established a comprehensive enterprise risk management framework to identify, evaluate, monitor, and mitigate strategic, operational, financial, legal, cybersecurity, technology, and compliance risks.

The Risk Management Committee periodically reviews the enterprise risk landscape and monitors mitigation measures to ensure business resilience. Internal financial controls, supported by well-defined policies, standard operating procedures, internal audits, and management oversight, provide reasonable assurance regarding operational efficiency, financial reporting reliability, safeguarding of assets, and regulatory compliance.

The Audit Committee regularly reviews the adequacy and effectiveness of internal control systems, internal audit observations, risk mitigation measures, and compliance mechanisms to ensure continuous strengthening of the Company's control environment.

Commitment to Sustainability and Social Responsibility

Kellton recognizes that sustainable business growth is intrinsically linked with responsible corporate citizenship. The Company remains committed to creating positive social impact while conducting business responsibly and ethically.

Through its Corporate Social Responsibility initiatives and evolving ESG practices, the Company seeks to contribute meaningfully towards education, healthcare, environmental sustainability, community development, digital inclusion, and employee well-being. Sustainability considerations are increasingly integrated into business decisions to support long-term value creation while minimizing environmental impact and promoting responsible resource utilization.

The Company continues to strengthen its sustainability initiatives in alignment with evolving stakeholder expectations and applicable regulatory requirements.

Continuous Improvement and Best Practices Alignment

Corporate governance continues to evolve with changing business environments, regulatory developments, technological advancements, and stakeholder expectations. Kellton remains committed to continuously enhancing its governance framework by reviewing policies, strengthening internal processes, adopting emerging best practices, and leveraging technology to improve governance effectiveness.

The Company regularly evaluates the effectiveness of its Board, Committees, governance policies, compliance framework, and internal control mechanisms to ensure alignment with leading governance standards. Training and familiarization programmes for Directors, periodic policy reviews, digital governance initiatives, and continuous regulatory monitoring further reinforce our governance culture.

Through these initiatives, Kellton reaffirms its commitment to maintaining the highest standards of corporate governance, fostering ethical leadership, protecting stakeholder interests, and creating sustainable long-term value. Our governance philosophy reflects our unwavering commitment to conducting business responsibly, transparently, and with integrity while positioning the Company for resilient and sustainable growth

WEBLINK:

Our comprehensive Policies and Code of Ethics and Business Conduct can be accessed on the Company's website under the 'Legal Policies' section, available at: www.kellton.com/legal-policies

STRONG GOVERNANCE POLICIES

Upholding the highest standards of dignity, distinction, and responsibility, the Company has implemented robust policies and guidelines to ensure ethical and transparent business practices, which consists of the following

- **Data Protection Policy**

  Establishes principles and procedures for the collection, processing, storage, use, and protection of personal data, ensuring responsible handling of personal information and compliance with applicable provisions of the **Digital Personal Data Protection Act, 2023**, while safeguarding the privacy and rights of individuals.

- **Policy for Determination of Materiality of Events or Information**

  Provides a framework to assess and disclose material events in line with Regulation 30 of SEBI LODR, ensuring timely and transparent communication with investors.

- **Kellton Anti Bribery Anti-Corruption Policy**

  Reinforces the Company's zero-tolerance stance towards bribery, corruption, or unethical conduct, aligning with global compliance standards and ensuring ethical operations.

- **Kellton Human Right Policy**

  Affirms the Company's commitment to respecting fundamental human rights, ensuring workplace equality, diversity, and non-discrimination across all operations.

- **Kellton Grievance Handling Policy**

  Creates a structured process for employees and stakeholders to raise grievances, ensuring fair, effective, and timely resolution to maintain trust and transparency.

- **Dividend Distribution Policy**

  Lays down principles for dividend declaration and payout, balancing shareholder rewards and long-term growth, in line with Regulation 43A of SEBI LODR

- **Board Diversity Policy**

  Ensures diversity of skills, experiences, and perspectives on the Board, fostering effective decision-making and governance.

- **Code of Conduct**

  Defines expected ethical standards, values, and integrity guidelines for Directors, employees, and stakeholders, building a culture of responsible conduct.

- **Corporate Social Responsibility Policy**

  Outlines the Company's CSR philosophy as mandated under Section 135 of the Companies Act, 2013, contributing to sustainability, community welfare, and social development.

- **Insider Trading Policy**

  Prohibits misuse of unpublished price-sensitive information for securities trading, in compliance with SEBI (PIT) Regulations, 2015, ensuring fair markets.

- **Policy on Preservation of Documents**

  Provides classification, retention, and archival norms for Company documents, ensuring compliance with legal requirements and accountability.

- **Policy on Remuneration**

  Lays down principles for fair, transparent, and performance-linked remuneration of Directors, Key Managerial Personnel, and Senior Management in line with Section 178.

- **Policy on Subsidiaries**

  Ensures governance oversight of subsidiaries, balancing autonomy with Board supervision, while protecting shareholder interests.

- **Related Party Transaction Policy**

  Establishes a transparent framework for identifying, reviewing, and approving related party transactions, ensuring fairness and compliance with Section 188 of the Companies Act, 2013.

- **Risk Management Policy**

  Provides systematic procedures for risk identification, assessment, and mitigation in compliance with Regulation 21 of SEBI LODR, strengthening resilience and business continuity.

- **Whistle Blower Policy**

  Enables employees and stakeholders to report unethical conduct, fraud, or violations confidentially, as required under Section 177, promoting transparency and accountability.

- **Terms & Conditions for Independent Director**

  Defines the scope of duties, roles, and responsibilities of Independent Directors in line with Schedule IV of the Companies Act, 2013, ensuring effective governance.

• **Code of Unpublished Price Sensitive Information** Prevents misuse of confidential financial or operational information, aligning with SEBI (PIT) norms for fair and ethical trading practices.
• **Composition of Committees of Board of Directors** Discloses the constitution of statutory Board Committees in compliance with SEBI LODR, ensuring transparency in governance structure.
• **Prevention of Sexual Harrassment at Workplace Policy** Establishes a safe, respectful, and inclusive workplace in compliance with the POSH Act, 2013, providing complaint mechanisms and redressal.
• **Code of Practices and Procedures for fair disclosure of UPSI Under Reg. 8(1) SEBI (Prohibition of Insider Trading) Regulations 2015** Ensures equitable, fair, and transparent disclosure of price-sensitive information in accordance with Regulation 8(1) of SEBI (PIT) Regulations, 2015.
• **Minimum Standards for Code of Conduct for Listed Companies to Regulate, Monitor and Report Trading by Designated Persons under Reg 9(1)** Sets mandatory SEBI (PIT) compliance standards for monitoring and regulating securities trading by insiders and designated employees.
• **Familiarization Programmes Details** Provides orientation and training programmes for Independent Directors to acquaint them with business operations, strategy, roles, and responsibilities.
• **Policy on Material Subsiadiary** Defines governance oversight for material subsidiaries as per Regulation 16 of SEBI LODR, securing shareholder interests and ensuring accountability.
• **Payement Critera to Directors of the Company** Prescribes the structure, criteria, and process for compensating Directors, ensuring fairness, transparency, and alignment with performance and responsibilities.

2. BOARD COMPOSITION

As on March 31, 2026, the Board of Directors of the Company comprised of **8 (Eight)** Directors. The Company has an Executive Chairman. The Executive Chairman and the Managing Director, who manage day-to-day affairs of the Company. The Board has an optimum combination of Executive and Non-Executive directors.

The Board periodically reviews its composition to ensure compliance with the regulatory requirements and it is closely aligned with the strategic and long-term goals of the Company.

a) Composition and Category of directors as on March 31, 2026:

1	Mr. Niranjan Chintam	Chairman & Executive Director
2	Mr. Krishna Chintam	Managing Director
3	Mr. Karanjit Singh	Executive Director
4	Mr. Srinivas Potluri	Non-Executive Non- Independent Director
5	Mr. Srinivasa Vijay Kumar Appana	Non-Executive Independent Director
6	Mr. Satya Prasad Sayala	Non-Executive Independent Director
7	Ms. Geeta Goti	Non-Executive Independent Director
8	Mr. Abhaya Shankar	Non-Executive Independent Director

b) Attendance of each director at the Board meetings held during the year 2025-26 and at the last Annual General Meeting:

During the year under review, the Board of Directors of the Company met **12 (Twelve)** times on May 13, 2025, May 30, 2025, Jun 14, 2025, Jun 19, 2025, Aug 12, 2025, Sep 06, 2025, Sep 19, 2025, Nov 01, 2025, Nov 12, 2025, Nov 27, 2025, Feb 12, 2026, Feb 19, 2026.

The maximum interval between any two meetings did not exceed 120 days, as prescribed under the Act and Listing Regulations. Last Annual General Meeting of Members of the Company was held on September 30, 2025.

Details of attendance of Directors at the meetings of the Board of Directors held during the year and the last Annual General Meeting are given below:

Name of the Director	Held during tenure	Attended	AGM September 30, 2025
Mr. Niranjan Chintam	12	12	Yes
Mr. Krishna Chintam	12	12	Yes
Mr. Karanjit Singh	12	12	Yes
Mr. Srinivas Potluri	12	12	Yes
Mr. Srinivasa Vijay Kumar Appana	12	12	Yes
Ms. Geeta Goti	12	11	Yes
Mr. Satya Prasad Sayala	12	12	Yes
Mr. Abhaya Shankar	12	12	Yes

During the year under review, Meeting of the Independent Directors without the presence of Non- Independent Directors and members of Management was duly held on **February 12, 2026**, where the Independent Directors inter alia evaluated the performance of Non-Independent Directors and the Board of Directors as a whole, reviewed the performance of Chairperson of the Board and assessed the quality, quantity and timeliness of the flow of information between the Management of the Company and the Board of Directors.

c) Number of other directorships or Committees in which a director a member or Chairperson as at March 31, 2026:

Sl. No.	Name of the Director	Number of other Directorships Excluding this entity		Number of other Committee Membership/ Chairmanship*		Names of the listed entities in which Directorship is held
		Public Co.	Private Co.	As Chair.	As Member	
1.	Mr. Niranjan Chintam	Nil	4	Nil	1	
2.	Mr. Krishna Chintam	Nil	4	Nil	1	
3.	Mr. Karanjit Singh	Nil	2	Nil	Nil	
4.	Mr. Srinivas Potluri	Nil	Nil	Nil	Nil	
5.	Mr. Srinivasa Vijay Kumar Appana	Nil	2	Nil	2	
6.	Mr. Satya Prasad Sayala	Nil	2	2	Nil	
7.	Ms. Geeta Goti	1	Nil	Nil	1	Banka BioLoo Limited
8.	Mr. Abhaya Shankar	4	Nil	1	2	• Sri Havisha Hospitality Ltd. • UCAL Limited • Munjal Showa Limited

**excludes private companies, foreign companies and membership in committees other than stakeholder relationship and audit committee.*

Name of the Director	Name of the Public Company	Designation	Name of the committees in which the director is Member or Chairperson
Geeta Goti	Banka BioLoo Limited	Non-Executive - Independent Director	• Member of Audit Committee • Member of Nomination and remuneration committee
Abhaya Shankar	UCAL Limited	Non-Independent Director	• Member of Stakeholders Relationship Committee
	Sri Havisha Hospitality and Infrastructure Limited	Independent Director	• Chairperson of Audit Committee • Member of Stakeholders Relationship Committee

The composition of the Board is in conformity with the Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

d) Details of Board Meetings held during the year 2025-26:

During the year, the Board of Directors of the Company met **12 (Twelve)** times.

S.No	Date of Board Meeting	Board Strength	Directors Attended
1.	May 13, 2025	8	8
2.	May 30, 2025	8	8
3.	Jun 14, 2025	8	8
4.	Jun 19, 2025	8	8
5.	Aug 12, 2025	8	8
6.	Sep 06, 2025	8	7
7.	Sep 19, 2025	8	8
8.	Nov 01, 2025	8	8
9.	Nov 12, 2025	8	8
10.	Nov 27, 2025	8	8
11.	Feb 12, 2026	8	8
12.	Feb 19, 2026	8	8

e) Disclosure of relationships between directors inter-se:

The Directors of the Company are not related to each other as defined under Section 2(77) of the Companies Act, 2013 and Rules framed there under, except Mr. Niranjan Chintam and Mr. Krishna Chintam, who are related as Brothers.

f) Number of shares and convertible instruments held by non-executive Directors:

S. No.	Name and Designation of Non - Executive Director	Number of equity shares held in the Company
1.	Srinivas Potluri, Non-executive Director	16,66,660

g) Web link where details of familiarization programmes imparted to independent directors is disclosed:

A. The Company has an orientation process/familiarization programme for its Independent Directors that includes:

I. Briefing on their role, responsibilities, duties, and obligations as a member of the Board.

II. Nature of business and business model of the Company, Company's strategic and operating plans.

III. Matters relating to Corporate Governance, Policies of the Company, Risk Management, Compliance Programmes, Internal Audit, Sustainability measures, etc.

B. The Company conducts Familiarization Programmes for its Board Members, particularly Independent Directors, to help them understand the organisation, its management, and operations, as well as their roles, rights, and responsibilities.

C. The Board Members frequenlty, visits the Company's location(s) to understand its business and operations and held discussions with various functional and business leaders.

D. Details of these programmes are available on the Company's website." https://www.kellton.com/investor

h) List of skills, expertise and competencies of the Board of Directors:

The Company is engaged in the business of providing Information Technology services. To manage the operations and to formulate long term strategies for its growth, different skill sets are required.

The Board comprises qualified and experienced members who possess required skills, expertise and competencies that allow them to make effective contributions to the Board and its Committees. The following skills / expertise / competencies have been identified for the effective functioning of the Company and are currently available with the Board:

Technology	Expert experience in the information technology business, technology consulting and operations, emerging areas of technology such as digital, cloud and cyber security, intellectual property and knowledge of technology trends.
Strategy and Planning	Appreciation of long-term trends, strategic choices and experience in guiding and leading management teams to make decisions in uncertain environments.

Global Experience / Domain Experience	• Knowledge and understanding of applicable key geographies. • Experience in driving business success in markets around the world, with an understanding of diverse business environments, economic conditions, cultures and regulatory framework.
Governance, Risk and Compliance	Experience in developing governance practices, serving the best interests of all stakeholders, maintaining board and management accountability, building long-term effective stakeholder engagements and driving corporate ethics and values.
Stakeholder Value Creation	Ability to understand processes for shareholder value creation and its contributory elements and critique interventions towards value creation for the other stakeholders.
Culture Building	Ability to contribute to the Board's role towards promoting an ethical organizational culture, eliminating conflict of interest, and setting & upholding the highest standards of ethics, integrity and organizational conduct.
AI Expertise	The Board assesses candidates for relevant industry knowledge, innovation capability, and leadership in technology adoption. AI expertise is considered essential to support Kellton's vision of delivering cutting-edge digital solutions and innovation leadership.

The table below summarizes the skills, expertise and competencies possessed by the Board of Directors of the Company:

Name of Director	Skills/Expertise/Competencies						
	Technology	Strategy and Planning	Global / Domain Experience	Governance, Risk and Compliance	Stake- hold- er Value Creation	Culture Building	AI Expertise
Mr. Niranjan Chintam	√	√	√	√	√	√	√
Mr. Krishna Chintam	√	√	√	√	√	√	√
Mr. Karanjit Singh	√	√	√	√	√	√	√
Mr. Srinivas Potluri	√	√	√	√	√	√	√
Mr. Srinivasa Vijay Kumar Appana	√	√	√	√	√	√	×
Mr. Abhaya Shankar	√	√	√	√	√	√	√
Mr. Satya Prasad Sayala	√	√	√	√	√	√	√
Ms. Geeta Goti	×	√	√	√	√	√	×

i) Confirmation that Independent Directors fulfill the conditions specified in Listing Regulations, 2015:

All Independent Directors have submitted requisite declarations confirming that they continue to meet the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. Based on the declarations submitted by Independent Directors, the Board of the Company is of the opinion that the Independent Directors fulfills the conditions specified in the Act and Listing Regulations and are independent of the Management.

Independent Directors have also confirmed of having complied with Rule 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, by including/ registering their names in the data bank of Independent Directors maintained with Indian Institute of Corporate Affairs.

3. AUDIT COMMITTEE

The Audit Committee of the Company plays a pivotal role in ensuring the highest standards of financial governance and accountability. Constituted in accordance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Committee is entrusted with oversight of the financial reporting process, internal control systems, and compliance with applicable legal and regulatory frameworks.

The Committee diligently reviews the quarterly and annual financial statements, together with reports from the internal and statutory auditors, to ensure fairness, accuracy, and integrity of financial disclosures. It also monitors the adequacy of internal audit processes, evaluates risk management practices, and recommends the appointment, remuneration, and terms of auditors to the Board.

Through its rigorous reviews and independent judgment, the Audit Committee strengthens the Company's financial discipline, reinforces transparency, and upholds stakeholder confidence.

a) **Brief description of terms of reference:**

The terms of reference of the Audit Committee, inter alia, include:

I. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;

II. Recommending to the Board for appointment (including re-appointment and replacement), remuneration and terms of appointment of the Auditors of the Company;

III. Approval of payment to Statutory Auditor for any other services rendered by the Statutory Auditor;

IV. Reviewing, with the management, the Annual Financial Statements and Auditor's Report thereon before submission to the Board for approval, with particular reference to:

   a. Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;

   b. Changes, if any, in accounting policies and practices and reasons for the same;

   c. Major accounting entries involving estimates based on the exercise of judgment by management;

   d. Significant adjustments made in the financial statements arising out of audit findings;

   e. Compliance with listing and other legal requirements relating to financial statements;

   f. Disclosure of any related party transactions;

   g. Modified opinion(s) in the draft audit report.

V. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;

VI. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

VII. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

VIII. Approval or any subsequent modification of transactions of the Company with related parties;

IX. Scrutiny of inter-corporate loans and investments;

X. Valuation of undertakings or assets of the Company, wherever it is necessary;

XI. Evaluation of internal financial controls and risk management systems;

XII. Reviewing, with the management, performance of Statutory and Internal Auditors, adequacy of the internal control systems;

XIII. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

XIV. Discussion with Internal Auditor of any significant findings and follow up there on;

XV. Reviewing the findings of any internal investigations by the Internal Auditor into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

XVI. Discussion with Statutory Auditor before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

XVII. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, Shareholders (in case of non-payment of declared dividends) and creditors, if any;

XVIII. Reviewing the functioning of the Whistle Blower Mechanism;

XIX. Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;

XX. reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments;

XXI. consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders;

XXII. Carrying out any other function as may be delegated by the Board from time to time.

B. The audit committee shall mandatorily review the following information:

I. management discussion and analysis of financial condition and results of operations;

II. management letters / letters of internal control weaknesses issued by the statutory auditors;

III. internal audit reports relating to internal control weaknesses; and

IV. the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.

statement of deviations:

a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).

b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

b) Composition, Name of Members and Chairperson:

The Audit Committee of the Company is constituted with **3** (three) directors comprising of **2** (two) Non – Executive Independent Directors and 1 (one) Executive Director. All members of the Audit Committee are financially literate and having expertise in accounting/financial management.

Name of the Member	Status	Nature of Directorship
Satya Prasad Sayala	Chairperson	Independent, Non-Executive
Srinivasa Vijay Kumar Appana	Member	Independent, Non-Executive
Niranjan Chintam	Member	Executive Director

The Company Secretary of the Company acts as a Secretary to the Committee. The Statutory Auditors and Internal Auditors are invitees to the Committee.

The Auditors and Senior Management personnel are invited as and when required.

c) Meetings and attendance during the year 2025-26:

Name of the Member	Held during tenure	Attended
Satya Prasad Sayala	11	11
Srinivasa Vijay Kumar Appana	11	11
Niranjan Chintam	11	11

4. NOMINATION AND REMUNERATION CUM COMPENSATION COMMITTEE:

The Nomination and Remuneration Committee of the Company ("NRC"), also functions as the Compensation Committee, has been constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Committee is entrusted with overseeing matters relating to the appointment, evaluation, and remuneration of Directors, Key Managerial Personnel (KMP), and Senior Management. It ensures that the Company's remuneration policies are transparent, performance-driven, and aligned with long-term value creation for stakeholders.

a) Brief description of terms of reference:

The terms of reference of the Nomination and Remuneration Committee, inter alia, include:

I. formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;

II. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

a. use the services of an external agencies, if required;

b. consider candidates from a wide range of backgrounds, having due regard to diversity; and

c. consider the time commitments of the candidates

III. formulation of criteria for evaluation of performance of independent directors and the board of directors;

IV. devising a policy on diversity of board of directors;

V. identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.

VI. whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

VII. recommend to the board, all remuneration, in whatever form, payable to senior management.

b) Composition, name of members and Chairperson:

Name of the Director	Status	Nature of Directorship
Srinivasa Vijay Kumar Appana	Chairman	Independent, Non-Executive
Abhaya Shankar	Member	Independent, Non-Executive
Niranjan Chintam	Member	Whole-Time Director, Executive
Satya Prasad Sayala	Member	Independent, Non-Executive

The Company Secretary of the Company acts as the Secretary to the Nomination & Remuneration Committee.

c) Meetings and Attendance during the year 2025-26:

Name of the Member	Held during tenure	Attended
Srinivasa Vijay Kumar Appana	1	1
Abhaya Shankar	1	1
Niranjan Chintam	1	1
Satya Prasad Sayala	1	1

The Chairman of the Nomination and Remuneration Committee has attended last Annual General Meeting of the Company held on September 30, 2025.

d) Performance evaluation criteria for the Independent Directors:

The indicative criteria for evaluation of performance of the Independent Director that are provided in their terms of appointment are as under:

I. Attendance and contribution at Board and Committee meetings.

II. Appropriate mix of expertise, skills, behavior, experience, leadership qualities, sense of sobriety and understanding of business, strategic direction to align company's value and standards.

III. Knowledge of finance, accounts, legal, investment, marketing, foreign exchange/ hedging, internal controls, risk management, assessment and mitigation, business operations, processes and corporate governance.

IV. Ability to create a performance culture that drives value creation and a high quality of debate with robust and probing discussions.

V. Effective decision making ability.

VI. Ability to open channels of communication with executive management and other colleagues on Board to maintain high standards of integrity and probity.

VII. His/her global presence, rational, physical and mental fitness, broader thinking, vision on corporate social responsibility etc.

VIII. His/her ability to monitor the performance of management and satisfy himself/herself with integrity of the financial controls and systems in place by ensuring right level of contact with external stakeholders.

IX. His/her contribution to enhance overall brand image of the Company.

5. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee of the Company has been constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The primary role of the Committee is to ensure effective engagement with shareholders and other security holders of the Company, while safeguarding their rights and addressing their queries and grievances with transparency and fairness.

Key responsibilities of the Committee include:

I. Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.

II. Review of measures taken for effective exercise of voting rights by shareholders.

III. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the **Registrar to an Issue and Share Transfer Agent** Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company

IV. Resolving grievances of debenture holders related to creation of charge, payment of interest/principal, maintenance of security cover and any other covenants.

a) Name of the non-executive director heading the committee:

Mr. Satya Prasad Sayala, Non-Executive – Independent director of the Company is the Chairperson of the Stakeholders' Relationship Committee **w.e.f** December 19, 2024.

b) Name, designation and address of the Compliance Officer:

Name: Mr. Rahul Jain, Company Secretary and Compliance Officer

Address: Plot No. 1367, Road No. 45, Jubilee Hills, Hyderabad – 500 033

Contact Details: Tel: 040-44333030;
Fax: 040-23552358
E-mail ID: compliance@kelltontech.com

c) Number of shareholder's complaints received during the financial year 2025-26:

S.No	Description	Received	Resolved	Pending
1	Non receipt of Electronic Credits	Nil	Nil	Nil
2	Non receipt of Annual Reports	Nil	Nil	Nil
3	Non receipt of Dividend Warrants	Nil	Nil	Nil
4	Non receipt of Refund order	Nil	Nil	Nil
5	SEBI	Nil	Nil	Nil
6	Stock Exchanges	Nil	Nil	Nil
	Total	**Nil**	**Nil**	**Nil**

The Company is pleased to confirm that it has not received any complaints from its shareholders during the reporting period. While there have been occasional queries regarding the dematerialization and transmission of shares, however, these have not escalated to formal complaints.

d) Number of complaints not solved to the satisfaction of shareholders:

The Company has not received any complaints from the shareholders of the Company and hence there are no pending complaints regarding the same.

e) Constitution and Composition of the Stakeholders' Relationship Committee:

Name of the Director	Status	Nature of Directorship
Satya Prasad Sayala	Chairman	Independent, Non-Executive
Srinivasa Vijay Kumar Appana	Member	Independent, Non-Executive
Krishna Chintam	Member	Managing Director, Executive

f) Details of Committee meetings held during the year:

Name of the Member	Held during tenure	Attended
Satya Prasad Sayala	2	2
Srinivasa Vijay Kumar Appana	2	2
Krishna Chintam	2	2

6. RISK MANAGEMENT COMMITTEE

The Risk Management Committee ("RMC") of the Company has been constituted in accordance with the provisions of Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the applicable provisions of the Companies Act, 2013.

The Committee is responsible for identifying, monitoring, and mitigating key business and operational risks to ensure the long-term sustainability of the Company. It plays a pivotal role in strengthening the organization's risk management framework, promoting a culture of proactive risk awareness, and aligning risk management practices with strategic and operational objectives.

a) Key Responsibilities of the Committee include:

I. To formulate a detailed risk management policy which shall include:

(a) A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.

(b) Measures for risk mitigation including systems and processes for internal control of identified risks.

(c) Business continuity plan.

II. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

III. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

IV. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

V. To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;

VI. The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

VII. The Risk Management Committee shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the board of directors.

Through its structured oversight, the Risk Management Committee ensures that possible threats and uncertainties are effectively managed, enabling the Company to safeguard stakeholder interests, enhance resilience, and achieve its long-term strategic goals.

b) Constitution and Composition of the Risk Management Committee:

Name of the Director	Status	Nature of Directorship
Satya Prasad Sayala	Chairman	Independent, Non-Executive
Srinivasa Vijay Kumar Appana	Member	Independent, Non-Executive
Niranjan Chintam	Member	Non-Independent, Executive Director

c) Details of Committee meetings held and Attendance during the year:

Name of the Member	Held during tenure	Attended
Satya Prasad Sayala	2	2
Srinivasa Vijay Kumar Appana	2	2
Niranjan Chintam	2	2

7. SENIOR MANAGEMENT

a) Particulars of Senior Management including the changes therein since the close of the previous financial year

Name	Designation/Category
Niranjan Chintam	Executive Director & Chief Financial Officer
Krishna Chintam	Managing Director & Chief Executive Officer
Karanjit Singh	Executive Director
Srinivas Potluri	Director
Srinivasa Vijay Kumar Appana	Director
Geeta Goti	Director
Satya Prasad Sayala	Director
Abhaya Shankar	Director
Rahul Jain	Company Secretary

There is no change in composition of senior management during the year

8. REMUNERATION OF DIRECTORS

i. Remuneration Policy:

The remuneration policy of the Directors is aligned towards rewarding participation in meetings and is in consonance with industry benchmarks and requirements of the law. The objective of the policy is to attract and retain skillful talent while delivering optimal value to the business. The executive remuneration policy is aligned with an objective to recognize the need to be competitive in the industry by ensuring fair and reasonable rewards for high levels of performance. The remuneration policy is available on the Company's website at ***https://www.kellton.com/legal-policies***.

a. Non-Executive Directors:

The Company may pay commission to its Non-Executive Directors and Independent Directors as per the remuneration matrix approved by the shareholders of the Company. The amount of such commission, taken together for all Non-Executive Directors and Independent Directors, shall not exceed 1% of the net profits of the Company in any financial year. Independent Director of the Company are paid sitting fees for attending Board and Committee Meetings.

b. Executive Director:

Mr. Niranjan Chintam, Mr. Krishna Chintam and Mr. Karanjit Singh are the Executive Directors (hereinafter referred to as Executive Director) of the Company. The Board of Directors / Nomination and Remuneration Committee of the Board is authorized to decide the remuneration of the Executive Director, subject to the approval of the members. The remuneration structure comprises of Salary, Perquisites, Retirement benefits, Variable Pay and Equity based compensation. Annual increments are decided by the Nomination and Remuneration Committee within the limits approved by the members of the Company.

c. Details of remuneration to the directors:

(In Rupees)

<table>
<tr><th rowspan="3">Particulars</th><th colspan="3">Executive</th><th colspan="5">Non-Executive</th></tr>
<tr><th rowspan="2">Niranjan Chintam</th><th rowspan="2">Krishna Chintam</th><th rowspan="2">Karanjit Singh</th><th>Non- Independent Director</th><th colspan="4">Independent Directors</th></tr>
<tr><th>Srinivas Potluri</th><th>Srinivasa Vijay Kumar Appana</th><th>Abhaya Shankar</th><th>Satya Prasad Sayala</th><th>Geeta Goti</th></tr>
<tr><td>Salary</td><td>30,00,000</td><td>30,00,000</td><td>73,05,636</td><td>-</td><td>-</td><td>-</td><td>-</td><td>-</td></tr>
<tr><td>Commission</td><td>-</td><td>-</td><td>-</td><td>-</td><td>-</td><td>-</td><td>-</td><td>-</td></tr>
<tr><td>PF Contribution</td><td>-</td><td>-</td><td>21,600</td><td>-</td><td>-</td><td>-</td><td>-</td><td>-</td></tr>
<tr><td>Sitting fees</td><td>-</td><td>-</td><td>-</td><td>-</td><td>-</td><td>1,00,000</td><td>-</td><td>1,00,000</td></tr>
<tr><td>Total</td><td>30,00,000</td><td>30,00,000</td><td>73,27,236</td><td>-</td><td>-</td><td>1,00,000</td><td>-</td><td>1,00,000</td></tr>
</table>

The performance incentive/commission is determined based on certain pre-agreed performance parameters.

9. GENERAL BODY MEETINGS

a. Location and date / time for last three Annual General Meetings were:

Financial Year	Location of the Meeting	Date and Time	Number of Special Resolutions passed
2024-25	Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)	September 30, 2025 11:00 A.M.	**04**
2023-24		September 30, 2024 11:00 A.M.	**07**
2022-23		September 30, 2023 10:00 A.M.	**06**

Financial Year	Details of Special Resolutions
2024-25	**1.** To approve raising of funds by issuance of Foreign Currency Convertible Bonds on a private placement basis, aggregating up to USD 50 Million in one or more Tranches **2.** To approve raising of funds in one or more tranches by issuance of equity shares and/or other eligible securities, aggregating up to INR 250 Crore. **3.** To approve the enhancement in the borrowing limits of the company from INR 500 crore to INR 750 crore under section 180(1)(c) of the companies act, 2013. **4.** To empower to give loans or invest funds of the company in excess of the limits specified under section 186 of the companies act, 2013.
2023-24	1. To consider and recommend the re-appointment of Mr. Niranjan Chintam (DIN: 01658591) as Whole-Time Director and Chief Financial Officer of the Company. 2. To Seek Approval for payment of remuneration to Mr. Niranjan Chintam (DIN: 01658591) as Whole-Time Director and Chief Financial Officer of the Company. 3. To Seek Approval for payment of remuneration to Mr. Krishna Chintam (DIN: 01658145) as Managing Director and Chief Executive Officer of the Company. 4. To Seek Approval for payment of remuneration to Mr. Karanjit Singh (DIN: 06898258) as Executive Director of the Company. 5. To Seek approval under Section 180(1)(c) of the Companies Act, 2013 inter alia for borrowings upto the revised limit of ₹ 500 Crores (Rupees Five Hundred Crores Only). 6. 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. 7. To approve amendment in terms of Kellton Tech Solutions Limited Employees Stock Option Scheme, 2013.
2022-23	1. To appoint Mr. Satya Prasad (DIN: 08082530), as an Independent Director of the Company 2. To re-appoint Mr. Krishna Chintam (DIN-01658145) as Managing Director and Chief Executive Officer on the Board of the Company 3. To re-appoint Mr. Karanjit Singh (DIN- 06898258) as Whole-Time Director on the Board of the Company 4. Increase the Overall Maximum Limit of Managerial Remuneration 5. To Seek approval under Section 180(1)(c) of the Companies Act, 2013 Inter alia for borrowings upto the revised limit of ₹ 250 Crores (Rupees Two Hundred Fifty Crores Only) 6. 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

During the financial year 2025-2026 the Company Coducted **Extra Ordinary General Meeting on July 11, 2026** through Video Conferencing Mode, the required details for the same are as follows

EGM	Date Time and Venue	Voting Facility
01/2025-26	July 11, 2025 at 11:00 A.M. (IST) Through VC / OAVM	Remote E-Voting and E-Voting during the EGM

Details of Resolution passed in the Meeting

Sr. No.	Particulars of Resolution	Type of Resolution
1	Alteration of Capital Clause (Clause V) of the Memorandum of Association of the Company	Ordinary Resolution
2	Sub-division (Split) of Equity Shares of the Company from ₹5/- each into 5 Equity Shares of ₹1/- each	Ordinary Resolution
3	Issue of up to **55,00,000 Share Warrants**, convertible into Equity Shares on preferential basis to persons belonging to the Promoter and Non-Promoter categories	**Special Resolution**

Details of Voting Results

The Company conducted the voting process through e-voting in respect of the resolutions placed before the Members at the Extraordinary General Meeting. The summary of the voting results is as follows:

Sr. No.	Particulars of Resolution	Type of Resolution	Votes Polled	Votes in Favour	Votes Against	% of Votes in Favour	% of Votes Against	Result
1	Approval for alteration of Capital Clause of Memorandum of Association of the Company	Ordinary	4,05,94,288	4,05,80,257	14,031	100%	0%	Passed
2	Approval for sub-division (split) of Equity Shares of the Company	Ordinary	4,05,94,814	4,05,77,626	17,188	100%	0%	Passed
3	Issue of 55,00,000 Share Warrants, convertible into Equity Shares on preferential basis to persons belonging to the Promoter and Non-Promoter category	Special	4,05,94,218	4,05,76,065	18,153	100%	0%	Passed

Note: The percentages above are presented above, wherein the votes in favour were reported as approximately 100% and votes against as approximately 0%, **rounded off to the nearest whole number.**

b. Means of Communication:

i. The quarterly, half yearly, and annual results are intimated to the Stock Exchanges on event basis.

ii. The Company posts all the vital information relating to the Company and its performance / results including the press releases on its website https://www.kellton.com for the benefit of the shareholders and public at large.

iii. Quarterly financial results are published in leading newspapers, viz. The Business Standard in English, and Mana Telangana in vernacular language (Telugu). The audited results for the financial year are approved by the Board and then communicated to the members through the Annual Report and also published in the newspapers.

iv. The presentations made to the investors are also uploaded on the website of the Company.

v. SEBI Complaints Redressal System (SCORES):

vi. SEBI has initiated SCORES for processing the investor complaints in a centralized web based Redress System and Online Redressal of all the shareholder's complaints. The company is in compliance with the SCORES and redressed the shareholder's complaints well within the stipulated time.

10. GENERAL SHAREHOLDER' INFORMATION

Date, Time & Venue of Annual General Meeting	**Date:** September 30, 2026 **Time:** 11:00 A.M. **Venue:** The Company is conducting the Annual General Meeting through Video Conference / Other Audio-Visual Mode (VC/OAVM) pursuant to the MCA Circular dated 5th May, 2020 and as such there is no requirement to have a venue for the AGM.
Financial Year	April 01, 2025 to March 31, 2026
Dividend payment date	NA
Listing on Stock Exchanges	**BSE**, Phiroze Jeejeebhoy Towers - Dalal Street, Fort, Mumbai - 400 023 — **Stock Code-** 519602 **National Stock Exchange of India Ltd (NSE)** Exchange Plaza, 5 Floor, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 — **Stock Symbol-** KELLTONTEC Further, Company has paid the applicable Listing fees to both the Stock Exchanges.
Suspension of shares	None of the securities of the Company were suspended from trading during the year.
Registrar and Transfer Agents	**M/s XL Softech Systems Limited,** 3 Sagar Society, Road No. 2, Banjara Hills, Hyderabad – 500 034, Telangana Tel: 040 23545913 Fax: 040 23553214 e-mail: mail@xlsoftech.com
Share Transfer System	The Company's shares are transferable through the depository system. The Company has appointed M/s. XL Softech Systems Limited, Registrars and Share Transfer Agents. The Company has signed a tripartite agreement with NSDL/CDSL and M/s. XL Softech Systems Limited to facilitate dematerialization of shares. The Members may contact for the redressal of their grievances to either M/s XL Softech Systems Limited or the Company Secretary of the Company.
Dematerialization of Shares and Liquidity	As on March 31, 2026, 52,54,07,170 shares representing 99.55% of shareholding have been dematerialized. The balance 23,97,500 equity shares representing 0.45% were in physical form. The Company's shares are compulsorily traded in dematerialized form and are regularly traded on NSE and BSE. The ISIN Number allotted for the Equity shares is **INE164B01030**
Outstanding GDRs/ ADRs/ Warrants or any Convertible Instruments, conversion date and likely impact on equity	As on March 31, 2026, there were no outstanding GDRs/ ADRs/ or any Convertible Instruments of the Company. **However, there are 2,39,00,000 warrants eligible to be converted into Equity shares of Face value Re. 1**
Commodity price risk or foreign exchange risk and hedging activities;	Not Applicable
Plant locations/offices;	**The Company operates from:** Plot No. 1367, Road No. 45, Jubilee Hills, Hyderabad – 500 033, Telangana. Plot No. 270, Udyog Vihar Phase -2, Gurgaon, Haryana- 122016, India and
Credit ratings obtained by the entity along with any revisions thereto during the relevant financial year	**Ratings upgraded to [ICRA] A- (Stable) from the earlier rating of [IND] BBB+**
Registered Office/ address for correspondence	**Investor correspondence may be addressed to:** **M/s. XL Softech Systems Limited**, 3 Sagar Society, Road No.2, Banjara Hills, Hyderabad – 500 034, Telangana Tel: 040 23545913, Fax: 040 23553214 e-mail: mail@xlsoftech.com **For Correspondence to the Company:** **Kellton Tech Solutions Limited** Plot No. 1367, Road No. 45, Jubilee Hills, Hyderabad – 500 033, Telangana. Tel No: 040-44333030 Email-id: compliance@kelltontech.com Website: www.kellton.com

Distribution of Shareholding as on March 31, 2026 was as follows –

a) Categories of Shareholding-

Category	No. of shares held	Percentage of shareholding
Promoters	1,03,29,160.00	1.96%
Promoters Body Corporate	18,84,99,390.00	35.71%
Mutual funds / UTI	-	-
Financial Institutions /Banks	-	-
Foreign Portfolio Investors	54,80,703.00	1.04%
Alternative Investment Funds	5,000.00	0.00%
Venture Capital Funds	-	-
Bodies Corporate	1,78,77,764.00	3.39%
Foreign Bodies Corporate	-	-
Retail individuals/NRIs/Trusts /others	30,56,12,653.00	57.90%
Total	**52,78,04,670.00**	**100.00%**

b) Distribution of Shareholding -

Sl.No	Category (Shares)	No. of Holders	% To Holders	Shares Amount	% To Equity
1	1 - 5000	140964	67.44	22640197	4.29
2	5001 - 10000	25653	12.27	20659771	3.91
3	10001 - 20000	16927	8.1	25364042	4.81
4	20001 - 30000	9000	4.31	22946390	4.35
5	30001 - 40000	3400	1.63	12172631	2.31
6	40001 - 50000	4083	1.95	19643198	3.72
7	50001 - 100000	4976	2.38	36931207	7
8	100001 and above	4028	1.93	367447234	69.62
	Total	**209031**	**100**	**527804670**	**100**

11. OTHER DISCLOSURES:

a. Related Party Disclosure

There are no significant related party transactions with the Company's Promoters, Directors, the Management or relatives that may have potential conflict with the interest of the Company at large. Related party transactions have been disclosed in Notes to the Annual Accounts (Refer Note 37). The Company has framed a Policy on Related Party Transactions and the same is available on website of the Company at

<table>
<tr><th>Sr. No.</th><th>In the accounts of</th><th colspan="3">Amounts at the year end and the maximum amount of loans/ advances/ Investments outstanding during the year.</th></tr>
<tr><td rowspan="4">1</td><td rowspan="4">Holding Company</td><td colspan="3">Loans and Advances</td></tr>
<tr><td>Subsidiaries</td><td>Associ-ates</td><td>Companies/firms in which directors are interested</td></tr>
<tr><td>Outstanding at the end of the year : Nil</td><td>Nil</td><td>Nil</td></tr>
<tr><td colspan="3"></td></tr>
<tr><td rowspan="3">2</td><td rowspan="3">Subsidiary</td><td colspan="3">Loans and Advances</td></tr>
<tr><td>Subsidiaries</td><td>Associ-ates</td><td>Companies/firms in which directors are interested</td></tr>
<tr><td>Nil</td><td>Nil</td><td>Outstanding at the end of the year : Nil</td></tr>
</table>

Further, transactions with related parties are disclosed in the Notes to Accounts and all the transactions with related parties are at arms' length and in compliance with transfer pricing regulations. All Related Party Transactions are entered into by the Company only after obtaining the prior approval of the Audit Committee and Board of Directors. In terms of the provisions of the Companies Act, 2013 and Listing Agreement entered with the Stock Exchanges pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has adopted a policy to determine Related Party Transactions. The policy is placed on the Company's website at: http://www.kellton.com

b. Details of non-compliance by the listed entity, penalties, strictures imposed on the Company by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years:

<table>
<tr><td>FY 2025-26</td><td>The Company is committed to maintaining the highest standards of compliance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and the requirements of the Stock Exchanges. During the financial year under review, the Company made all reasonable efforts to ensure timely compliance with the applicable regulatory requirements. However, due to certain inadvertent delays and, in one instance, a technical issue, there were certain instances of delay/non-compliance for which fines were levied by the Stock Exchanges. The details are as follows:

1. Delay in Appointment of Independent Directors: The Company was levied fines by both BSE Limited and National Stock Exchange of India Limited for a delay of 5 days in the appointment of Independent Directors, as per the applicable provisions of the SEBI LODR Regulations relating to the composition of the Board of Directors.

2. Delay in Prior Intimation under Regulation 29: The Company was levied fines by both BSE Limited and National Stock Exchange of India Limited for delay in providing prior intimation of the meeting of the Board of Directors, as required under Regulation 29 of the SEBI LODR Regulations, 2015.

3. Delay in Submission of Shareholding Pattern: The Company was levied a fine by BSE Limited for a delay of 2 days in submission of the Shareholding Pattern under Regulation 31 of the SEBI LODR Regulations, 2015. The delay was attributable to a technical issue in submission of the requisite filing on the BSE portal. The Shareholding Pattern was duly submitted to National Stock Exchange of India Limited within the prescribed timeline.

The Company has taken note of the aforesaid instances and has strengthened its internal compliance and monitoring mechanisms, including measures to address technical and filing-related issues, to ensure timely compliance with the applicable provisions of the SEBI LODR Regulations and the requirements of the Stock Exchanges.</td></tr>
<tr><td>FY 2024-25</td><td>The Company has complied with all the requirements of the Listing Agreement with the Stock Exchanges, as well as the regulations and guidelines of SEBI. No penalties or strictures have been imposed on the Company by the Stock Exchanges, SEBI, or any other statutory authority related to capital markets during the last three years, except as noted below.

During the financial year, both BSE and NSE levied a fine of ₹ 29,500 each under Regulation 17(1)(b) of SEBI (LODR) Regulations due to a delay of five days in the appointment of an Independent Director.

The delay in the appointment of the Independent Director was purely unintentional and arose due to unforeseen and unavoidable circumstances beyond the control of the Company. Our compliance team diligently endeavored to identify and appoint a suitably qualified candidate within the stipulated timeframe. Despite their best efforts and proactive measures, certain external factors caused a brief delay in the finalization process. We wish to emphasize that the Company remains fully committed to adhering to all regulatory requirements and governance standards, and such delays are exceptions rather than the norm. We have since taken additional steps to strengthen our appointment processes to prevent any recurrence of similar situations in the future.

However, the Company has applied for waiver of the fines, stating the reasons for the delay. The application is currently under review by the respective BSE and NSE departments.</td></tr>
<tr><td>FY 2023-24</td><td>The Company has complied with all the requirements of the Listing Agreement with the Stock Exchanges as well as the regulations and guidelines of SEBI. No other penalty or strictures have been imposed on the Company by the Stock Exchanges, SEBI or any other statutory authority, on any matter relating to the capital markets, during the last three years.

During the financial Year, both Exchanges have imposed the Penalty of Rs. 1,180/- on account of one day delay in compliance of Regulation 13(3) of SEBI Listing Regulation, 2015, pertaining to statement on shareholder complaints within the period prescribed under this regulation or under any circular issued in respect of redressal of investor grievances for the quarter ended September 30, 2023.

Further, during the previous financial Year BSE has imposed the Penalty of Rs. 2,12,400, for non-compliance of Regulation 19 of SEBI Listing Regulation 2015, However upon due representation made by the Company for the waiver of the same on the grounds of typographical and technical error, Exchange vide letter dated January 11, 2023 has given complete waiver of the fine.</td></tr>
</table>

c. Details of establishment of vigil mechanism/ whistle blower policy, and affirmation that no personnel has been denied access to the audit committee:

The Company has established a Vigil mechanism to provide an avenue to raise concerns. The mechanism provides for adequate safeguards against victimization of employees who avail of it and also for appointment of an Ombudsperson who will deal with the complaints received. The policy also lays down the process to be followed for dealing with complaints and in exceptional cases, also provides for direct appeal to the Chairperson of the Audit Committee. During the year, no employee was denied access to Chairman of the Audit Committee.

d. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:

As on March 31, 2026, all mandatory requirements of the Listing Regulations have been complied with by the Company. The status of compliance with the discretionary requirements, as stated under Part E of Schedule II to the SEBI Listing Regulations are as under:

e. Web link where policy for determining 'material' subsidiaries is disclosed:

In terms of the SEBI (LODR) Regulations, 2015, the Board of Directors of the Company has adopted a policy with regard to determination of material subsidiaries. The policy is placed on the Company's website at https://www.kellton.com/legal-policies

f. Web link where policy for dealing in related party transactions:

In accordance with the requirements of the Listing Regulations, the Company has adopted a Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions. The same has been placed on the website of the Company at https://www.kellton.com/legal-policies

g. Disclosure of commodity price risks and commodity hedging activities:

The Company does not engage in hedging activities related to commodity markets

h. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32(7A):

The Company has not raised any funds through preferential allotment or qualified institutions placement during the current financial year and hence not applicable.

i. A Certificate from a Company Secretary in practice that none of the directors on the board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority:

The Company has duly enclosed the certificate received from a Company Secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority. Further the Company has enclosed for perusal as **Annexure- VIII.**

j. Acceptance of recommendations of Committees:

The Board had accepted recommendations of various committees of the board which were mandatorily required in the relevant financial year.

k. Auditor's Remuneration:

The statutory auditor of the Company and all the entities in the network firm/network entity of which the statutory auditor is a part have been paid a total fee of ₹ 6,00,000 for all the services rendered by them during the financial year 2025-26.

l. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Number of complaints filed during the financial year	Nil
Number of complaints disposed of during the financial year	Nil
Number of complaints pending as on the end of financial year	Nil

m. Web link where Dividend Distribution Policy is disclosed:

The Company has formulated a Dividend Distribution Policy in accordance with the Listing Regulations. The Dividend Distribution Policy can be accessed from the Investor section of the website of the Company at https://www.kellton.com/legal-policies

12. COMPLIANCE TO REQUIREMENTS OF CORPORATE GOVERNANCE REPORT

The Company has complied with the requirements of the Schedule V, Corporate Governance Report sub-paragraphs (2) to (10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

13. ADOPTION OF DISCRETIONARY REQUIREMENTS AS SPECIFIED IN PART E OF SCHEDULE II OF THE LISTING REGULATIONS

The Company has not adopted any of the Discretionary requirements as specified in Part E of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

14. DISCLOSURES IN COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS AS SPECIFIED IN REGULATION 17 TO 27 AND CLAUSES (B) TO (I) OF SUB-REGULATION (2) OF REGULATION 46

The Company has made all the disclosures for compliance with Corporate Governance requirements as specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 in the section **"Report on corporate governance"** of the annual report. Further, the Company has attached Secretarial Auditor certificate as **Annexure-V**.

15. DISCLOSURES w.r.t DEMAT SUSPENSE ACCOUNT / UNCLAIMED SUSPENSE ACCOUNT

i. Details of Unclaimed Shares:

The Company is required to open an unclaimed suspense account with a depository participant and transfer all the unclaimed share certificates of members after giving three reminders.

All the voting rights on unclaimed shares shall remain frozen till the rightful owner of such shares claims the shares.

As on March 31, 2026 your Company has 24,43,250 equity shares in the unclaimed suspense account.

Sr. No	Particulars	Remarks
1.	Total number of shareholders and the outstanding shares in the suspense account lying as on 01.04.2025	343 members and 24,43,250 (Before Split 4,88,650) shares
2.	Number of shareholders who approached listed entity for transfer of shares from suspense account during the year;	0 Members
3.	Number of shareholders to whom shares were transferred from suspense account during the year;	0 Members
4.	Aggregate number of shareholders and the outstanding shares in the suspense account lying as on 31.03.2026	343 members and 24,43,250 shares
5.	That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares	Nil

***Number of shares in unclaimed suspense account also includes the credit of bonus shares made to the suspense account.**

ii. Depository Services:

For guidance on depository services, Shareholders may write to the Company or to the respective Depositories:

National Securities Depository Ltd.	Central Depository Services (India) Ltd.
Trade World, 4th Floor Kamala Mills Compound Senapati Bapat Marg, Lower Parel, Mumbai-400013. Tel: 091-022-24994200 Fax: 091-022-24972993/24976351 Email: info@nsdl.co.in	A' Wing, 25th Floor, Marathon Futurex, Mafatlal Mills Compound, N M Joshi Marg, Lower Parel, Mumbai - 400 013, Tel: 091-022-22723333 Fax: 091-022-22723199 Email: investors@cdslindia.com

iii. Compliance with Indian Accounting Standards (IND-AS):

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act,2013, ("the Act") and other relevant provisions of the Act.

iv. Measures for Prevention of Insider Trading:

In compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2016, the company framed a Code of Conduct for Prevention of Insider Trading and Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information for its directors and designated employees. The code lays down guidelines, which mandate the directors and designated employees on the procedures to be followed and disclosures to be made while dealing with the shares of the company and also appraises the consequences for the violations. Details of the code for prevention of insider trading is available at the company's website viz. https://www.kellton.com/legal-policies

v. CEO/CFO Certification:

As required under Regulation 17(8) of SEBI (LODR) Regulations, CEO/CFO have certified to the Board that the Financial Statements for the financial year ended March 31, 2026 do not contain any untrue statement and that these statements represent a true and fair view of the Company's affairs and other matters as specified thereunder. Copy of the Certificate is attached as **Annexure-VI** to this Report.

vi. Code of conduct for Directors and Senior Management:

The Company has adopted a Code of Conduct for the Board of Directors and Senior Management Personnel to ensure that the business of the Company is conducted with the highest standards of ethics and values in accordance with the applicable laws, regulations and rules and is critical to the success of the Company. The Code is available at the Company's website a https://www.kellton.com/legal-policies

All the Board Members and Senior Management Personnel have affirmed compliance with the Code. A declaration signed by the CEO/CFO to this effect is enclosed as part of **Annexure-VI** to this Report.

Annexure-IV A

Compliance with the Code of Conduct for Board of Directors and Senior Management

As the Managing Director cum Chief Executive Officer and Whole-Time Director cum Chief Financial Officer of Kellton Tech Solutions Limited and as required by Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby declare that all the Board members and senior management personnel of the Company have affirmed compliance with the Company's Code of Conduct for the Financial Year 2025-26.

	Sd/-	Sd/-
	Krishna Chintam	**Niranjan Chintam**
Date: 05.09.2026	Managing Director cum CEO	WTD cum CFO
Place: Hyderabad	DIN: 01658145	DIN: 01658591

Annexure-V

Certificate on Corporate Governance

(Pursuant to Schedule V(E) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

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

I have examined the compliance of the conditions of Corporate Governance by **Kellton Tech Solutions Limited** bearing **CIN: L72200TG1993PLC016819** (hereinafter referred to as "the Company") for the year ended **March 31, 2026**, as stipulated in Regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and para-C, D & E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

The compliance of the conditions of Corporate Governance is the responsibility of the management. My examination was limited to a review of the procedures and implementation thereof, as adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me, and the representations made by the Directors and the management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended March 31, 2026.

I further state that such compliance is neither an assurance as to the financial viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Sd/-
N. V. S. S. Suryanarayana Rao
Company Secretary in Practice
Membership Number: 5868
Certificate of Practice Number: 2886
Peer review Certificate No. 1506/2021

UDIN: **A005868H001379548**

Date : September 05, 2026
Place : Hyderabad

CEO & CFO Declaration

To
The Board of Directors
Kellton Tech Solutions Limited

We, Krishna Chintam, Managing Director cum CEO and Niranjan Chintam Whole-time Director cum CFO of the Kellton Tech Solutions Limited, to the best of our knowledge and information, and on behalf of the Company certify that:

a. We have reviewed financial statements and the Cash flow Statement for the year ended March 31, 2026 and that to the best of our knowledge and belief:

   (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

   (ii) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

b. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.

c. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

d. During the year under reference -

   (i) there were no significant changes in the internal control over financial reporting;

   (ii) no significant changes in accounting policies were made; and

   (iii) no instance of significant fraud and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting, has come to our notice.

	Sd/-	Sd/-
	Krishna Chintam	**Niranjan Chintam**
Date : 05.09.2026	Managing Director cum CEO	WTD cum CFO
Place: Hyderabad	DIN: 01658145	DIN: 01658591

FORM NO. MR-3

Secretarial Audit Report

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To
The Members,
Kellton Tech Solutions Limited,
Reg. Add.: Plot No 1367, Road No- 45 Jubilee Hills,
Hyderabad, Telangana, India, 500033.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Kellton Tech Solutions Limited** (hereinafter called the "Company") for the financial year ended **March 31, 2026** ('Audit Period'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has during the audit period covering the financial year ended on 31 March 2026 ('Audit Period'), complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31 2026, according to the provisions of:

(1) The Companies Act, 2013 (the "Act") and the rules made thereunder;

(2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

(3) The SEBI (Depositories and Participants) Regulations 2018 and the Regulations and Bye-laws framed thereunder;

(4) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of, Foreign Direct Investments, Overseas Direct Investment and External Commercial Borrowings;

(5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

e. The Securities and Exchange Board of India (Issue and Listing of Non-convertible Securities) Regulations, 2021; ***(Not Applicable to the Company during the Audit period)***

f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; ***(Not Applicable to the Company during the Audit period)***

h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; ***(Not Applicable to the Company during the Audit Report)*** and

i. The Securities and Exchange Board of India (Listing obligation and Disclosure requirements) Regulations 2015

(6) I further report that, having regard to the representation made by the Company and its officers, the compliance system prevailing in the Company, and on examination of the relevant documents and records in pursuance thereof on test-check basis, and as confirmed by the management, the Company has complied with the following laws specifically applicable to it, having regard to its business as a software/IT services company:

a. Information Technology Act, 2000 and the rules made thereunder;

b. The E-Waste (Management and Handling) Rules, 2011;

c. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;

d. The Employees' Provident Funds and Miscellaneous Provisions Act, 1952;

e. Employees' State Insurance Act, 1948;

f. The Payment of Gratuity Act, 1972

g. The Payment of Bonus Act, 1965

h. The Copyright Act, 1957

i. The Trade Marks Act, 1999

I have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards 1 and 2 issued by the Institute of Company Secretaries of India.

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines and Standards mentioned above, except for the instances of non-compliance and observations specifically reported herein.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the decisions are carried out unanimously and are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the period under review, the following instances of non-compliance/observations were noted:

1. Non-compliance was observed in respect of the revised prior intimation of the Board Meeting held on September 06, 2025. The Company had initially intimated the Stock Exchanges regarding the Board Meeting scheduled to be held on September 05, 2025 within the prescribed timeline. Subsequently, the meeting was rescheduled to September 06, 2025 and the revised intimation was submitted on September 04, 2025, resulting in non-compliance with the prescribed notice period under Regulation 29 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Stock Exchanges levied a fine of ₹11,800/- each. The Management attributed the delay to the inclusion of an urgent fund-raising proposal requiring shareholders' approval.

2. Non-compliance was observed in respect of submission of the Shareholding Pattern for the quarter ended December 31, 2025 to BSE Limited, which was filed with a delay of two days beyond the prescribed timeline. The Company has represented that the Shareholding Pattern was submitted to the National Stock Exchange of India Limited within the prescribed timeline, while the submission to BSE Limited was delayed due to a technical issue. BSE Limited levied a fine of ₹4,720/- for the delayed submission.

3. The Company could not complete the filing of Form IEPF-2 with the Ministry of Corporate Affairs within the prescribed timeline due to technical/data validation issues encountered on the MCA portal. The Company has represented that the matter has been taken up with the concerned authorities and is in the process of resolving the same.

4. Non-compliance was observed in respect of the delay in filing of certain e-Forms, including Form MGT-14, relating to certain Board Resolutions approving investments in overseas subsidiaries. The delay was attributable to inadvertent procedural oversight in completing the statutory filing formalities. The Company subsequently filed the respective forms along with the applicable additional fees.

Date of Board Resolution	Particulars of Resolution / Investment	Delay in Filing
19 September 2025	Approval of Overseas Direct Investment of up to USD 2,000,000 in Kellton Tech Inc.	320 days
1 November 2025	Approval of Overseas Direct Investment of up to USD 7,000,000 in Kellton Tech Inc.	280 days
12 November 2025	Approval of investment of €100,000 in Kellton Tech EU Limited	266 days
19 February 2026	Approval of investment of €1,000,000 in Kellton Tech EU Limited	170 days

Observation	Response by Management
1. Non-compliance was observed in respect of the revised prior intimation of the Board Meeting held on September 06, 2025. The Company had initially intimated the Stock Exchanges regarding the Board Meeting scheduled to be held on September 05, 2025 within the prescribed timeline. Subsequently, the meeting was rescheduled to September 06, 2025 and the revised intimation was submitted on September 04, 2025, resulting in non-compliance with the prescribed notice period under Regulation 29 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Stock Exchanges levied a fine of ₹11,800/- each. The Management attributed the delay to the inclusion of an urgent fund-raising proposal requiring shareholders' approval.	The delay occurred due to re-scheduling of the Board Meeting in view of an urgent fund-raising proposal requiring shareholders' approval.
2. Non-compliance was observed in respect of submission of the Shareholding Pattern for the quarter ended December 31, 2025 to BSE Limited, which was filed with a delay of two days beyond the prescribed timeline. The Company has represented that the Shareholding Pattern was submitted to the National Stock Exchange of India Limited within the prescribed timeline, while the submission to BSE Limited was delayed due to a technical issue. BSE Limited levied a fine of ₹4,720/- for the delayed submission.	The delay was due to a technical issue, while the Shareholding Pattern was submitted to NSE within the prescribed timeline.
3. The Company could not complete the filing of Form IEPF-2 with the Ministry of Corporate Affairs within the prescribed timeline due to technical/data validation issues encountered on the MCA portal. The Company has represented that the matter has been taken up with the concerned authorities and is in the process of resolving the same.	The delay was due to technical/ data validation issues encountered on the MCA portal. The matter has been taken up with the concerned authorities.

4. Non-compliance was observed in respect of the delay in filing of certain e-Forms, including Form MGT-14, relating to certain Board Resolutions approving investments in overseas subsidiaries. The delay was attributable to inadvertent procedural oversight in completing the statutory filing formalities. The Company subsequently filed the respective forms along with the applicable additional fees.

Date of Board Resolution	Particulars of Resolution / Investment	Delay in Filing
19 September 2025	Approval of Overseas Direct Investment of up to USD 2,000,000 in Kellton Tech Inc.	320 days
1 November 2025	Approval of Overseas Direct Investment of up to USD 7,000,000 in Kellton Tech Inc.	280 days
12 November 2025	Approval of investment of €100,000 in Kellton Tech EU Limited	266 days
19 February 2026	Approval of investment of €1,000,000 in Kellton Tech EU Limited	170 days

Response to Observation 4

The delay was attributable to inadvertent procedural oversight in completing the statutory filing formalities. The Company subsequently filed the respective forms along with the applicable additional fees.

Sd/-
N. V. S. S. Suryanarayana Rao
Company Secretary in Practice
Membership Number: 5868
Certificate of Practice Number: 2886
Peer review Certificate No. 1506/2021
UDIN: **A005868H001379482**

Date: September 05, 2026
Place: Hyderabad

Note: This report is to be read with my letter of even date which is annexed as 'Annexure-A' and forms an integral part of this report.

Annexure-A

To
The Members,
Kellton Tech Solutions Limited,
Reg. Add.: Plot No 1367, Road No- 45 Jubilee Hills,
Hyderabad, Telangana, India, 500033.

My report of even date is to be read with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test-check basis to ensure that correct facts are reflected in secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, I have obtained Management Representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test-check basis.
6. The Secretarial Audit report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Sd/-
N. V. S. S. Suryanarayana Rao
Company Secretary in Practice
Membership Number: 5868
Certificate of Practice Number: 2886
Peer review Certificate No. 1506/2021
UDIN: **A005868H001379482**

Date: September 05, 2026
Place: Hyderabad

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(*Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015*)

I, N. V. S. S. Suryanarayana Rao, have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Kellton Tech Solutions Limited** having CIN: **L72200TG1993PLC016819** and having registered office at Plot No 1367, Road No- 45 Jubilee Hills, Hyderabad- 500033, Telangana (hereinafter referred to as 'the Company') produced before me for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub I clause 10 (i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2026 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any other Statutory Authority.

Sl. No.	Name of Director	DIN	Date of appointment
1.	Mr. Krishna Chintam	01658145	23/12/2008
2.	Mr. Niranjan Chintam	01658591	23/12/2008
3.	Mr. Karanjit Singh	06898258	30/03/2015
4.	Mr. Srinivasa Vijay Kumar Appana	00299638	15/01/2019
5.	Mr. Srinivas Potluri	03412700	31/12/2009
6.	Ms. Geeta Goti	06866598	06/09/2022
7.	Mr. Satya Prasad Sayala	08082530	30/09/2023
8.	Mr. Abhaya Shankar	00008378	27/12/2024

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Sd/-
N. V. S. S. Suryanarayana Rao
Company Secretary in Practice
Membership Number: 5868
Certificate of Practice Number: 2886
Peer review Certificate No. 1506/2021
UDIN: **A005868G001143521**

Date: September 05, 2026
Place: Hyderabad

Annexure-IX

Business Responsibility and Sustainability Report

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

1. Details of the listed entity

Sr.No.	Particulars	Details
1.	Corporate Identity Number (CIN) of the Company	L72200TG1993PLC016819
2.	Name of the Company	Kellton Tech Solutions Limited
3.	Year of Incorporation	1993
4.	Registered address	Plot No. 1367, Road No. 45, Jubilee Hills, Hyderabad – 500033, Telangana, India
5.	Corporate Address	Plot No. 1367, Road No. 45, Jubilee Hills, Hyderabad – 500033, Telangana, India
6.	E-mail id	compliance@kelltontech.com
7.	Telephone	91-40-4433 3000
8.	Website	https://www.kellton.com
9.	Financial Year reported	April 01, 2025 to March 31, 2026
10.	Name of the Stock Exchange(s) where shares are listed	BSE Limited and National Stock Exchange of India Limited
11.	Paid Up Capital	Rs. 53,14,04,670
12.	Name and contact details of the person who may be contacted in case of any queries on the BRSR report	Rahul Jain Company Secretary and Compliance Officer Mob: 8103808311 Email: rahul.jain1@kellton.com
13.	Reporting boundary - standalone or consolidated basis	Standalone
14.	Sector(s) that the Company is engaged in	Information Technology and Computer Services activities
15.	List three key products/services that the Company manufactures / provides	• Information Technology services and solutions • Platform IP • Technology Infrastructure and Services
16.	Whether the Company has undertaken assessment or assurance of the BRSR Core	No

2. Products/services

17. Details of business activities (accounting for 90% of the turnover):

S.No	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1.	Information Technology andCom-munication	Computer Programming, Consultancy and related activities	100.00%

18. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

S.No	Product/Service	NIC Code	% of total Turnover
1.	Design and development services of software applications including customised and packaged software	99831413	100.00%

3. Operations

19. Number of locations where plants and/or operations/offices of the entity are situated:

Locations	Number of Plants	Number of Offices	Total
National	0	7	7
International	0	9	9

20. Markets served by the entity:

Locations	Number
National (No. of States)	28
International (No. of Countries)	7

(b) What is the contribution of exports as a percentage of the total turnover of the entity? 50%

(c) A brief on types of customers:

Over the years, Kellton has evolved from a humble startup into a global, full-service technology solutions provider, driven by the vision of its founders and strengthened by a combination of organic growth and strategic acquisitions. With a growing presence across the United States, Europe, and Asia, Kellton partners with a diverse portfolio of clients, ranging from globally recognized enterprises to innovative and emerging businesses.

Kellton delivers technology-led solutions across a broad spectrum of industries, leveraging its deep domain expertise and understanding of evolving business needs. Its key focus areas include FinTech, Banking, Financial Services and Insurance, as well as Non-Profit, Government and Education. The Company also supports organizations across Manufacturing, Automotive and Chemicals, while serving businesses in Retail, E-Commerce and Distribution.

Kellton's capabilities further extend to Travel, Transportation, Logistics and Hospitality, along with Oil & Gas, Mining, Pharmaceuticals, Healthcare and Life Sciences. The Company also works closely with fast-growing and technology-intensive businesses across HiTech, SaaS, Independent Software Vendors (ISVs), Communications, Energy and Utilities. This diverse industry presence reflects Kellton's ability to deliver scalable, technology-driven solutions and build long-term partnerships across a wide and evolving business landscape.

IV. Employees

21. Details as at the end of the Financial Year

a. Employees and workers (including differently abled)

S. No	Particulars	Total (A)	Male No. (B)	Male % (B/A)	Female No. (C)	Female % (C/A)	Other No. (H)	Other % (H/A)
-	EMPLOYEES	-	-	-	-	-	-	-
1	Permanent (D)	1184	903	76.27%	281	23.73%	0	0.00%
2	Other than permanent (E)	264	215	81.44%	49	18.56%	0	0.00%
3	Total employees (D + E)	1448	1118	77.21%	330	22.79%	0	0.00%
-	WORKERS	Not Applicable						
4	Permanent (F)							
5	Other than permanent (G)							
6	Total workers (F + G)							

Note: Not applicable to Kellton as the Company's business pertains to IT services provided to clients, and Kellton does not classify its workforce under the category of 'workers'.

b. Differently abled Employees and workers:

S. No	Particulars	Total (A)	Male No. (B)	Male % (B/A)	Female No. (C)	Female % (C/A)	Other No. (H)	Other % (H/A)
-	DIFFERENTLY ABLED EMPLOYEES	-	-	-	-	-	-	-
1	Permanent (D)	1	1	100.00%	0	0.00%	0	0.00%
2	Other than permanent (E)	0	0	0.00%	0	0.00%	0	0.00%
3	Total employees (D + E)	1	1	100.00%	0	0.00%	0	0.00%
-	DIFFERENTLY ABLED WORKERS	-	-	-	-	-	-	-
4	Permanent (F)							
5	Other than permanent (G)							
6	Total workers (F + G)							

22. Participation/Inclusion/Representation of women

Particulars	Total (A)	No. of Females (B)	% (B/A)
Board of Directors	8	1	12.50%
Key Management Personnel	3	0	0.00%

23. Turnover rate for permanent employees and workers (Disclose trends for the past 3 years)

Particulars	FY25-26 M	FY25-26 F	FY25-26 T	FY24-25 M	FY24-25 F	FY24-25 T	FY23-24 M	FY23-24 F	FY23-24 T
Permanent Employees	22%	23%	22%	18%	21%	19%	31%	37%	33%
Permanent Workers	NA	NA	NA	NA	NA	NA	NA	NA	NA

V. Holding, Subsidiary and Associate Companies (including joint ventures)

24. Names of holding/ subsidiary/ associate companies/ joint ventures

S. No.	Name of the holding / subsidiary / associate companies / joint ventures	Indicate whether holding/Subsidiary/ Associate/Joint Venture	% of shares held by the listed entity	Does the entity participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	Kellton DBYDX Software Pvt. Ltd.	Subsidiary	100.00%	No
2	Kellton Tech Inc	Subsidiary	100.00%	No
3	Kellton Tech Solutions Inc	Subsidiary	100.00%	No
4	Kumori Technologies Services Private Limited	Subsidiary	51.00%	No

VI. CSR Details

25. (i) **Whether CSR is applicable as per section 135 of the Companies Act, 2013:** Yes

(ii) **Turnover (in ₹ Lakhs):** 20,942.44

(iii) **Net worth (in ₹ Lakhs):** 30,509.80

VII. Transparency and Disclosure Compliances

26. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder Group	Grievance Redressal Mechanism in Place (Yes/No)	FY 2025-26 Filed	FY 2025-26 Pending	PY 2024-25 Filed	PY 2024-25 Pending
Communities	Yes	0	0	0	0
Investors (other than shareholders)	Yes	0	0	0	0
Shareholders	Yes	0	0	0	0
Employees and workers	Yes	0	0	0	0
Customers	Yes	0	0	0	0
Value Chain Partners	Yes	0	0	0	0

27. **Overview of the entity's material responsible business conduct issues**

The Company continues to regard the following as its principal material responsible business conduct and sustainability issues. These issues, and the Company's approach to each, are set out in the table below. They are reviewed periodically as part of the Company's business, governance and sustainability processes; no updated risk/opportunity assessment specific to FY 2025-26 was recorded in the Company's BRSR data repository for the year, and the table below therefore continues the Company's standing assessment of these matters, updated for the current reporting period where the underlying facts have not changed.

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Policy and Management Processes

	Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes								
	b. Has the policy been approved by the Board? (Yes/No)	Yes								
	c. Web Link of the Policies, if available	wwww.kellton.com/legal-policies								
2.	Whether the entity has translated the policy into procedures. (Yes/No)	Yes								
3.	Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes								
4.	Name of national/international codes/ certifications/labels/standards adopted	Nil								

5. Specific commitments, goals and targets set by the entity with defined timelines, if any

Kellton is committed to responsible and sustainable business practices and to creating long-term value for its stakeholders. The Company focuses on strengthening its ESG performance through responsible corporate governance, ethical business conduct, employee well-being, diversity and inclusion, human rights, stakeholder engagement, environmental responsibility and community development.

During the reporting period, the Company continued its efforts towards fostering an inclusive and equitable workplace, with a focus on providing equal opportunities irrespective of gender, race, caste, religion, marital status, disability or other personal characteristics. The Company remains committed to promoting diversity and inclusion and to creating a workplace that is safe, respectful and free from discrimination and harassment.

The Company also remains focused on employee capability development through continuous learning, upskilling and reskilling initiatives, recognising the rapidly evolving nature of the technology industry and the increasing importance of emerging digital capabilities. These initiatives are intended to enhance employee competencies, support career development and strengthen the Company's ability to respond to evolving business and technology requirements.

Kellton further remains committed to responsible environmental practices through resource conservation, efficient utilisation of electricity and other resources, reduction in paper consumption, digitalisation and responsible management of operational waste, considering the predominantly technology and office-based nature of its operations.

The Company continues to undertake CSR and community-development initiatives in identified focus areas in accordance with its CSR Policy and applicable statutory requirements, with the objective of creating meaningful and sustainable social impact.

These commitments are ongoing and are reviewed periodically as part of the Company's business, governance and sustainability processes. Except where specifically disclosed elsewhere in this report, the Company has not set specific quantitative or time-bound targets for the above areas during the reporting period. The Company will continue to evaluate measurable goals and targets based on business priorities, stakeholder expectations and the evolving regulatory and sustainability landscape.

6. Performance of the entity against the specific commitments, goals and targets along with reasons in case the same are not met

No specific time-bound quantitative target was set for the reporting period; accordingly, there were no instances of targets not being met.

Governance, Leadership and Oversight

7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements

Responsible and Sustainable Business — Our Commitment

At Kellton, we believe that responsible and sustainable business practices are integral to our long-term growth and value creation. Our ESG approach is centred on ethical governance, responsible business conduct, employee well-being, stakeholder engagement, respect for human rights, environmental responsibility and meaningful contribution to the communities in which we operate. We continue to strengthen our practices in line with evolving stakeholder expectations and the changing business environment.

During the reporting period, Kellton continued to focus on strengthening its governance and compliance framework, protecting customer data and information, fostering an inclusive and supportive workplace, enhancing employee capabilities and promoting responsible resource utilisation. We also remained focused on delivering quality technology solutions in a responsible manner while maintaining transparent engagement with our customers, employees, investors, regulators and other stakeholders.

We recognise that the evolving global business environment, technological developments, cybersecurity risks and geopolitical and economic uncertainties present both challenges and opportunities. Kellton remains committed to continuously improving its ESG practices, strengthening resilience and leveraging technology and innovation to create sustainable value. While specific quantitative and time-bound ESG targets have not been established across all areas, the Company continues to monitor its performance and review its priorities in line with business requirements, regulatory developments and stakeholder expectations.

8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility:

Name	Designation
Niranjan Chintam	Executive Director – Chairperson
Krishna Chintam	Managing Director & Chief Executive Officer
Karanjit Singh	Executive Director
Srinivas Potluri	Non-Executive – Non-Independent Director
Srinivasa Vijay Kumar Appana	Non-Executive – Independent Director
Abhaya Shankar	Non-Executive – Independent Director
Geeta Goti	Non-Executive – Independent Director
Satya Prasad Sayala	Non-Executive – Independent Director

9. Does the entity have a specified Committee of the Board/Director responsible for decision making on Sustainability-related issues? (Yes/No)

No. The Board of Directors is the highest authority responsible for the implementation and oversight of the Company's Business Responsibility policies. The implementation of these policies is overseen collectively by the Board of Directors, with support from the Managing Director & Chief Executive Officer and relevant functional heads, as applicable. There is no separate Board Committee specifically constituted for overseeing Business Responsibility or sustainability-related matters.

10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director/Committee (P1-P9)	Frequency (P1-P9)
Performance against above policies and follow-up action	Director (all Principles)	Annually
Compliance with statutory requirements of relevance to the principles and rectification of any non-compliances	Director (all Principles)	Quarterly

11. Has the entity carried out independent assessment/evaluation of the working of its policies by an external agency? (Yes/No): No, for all nine Principles (P1–P9)

12. If answer to Question 1 above is 'No' (i.e. not all Principles are covered by a policy), reasons to be stated: Not Applicable

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorised as "Essential" and "Leadership". While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

PRINCIPLE 1: BUSINESSES SHOULD CONDUCT AND GOVERN THEMSELVES WITH INTEGRITY AND IN A MANNER THAT IS ETHICAL, TRANSPARENT AND ACCOUNTABLE

Essential Indicators

1. **Percentage coverage by training and awareness programmes on any of the Principles during the financial year:**

Segment	Total No. of Training Programmes Held	Topics/Principles Covered	% of Persons Covered
Board of Directors	4	Insider Trading Regulations, Code of Conduct, business overview, legal and statutory compliances, corporate governance, cybersecurity, risk management and key Company policies, along with significant regulatory developments, emerging industry trends, market dynamics and evolving business models. Matters relating to regulatory compliance, identified or potential non-compliances, risk, legal and governance matters are also regularly presented to and deliberated upon by the Board.	100%
Key Managerial Personnel	4	Insider Trading Regulations, Code of Conduct, legal and statutory compliances, corporate governance, cybersecurity, risk management and key Company policies, along with significant regulatory developments and evolving business and industry requirements. The Company Secretary regularly monitors and deliberates on regulatory developments, compliance requirements and matters requiring escalation or Board involvement.	100%
Employees other than BoD and KMPs	5	Anti-Bribery and Anti-Corruption, Prohibition on Insider Trading, Prevention of Sexual Harassment (POSH), and skill development, aimed at promoting ethical conduct, a safe and respectful workplace, and employee capability development.	100%
Workers	Not Applicable	Not Applicable	Not Applicable

2. **Details of fines/penalties/punishment/award/compounding fees/settlement amount paid in proceedings (by the entity or by directors/KMPs) with regulators/law enforcement agencies/judicial institutions, in the financial year:**

Sr. No.	NGRBC Principle	Name of Regulatory/Enforcement Agency/Judicial Institution	Amount (₹)	Has an appeal been preferred? (Yes/No)
1	Principle 1	BSE Limited	10,000	No
2	Principle 1	National Stock Exchange of India Limited	10,000	No
3	Principle 1	BSE Limited	4,000	No
4	Principle 1	National Stock Exchange of India Limited	4,000	No

3. **Of the instances disclosed in Question 2 above, details of the Appeal/Revision preferred: Not Applicable,** as no appeal has been preferred in respect of the above instances.

4. **Does the entity have an anti-corruption or anti-bribery policy? If yes, details in brief and web-link to the policy.**

   Yes. Kellton has an Anti-Bribery and Anti-Corruption Policy aimed at promoting ethical, transparent and responsible business conduct and preventing bribery, corruption and other improper business practices. The Policy establishes the Company's expectations regarding integrity and prohibits employees and relevant stakeholders from engaging in activities involving bribery, corruption or the provision or acceptance of improper benefits or advantages.

   The Policy forms part of Kellton's broader governance and ethical business framework and is read together with the Company's Code of Conduct and other applicable policies. It reinforces the Company's commitment to conducting business fairly and transparently and to maintaining high standards of integrity in its dealings with customers, vendors, business partners, government authorities and other stakeholders.

   Kellton encourages employees and relevant stakeholders to raise concerns regarding suspected unethical or improper conduct through the mechanisms established by the Company. Reported concerns are addressed through the applicable internal processes, with appropriate action taken where required.

The Anti-Corruption and Anti-Bribery Policy is accessible on the Company's website: https://www.kellton.com/legal-policies

5. **Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/corruption:**

Particulars	FY 2025-26	FY 2024-25
Directors	0	0
KMPs	0	0
Employees	0	0
Workers	0	0

6. **Details of complaints with regard to conflict of interest:**

Particulars	FY 2025-26	Remarks	FY 2024-25	Remarks
Complaints — Conflict of Interest of the Directors	0	No such issue	0	No such issue
Complaints — Conflict of Interest of the KMPs	0		0	

7. **Details of any corrective action taken or underway on issues related to fines/penalties/action taken by regulators/law enforcement agencies/judicial institutions, on cases of corruption and conflicts of interest: No such instance** came to the notice of the Company during the year.

8. **Number of days of accounts payables**

Particulars	FY 2025-26	FY 2024-25
Number of Days of Accounts Payables	66	156

9. **Openness of business (concentration of purchases and sales with trading houses, dealers and related parties)**

The disclosure relating to "Openness of business (concentration of purchases and sales with trading houses, dealers and related parties)" is not applicable to the Company for FY 2025-26.

PRINCIPLE 2: BUSINESSES SHOULD PROVIDE GOODS AND SERVICES IN A MANNER THAT IS SUSTAINABLE AND SAFE

Essential Indicators

1. **Percentage of R&D and capital expenditure (CAPEX) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity:**

Category	FY 2025-26	FY 2024-25	Details of improvements in environmental and social impacts
R&D	0	0	Nil
Capex	0	0	Nil

2. **(a) Does the entity have procedures in place for sustainable sourcing? (Yes/No):** No

   (b) If yes, percentage of inputs sourced sustainably: Not Applicable.

3. **Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for:**

Particulars	FY 2025-26
a. Plastics (including packaging)	**Not applicable, as the Company's business involves providing IT services to clients and it does not engage in the manufacturing of goods.**
b. E-waste	
c. Hazardous waste	
d. other waste	

4. **Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes/No): No**

Extended Producer Responsibility (EPR) is not applicable to the Company's principal business activities, as Kellton is primarily engaged in providing software and IT services and does not manufacture or place products requiring EPR obligations in the market. Accordingly, the Company is not required to formulate or submit an EPR waste collection plan to the Pollution Control Boards in respect of its principal business activities.

Leadership Indicators

Life Cycle Perspective/Assessments (LCA), recycled or reused input material percentage, and reclaimed products/packaging (as percentage of products sold): Not Applicable, as Kellton does not manufacture physical products and these leadership indicators were not populated in the Company's BRSR data repository for FY 2025-26.

PRINCIPLE 3: BUSINESSES SHOULD RESPECT AND PROMOTE THE WELL-BEING OF ALL EMPLOYEES, INCLUDING THOSE IN THEIR VALUE CHAINS

Essential Indicators

1. **(a) Details of measures for the well-being of employees:**

PERMANENT EMPLOYEES						
Category	**Total (A)**	**Health Ins. No. (%)**	**Accident Ins. No. (%)**	**Maternity No. (%)**	**Paternity No. (%)**	**Day Care No. (%)**
Male	903	615 (68.11%)	903 (100.00%)	0 (0.00%)	678 (75.08%)	0 (0.00%)
Female	281	180 (64.06%)	281 (100.00%)	225 (80.07%)	0 (0.00%)	0 (0.00%)
Other	0	0 (0.00%)	0 (0.00%)	0 (0.00%)	0 (0.00%)	0 (0.00%)
Total	1184	795 (67.15%)	1184 (100.00%)	225 (19.00%)	678 (57.26%)	0 (0.00%)

OTHER THAN PERMANENT EMPLOYEES						
Category	**Total (A)**	**Health Ins. No. (%)**	**Accident Ins. No. (%)**	**Maternity No. (%)**	**Paternity No. (%)**	**Day Care No. (%)**
Male	215	63 (29.30%)	63 (29.30%)	0 (0.00%)	63 (29.30%)	0 (0.00%)
Female	49	15 (30.61%)	15 (30.61%)	15 (30.61%)	0 (0.00%)	0 (0.00%)
Other	0	0 (0.00%)	0 (0.00%)	0 (0.00%)	0 (0.00%)	0 (0.00%)
Total	264	78 (29.55%)	78 (29.55%)	15 (5.68%)	63 (23.86%)	0 (0.00%)

(b) Details of measures for the well-being of workers: Not Applicable, as Kellton does not classify its workforce under the category of 'workers'.

2. **Details of retirement benefits:**

Benefits	FY 2025-26 % of employees covered	FY 2025-26 Deducted & deposited (Y/N/NA)	FY 2024-25 % of employees covered	FY 2024-25 Deducted & deposited (Y/N/NA)
PF	93.56%	Yes	97.52%	Yes
Gratuity	100.00%	Yes	0.00%	Yes
ESI	0.00%	NA	0.00%	NA

3. **Are the premises/offices of the entity accessible to differently abled employees and workers, as per the Rights of Persons with Disabilities Act, 2016?:** Yes

4. **Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016?:** Yes. Web-link: https://www.kellton.com/legal-policies

5. **Return to work and Retention rates of permanent employees and workers that took parental leave:**

Gender	Return to Work Rate	Retention Rate
Male	39	100.00%
Female	49	100.00%
Other	0	0.00%
Total	41	100.00%

6. **Is there a mechanism available to receive and redress grievances for the following categories of employees and workers?**

Particulars	Yes/No	Details
Permanent Workers	No	Not Applicable
Other than Permanent Workers	No	
Permanent Employees	Yes	The Company has established grievance redressal mechanisms through which permanent employees can raise workplace-related concerns. Employees may also use the Whistleblower/Vigil Mechanism and the Internal Complaints Committee/ POSH mechanism, as applicable.

Particulars	Yes/No	Details
Other than Permanent Employees	Yes	Employees can raise workplace-related grievances and concerns through their reporting manager, Human Resources function or other designated internal channels. Concerns relating to unethical conduct, policy violations or suspected fraud may also be reported through the Company's Whistleblower/Vigil Mechanism. Complaints relating to sexual harassment are addressed through the Internal Complaints Committee under the POSH Policy.

7. Membership of employees and workers in association(s) or Unions recognised by the listed entity:

Category	FY25-26 Total (A)	FY25-26 Members (B)	FY25-26 % (B/A)	FY24-25 Total (C)	FY24-25 Members (D)	FY24-25 % (D/C)
Total Permanent Employees	1184	0	0.00%	0	0	0.00%

8. Details of training given to employees and workers:

Category	FY25-26 Total	On Health & Safety No. (%)	On Skill Upgradation No. (%)	FY24-25 Total	On Health & Safety No. (%)	On Skill Upgradation No. (%)
Male	903	903 (100.00%)	903 (100.00%)	916	836 (91.27%)	836 (91.27%)
Female	281	281 (100.00%)	281 (100.00%)	287	234 (81.53%)	234 (81.53%)
Total	1184	1184 (100.00%)	1184 (100.00%)	1203	1070 (88.94%)	1070 (88.94%)

Workers: **Not Applicable.**

9. Details of performance and career development reviews of employees and workers:

Category	FY25-26 Total (A)	FY25-26 No. (B)	FY25-26 % (B/A)	FY24-25 Total (C)	FY24-25 No. (D)	FY24-25 % (D/C)
Male	903	903	100.00%	916	916	100.00%
Female	281	281	100.00%	287	287	100.00%
Total	1184	1184	100.00%	1203	1203	100.00%

Workers: **Not Applicable.**

10. Health and safety management system:

a. **Whether an occupational health and safety management system has been implemented by the entity?:** Yes

Employees can raise workplace-related grievances and concerns through their reporting manager, Human Resources function or other designated internal channels. Concerns relating to unethical conduct, policy violations or suspected fraud may also be reported through the Company's Whistleblower/Vigil Mechanism, which provides a confidential channel for reporting such matters.

Complaints relating to sexual harassment at the workplace are addressed through the Internal Complaints Committee in accordance with the Company's Prevention of Sexual Harassment (POSH) Policy and applicable requirements. Employees are encouraged to report such concerns through the prescribed mechanism for appropriate review and resolution.

The Company maintains confidentiality in the handling of grievances and reported concerns, to the extent reasonably practicable, and provides safeguards against retaliation for persons raising concerns in good faith. Grievances and complaints are reviewed through the applicable internal processes and appropriate action is taken wherever required.

b. **Processes used to identify work-related hazards and assess risks:**

Considering the nature of the Company's operations, work-related hazards are primarily assessed in the context of office and technology-enabled working environments. The Company identifies potential health and safety concerns through routine workplace observations, employee feedback and reporting mechanisms, review of workplace conditions and incidents, and monitoring of relevant health and safety requirements.

c. **Whether processes exist for workers to report work-related hazards and remove themselves from such risks:** Yes

d. **Do employees/workers have access to non-occupational medical and healthcare services?:**

Yes. Kellton is committed to promoting the health, safety and well-being of its employees, who are provided access to health-related benefits and support mechanisms under the Company's applicable employee welfare programmes.

11. Details of safety related incidents:

Safety Incident	Category	FY 2025-26	FY 2024-25
Lost Time Injury Frequency Rate (LTIFR) (per one million person-hours worked)	Employees	0	0
Total recordable work-related injuries	Employees	0	0
No. of fatalities	Employees	0	0
High consequence work-related injury or ill-health (excluding fatalities)	Employees	0	0

12. Measures taken by the entity to ensure a safe and healthy work place:

The Company promotes awareness of health and safety practices among employees and provides appropriate support for addressing health and safety-related concerns. Employees are encouraged to report workplace concerns through established grievance and internal reporting mechanisms. The Company also undertakes employee well-being initiatives and provides access to applicable health-related benefits and support programmes. Considering the nature of Kellton's operations as a technology and IT services organisation, the Company's workplace safety approach primarily focuses on office safety, occupational health, emergency preparedness, ergonomic considerations and employee well-being rather than industrial or manufacturing-related occupational hazards.

13. Number of Complaints made by employees and workers:

We recognise that the evolving global	FY25-26 Filed	FY25-26 Pending	FY24-25 Filed	FY24-25 Pending
Working Conditions	6	0	4	0
Health & Safety	0	0	0	0

14. Assessments for the year:

Particulars	% of plants and offices assessed
Health and safety practices	0%
Working Conditions	0%

15. Details of any corrective action taken or underway to address safety-related incidents and significant risks/concerns arising from assessments of health & safety practices and working conditions: During the reporting period, no significant safety-related incidents or significant risks or concerns arising from assessments of health and safety practices and working conditions were identified. Accordingly, no specific corrective actions were required to be undertaken during the reporting period.

PRINCIPLE 4: BUSINESSES SHOULD RESPECT THE INTERESTS OF AND BE RESPONSIVE TO ALL ITS STAKEHOLDERS

Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the entity.

At Kellton, we recognise that proactive stakeholder engagement, transparent communication and continuous dialogue are essential to building long-term relationships and creating sustainable value. The Company engages with its stakeholders through appropriate communication channels and engagement mechanisms, with the objective of understanding their expectations, concerns and requirements and incorporating relevant feedback into its business and governance practices.

The Company's primary stakeholders include employees, customers, shareholders and investors, suppliers and vendors, business partners and other stakeholders directly associated with its operations. The Company also engages, as relevant, with secondary stakeholders such as government and regulatory authorities, industry bodies, local communities and other external stakeholders who may have an interest in or influence the Company's activities.

Kellton seeks to maintain meaningful and transparent engagement with its stakeholders through appropriate forums and communication channels. The nature and frequency of engagement may vary depending on the stakeholder group and the subject matter involved. The Company considers stakeholder feedback and concerns, wherever relevant, while reviewing its business priorities, policies, practices and initiatives, thereby supporting informed decision-making and long-term stakeholder value creation.

2. **Stakeholder groups identified as key for the entity and the frequency of engagement with each:**

Stakeholder Group	Vulnerable & Marginalised (Y/N)	Channels of Communication	Frequency of Engagement	Purpose and Scope of Engagement
Investors / Shareholders	No	AGM, Annual Report, Investor Presentations, Stock Exchange Disclosures, Investor/ Analyst interactions, Email and Website	Quarterly/ Annually/ Event-based	Business performance, financial results, business strategy, capital allocation, corporate governance, material developments, regulatory matters and sustainability-related disclosures.
Employees	No	Employee engagement programmes, HR interactions, internal communication channels, surveys, meetings, training and awareness programmes, grievance mechanisms	Ongoing and need based	Employee well-being, learning and development, career growth, workplace culture, diversity and inclusion, health and safety, grievance redressal, compensation and benefits, skill development.
Customers / Clients	No	Client meetings, project meetings, business reviews, email, customer feedback mechanisms, survey	Ongoing and need based	Service delivery, project progress, quality, customer satisfaction, technology requirements, data privacy and cybersecurity, service improvement, contractual matters.
Vendors & Suppliers	No	Vendor meetings, email, procurement interactions, contractual communications, performance reviews	Ongoing and need based	Service quality, commercial and contractual matters, delivery timelines, performance, compliance requirements, responsible business practices, information security.
Regulators & Government Authorities	No	Statutory filings, regulatory correspondence, meetings, regulatory portals, official communications	As stipulated by law/ Event-based	Regulatory compliance, statutory filings, corporate governance, securities regulations, legal and regulatory developments, disclosures.
Communities / NGOs / CSR Partners	Yes	CSR initiatives, community programmes, meetings, email and other communication channels	Ongoing and need based	Identifying and addressing community needs through CSR initiatives, particularly education, community development and skill development.

PRINCIPLE 5: BUSINESSES SHOULD RESPECT AND PROMOTE HUMAN RIGHTS

Essential Indicators

1. **Employees and workers provided training on human rights issues and policy(ies) of the entity:**

Category	FY25-26 Total (A)	FY25-26 Covered (B)	FY25-26 % (B/A)	FY24-25 Total (C)	FY24-25 Covered (D)	FY24-25 % (D/C)
Permanent Employees	1184	1110	93.75%	1203	1130	93.93%
Other than Permanent Employees	264	229	86.74%	260	215	82.69%
Total Employees	1448	1339	92.47%	1463	1345	91.93%
Workers (Permanent + Other)	0	0	0.00%	0	0	0.00%

2. **Details of minimum wages paid to employees and workers:**

Category	FY 2025-26			FY 2024-25		
	Total	Equal to Min. Wage	More than Min. Wage	Total	Equal to Min. Wage	More than Min. Wage
Permanent Employees	1184	0 (0%)	1184 (100%)	1203	0 (0%)	1203 (100%)
Male	903	0 (0%)	903 (100%)	916	0 (0%)	916 (100%)
Female	281	0 (0%)	281 (100%)	287	0 (0%)	287 (100%)
Other than Permanent	264	0 (0%)	264 (100%)	260	0 (0%)	260 (100%)
Male	215	0 (0%)	215 (100%)	210	0 (0%)	210 (100%)
Female	49	0 (0%)	49 (100%)	50	0 (0%)	50 (100%)

Workers: **Not Applicable.**

3. **Details of remuneration/salary/wages:**

	Male		Female		Other	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)	7	30	1	1		
Key Managerial Personnel	1	13.46	0	0		
Employees other than BoD and KMP	1184	12.69		9.99		
Workers	0					

Category	Male — Number	Female — Number
Board of Directors (BoD)	7	1
Key Managerial Personnel	3	0
Employees other than BoD and KMP	1184	Not disclosed
Workers	0	0

4. **Do you have a focal point (Individual/Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business?:** Yes

   Kellton has appointed a dedicated focal point, i.e., **the Director – Human Resources**, responsible for overseeing human rights-related matters and addressing concerns arising from or connected with the Company's business operations. The Director – HR is responsible for coordinating the Company's internal processes for addressing workplace-related grievances, harassment concerns and other matters relating to human rights, with appropriate authority and accountability.

5. **Describe the internal mechanisms in place to redress grievances related to human rights issues.**

   Kellton maintains a Vigil Mechanism and Whistleblower Policy, providing employees and other relevant stakeholders with channels to raise concerns relating to ethics, integrity, workplace conduct and other potential violations. The Company also maintains mechanisms for addressing workplace harassment and related concerns through its applicable internal processes, including the Internal Complaints Committee under the POSH framework. These mechanisms are intended to promote transparency, accountability and trust within the organisation and are communicated to employees through internal communication channels, email and applicable Company policies.

6. **Number of Complaints made by employees and workers:**

Category	FY25-26 Filed	FY25-26 Pending	FY24-25 Filed	FY24-25 Pending
Sexual Harassment	0	0	0	0
Discrimination at workplace	0	0	0	0
Child Labour	0	0	0	0
Forced Labour/Involuntary Labour	0	0	0	0
Wages	0	0	0	0
Other human rights related issues	0	0	0	0

7. **Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH):**

Particulars	FY 2025-26	FY 2024-25
Total Complaints reported under POSH	0	0
Average number of female employees/workers (beginning and end of year)	328	281
Complaints on POSH as a % of female employees/workers	0%	0%
Complaints on POSH upheld	0	0

8. **Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases:**

Kellton is committed to maintaining a workplace where employees can raise concerns relating to discrimination or harassment without fear of retaliation or adverse consequences. The Company has established appropriate safeguards to ensure that complaints are handled in a fair, confidential and impartial manner. The identity and details of the complainant are maintained with due confidentiality throughout the grievance redressal and investigation process, to the extent reasonably practicable. The Company's Whistleblower Policy and POSH Policy provide mechanisms for reporting concerns and prohibit retaliation against complainants and individuals participating in the reporting or investigation process. Any act of retaliation, intimidation or other adverse action against a complainant or person raising a concern in good faith is treated seriously and may be subject to appropriate action.

9. **Do human rights requirements form part of your business agreements and contracts? (Yes/No/NA):** Yes

10. **Assessments for the year:**

Category	% of plants and offices assessed
Child labour	0%
Forced/involuntary labour	0%
Sexual harassment	0%
Discrimination at workplace	0%
Wages	0%

11. **Corrective actions taken or underway to address significant risks/concerns arising from the assessments at Question 10 above:** Not Applicable

PRINCIPLE 6: BUSINESSES SHOULD RESPECT AND MAKE EFFORTS TO PROTECT AND RESTORE THE ENVIRONMENT

Essential Indicators

1. **Details of total energy consumption and energy intensity:**

Parameter	FY 2025-26	FY 2024-25
Total electricity consumption — from renewable sources (A)	0	0
Total fuel consumption — from renewable sources (B)	0	0
Energy consumption through other renewable sources (C)	0	0
Total energy consumed from renewable sources (A+B+C)	0	0
Total electricity consumption — non-renewable (D)	0	0
Total fuel consumption — non-renewable (E)	6,535.07	5,732.52
Energy consumption through other non-renewable sources (F)	0	0
Total energy consumed from non-renewable sources (D+E+F)	6,535.07	5,732.52
Total energy consumed (A+B+C+D+E+F)	6,535.07	5,732.52
Energy intensity per rupee of turnover	Nil	Nil

2. **Does the entity have sites/facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India?:** No

3. **Water withdrawal, consumption and 4. Water discharge:**

Total water withdrawal, total water consumption and total water discharged (by source/destination) are Nil/zero for FY 2025-26 and FY 2024-25, consistent with the Company's status as a technology and IT services organisation with predominantly office-based operations. No independent external assessment was carried out.

4. **Has the entity implemented a mechanism for Zero Liquid Discharge (ZLD)?:** No. Zero Liquid Discharge (ZLD) is not applicable to Kellton, as its operations do not involve processes generating liquid effluents requiring such treatment.

5. **Air emissions (other than GHG emissions):**

Not applicable to the Company for FY 2025-26, given the nature of Kellton's business operations, which are focused on IT services and software development and do not involve manufacturing activities.

6. **Greenhouse gas emissions (Scope 1 and Scope 2) and their intensity:**

Scope 1 and Scope 2 GHG emissions and their applicability were not separately populated in the Company's BRSR data repository for FY 2025-26. In FY 2024-25, the Company reported zero Scope 1 and Scope 2 emissions across all measured parameters, consistent with the non-manufacturing nature of its operations; see Data Validation section.

7. **Does the entity have any project related to reducing Greenhouse Gas emissions?:** No

8. **Waste management:**

   Detailed waste generation figures (plastic, e-waste, bio-medical, construction and demolition, battery, radioactive, other hazardous and other non-hazardous waste) were not separately populated in the Company's BRSR data repository for FY 2025-26. Kellton is a Software and IT services company whose operations are primarily office-based and do not involve manufacturing, industrial processes, or large-scale consumption of physical resources; the generation of such waste categories is accordingly negligible or non-existent, consistent with the Company's FY 2024-25 disclosure. See Data Validation section.

9. **Waste management practices adopted by the entity:**

   As a Software and IT services company, Kellton's operations primarily involve digital solutions and office-based activities, which inherently minimise the use of hazardous and toxic chemicals in its products and processes. Consequently, the generation of hazardous waste is minimal to negligible. Kellton adopts responsible electronic waste management practices, ensuring safe disposal and recycling of obsolete IT hardware through proper e-waste recyclers in compliance with applicable environmental regulations. The Company continues to minimise paper usage and uses energy-efficient electronic devices to reduce environmental impact. The Company also follows procurement policies that prioritise suppliers who adhere to environmentally responsible standards.

10. **Ecologically sensitive areas — operations/offices requiring environmental approvals/clearances:** Not Applicable

11. **Environmental impact assessments (EIA) of projects undertaken during the current financial year:** Not Applicable — no such projects were undertaken during the reporting period.

12. **Is the entity compliant with the applicable environmental law/regulations/guidelines in India (Water Act, Air Act, Environment Protection Act and rules thereunder)?**

    This particular was not separately confirmed with a Yes/No response in the Company's BRSR data repository for FY 2025-26. The Company's general policy position, as disclosed in its FY 2024-25 BRSR, is that it complies with all applicable environmental laws, regulations and guidelines in India relevant to its operations, notwithstanding the minimal environmental footprint of its IT and software services business. See Data Validation section for confirmation to be obtained before external release.

PRINCIPLE 7: BUSINESSES, WHEN ENGAGING IN INFLUENCING PUBLIC AND REGULATORY POLICY, SHOULD DO SO IN A MANNER THAT IS RESPONSIBLE AND TRANSPARENT

Essential Indicators

1. (a) **Number of affiliations with trade and industry chambers/associations:** 1 (One)

   (b) **List of trade and industry chambers/associations the entity is a member of/affiliated to:**

Sr. No.	Name of the Trade/Industry Chamber or Association	Reach (State/National/International)
1	National Association of Software and Service Companies (NASSCOM)	National

2. **Details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities:** Nil

PRINCIPLE 8: BUSINESSES SHOULD PROMOTE INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT

Essential Indicators

1. **Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year:**

   During the current financial year, Kellton has not undertaken any specific projects requiring formal Social Impact Assessments (SIA) as defined under applicable laws. The Company's core operations in IT services and software development typically do not involve large-scale physical projects or infrastructure developments that trigger mandatory SIA requirements.

2. **Information on project(s) for which ongoing rehabilitation and resettlement (R&R) is being undertaken:**

   Not Applicable

3. **Mechanisms to receive and redress grievances of the community:**

   Kellton has established a grievance redressal mechanism to enable its stakeholders, including members of the community, to raise concerns, provide feedback and seek appropriate resolution. Community members and other stakeholders can submit their feedback, concerns or grievances through the designated email channel at compliance@kelltontech.com. The concerns received are reviewed through the appropriate internal mechanism and addressed based on their nature and requirements, with appropriate follow-up actions undertaken wherever necessary.

4. **Percentage of input material (inputs to total inputs by value) sourced from suppliers:**

Particulars	FY 2025-26	FY 2024-25
Directly sourced from MSMEs/small producers	0%	0%
Sourced directly from within the district and neighbouring districts	0%	0%

5. **Job creation in smaller towns — wages paid by location (Rural/Semi-urban/Urban/Metropolitan) as % of total wage cost:** Not separately recorded in the Company's BRSR data repository for FY 2025-26.

PRINCIPLE 9: BUSINESSES SHOULD ENGAGE WITH AND PROVIDE VALUE TO THEIR CONSUMERS IN A RESPONSIBLE MANNER

Essential Indicators

1. **Describe the mechanism in place to receive and respond to consumer complaints and feedback:**

   Kellton provides customers with accessible channels to communicate their feedback, concerns and complaints directly to the Company through email and telephone. The Company's representatives also engage with clients periodically to understand their feedback, address issues, if any, and strengthen customer relationships. The Company also provides a dedicated customer microsite through which customers can share their feedback and raise complaints. The feedback and concerns received through these channels are reviewed and addressed through the appropriate internal mechanisms, with necessary follow-up actions undertaken wherever required.

2. **Turnover of products and/or services as a percentage of turnover from all products/services that carry information about:**

Particulars	As a % of total turnover
Environmental and social parameters relevant to the product	Not Applicable
Safe and responsible usage	Not Applicable
Recycling and/or safe disposal	Not Applicable

3. **Number of consumer complaints in respect of the following:**

Particulars	FY25-26 Received	FY25-26 Pending	FY24-25 Received	FY24-25 Pending
Data privacy	0	0	0	0
Advertising	0	0	0	0
Cyber-security	0	0	0	0
Delivery of essential services	0	0	0	0
Restrictive Trade Practices	0	0	0	0
Unfair Trade Practices	0	0	0	0
Other	0	0	0	0

4. **Details of instances of product recalls on account of safety issues:**

Particulars	Number	Reasons for recall
Voluntary recalls	0	Not Applicable
Forced recalls	0	Not Applicable

   Kellton, being a Software and IT services company, does not manufacture any physical products. Therefore, the concept of product recalls on account of safety issues is not applicable to the Company.

5. **Does the entity have a framework/policy on cyber security and risks related to data privacy?:** Yes. Web-link: https://d1ugv6dopk5bx0.cloudfront.net/s3fs-public/Data%20Protection%20Policy.pdf

6. **Details of any corrective actions taken or underway on issues relating to advertising, delivery of essential services, cyber security and data privacy of customers, re-occurrence of product recalls, or penalty/action taken by regulatory authorities on safety of products/services:**

   During FY 2025-26, no significant incidents were reported in relation to customer complaints, delivery of services, cybersecurity or customer data privacy, or any regulatory actions concerning the safety or quality of the Company's services. Accordingly, no specific corrective actions were required during the reporting period. Kellton continues to maintain appropriate information security, data protection and service delivery practices to safeguard customer information and support reliable and responsible delivery of its technology services.

7. **Details relating to data breaches:**

   a. **Number of instances of data breaches along with impact:** 0

   b. **Percentage of data breaches involving personally identifiable information of customers:** 0%

   c. **Impact, if any, of the data breaches:** NA

Material Issue	Risk/Opportunity	Rationale/Description	Approach/Mitigation	Financial Implications
Corporate Governance & Ethics	Opportunity	Effective governance and high ethical standards are fundamental to building a culture of integrity, accountability and long-term value creation. Robust corporate governance and clear ethical expectations help the Company ensure compliance with applicable regulations, foster transparent decision-making and prevent misconduct.	Kellton maintains a comprehensive governance framework, including Board-level committees, transparent and updated codes of conduct/ ethics, regular training, internal reviews and continued integration of ESG principles across the business.	Positive & Negative: Good governance and ethics help avoid compliance issues and enhance reputation; lapses could lead to regulatory scrutiny, penalties and loss of investor confidence.
Business Ethics	Risk	Unethical, non-compliant or corrupt business practices could result in regulatory scrutiny, litigation, financial penalties and reputational harm, and could undermine customer, employee and investor confidence.	Ethics training, whistleblower and reporting channels, a zero-tolerance stance towards violations, and periodic review of internal control systems help prevent ethical failures. Reported breaches are investigated and corrective action taken.	Negative: Legal costs, financial penalties, reputational damage and lost opportunities could affect profitability and growth.
Transparency	Opportunity	Organisational transparency regarding policies, decisions and business performance builds stakeholder trust, supports regulatory compliance and reduces the risk of misinformation.	Kellton maintains disclosures of financial and ESG performance, channels for stakeholder queries, and periodic review of communication practices.	Positive: Promotes investor confidence, strengthens the Company's brand and helps mitigate compliance risk.
Data Privacy & Cybersecurity	Risk	Data privacy and protection of sensitive digital assets are critical to customer trust, legal compliance and continued operations. Cyber-attacks, phishing and data breaches could result in financial costs, regulatory action and loss of goodwill.	Multi-layered security measures including access management, data-leakage prevention, endpoint security, multi-factor authentication, network monitoring, periodic cyber-risk training and data backup protocols.	Negative: Breaches could result in remediation costs, regulatory penalties, lost revenue/ contracts and reputational harm.
Social Media & Information Security	Risk	Inappropriate or unauthorised disclosures about the Company on public platforms may damage brand credibility and erode client and public trust.	Social media policies, employee awareness programmes, monitoring of public channels, and crisis-communication and escalation plans.	Negative: Potential reputational damage, public-relations expense and customer/ partner attrition.
Inclusion, Diversity & Labour Practices	Opportunity	A diverse and inclusive workplace draws on a broader talent pool, supports innovation and enhances decision-making. Fair labour practices positively impact morale, retention and reputation.	Inclusive hiring practices, anti-bias and inclusion training, employee resource groups, clear anti-discrimination policies, and periodic review of HR practices.	Positive: Greater employee engagement and productivity; strengthens the Company's brand and reduces recruitment costs.

Material Issue	Risk/Opportunity	Rationale/Description	Approach/Mitigation	Financial Implications
Talent Retention & Succession	Risk	High employee turnover and inadequate succession planning could interrupt business continuity, cause skill shortages, delay projects and increase costs.	Succession planning for key roles, targeted retention programmes, regular talent reviews, leadership development, and exit-interview and attrition monitoring.	Negative: Increased HR and training costs, business disruption and potential delay in project delivery.
Employee Enablement & Well-being	Opportunity	Empowered and healthy employees are more productive, resilient and loyal. Focus on learning, development and well-being supports operational performance and employee satisfaction.	Company-wide well-being programmes, employee surveys, accessible learning and development, and flexible work-life balance policies.	Positive: Higher productivity, reduced attrition, stronger morale and enhanced reputation.
Economic Performance & Market Share	Opportunity	Sustained financial performance and market presence support the resources necessary for innovation, expansion and resilience through industry cycles.	Performance tracking, agile response to demand shifts, investor communication, portfolio diversification and prudent cost management.	Positive: Improved financial stability, higher valuation and better access to capital.
Risk of Economic Downturn / Macro-economic and Geopolitical Environment	Risk	Macro-economic factors such as inflation, interest-rate movements and geopolitical developments, including evolving global trade and export-control conditions, can affect client spending patterns and business activity in the technology services sector generally. The Company has not identified a specific adverse financial impact on its FY 2025-26 operations arising from such developments as at the date of this report.	Strengthening and diversifying the client base, scenario planning, flexible resource allocation, upskilling employees and focus on high-value engagements.	Negative (potential): Possible pressure on revenue, margins or client spending in the event of a broader economic slowdown, though no such impact has been identified for the Company for the current reporting period.
Digitalisation & Business Efficiency	Opportunity	Adoption of automation, artificial intelligence and digital tools increases efficiency, accuracy and customer satisfaction, and enables the Company to adapt to shifting market dynamics.	Continued investment in digital solutions, real-time data analytics, process optimisation, cloud transformation and workforce upskilling.	Positive: Lower costs, stronger customer relationships and improved profitability.

Annexure-X

ANNUAL REPORT ON CSR ACTIVITIES

THE ANNUAL REPORT ON CSR ACTIVITIES FOR FINANCIAL YEAR ENDED 31ST DAY OF MARCH, 2026

Pursuant to Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended

1. Brief Outline of the Company's CSR Policy

A) About the Policy

Kellton Tech Solutions Limited ("the Company") has adopted a Corporate Social Responsibility Policy ("the CSR Policy") framed in accordance with Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, including all statutory modifications and amendments made thereto.

The CSR Policy sets out the Company's philosophy for undertaking and supporting socially useful programmes for the welfare and sustainable development of society, and guides the Board in identifying, approving and monitoring CSR activities undertaken by the Company from time to time.

B) Objective

The objective of the Policy is to actively contribute to the social, environmental and economic development of the communities in which the Company operates, extending the Company's engagement with society beyond its immediate business interests.

C) Guiding Principles

- CSR activities are undertaken only in areas falling within Schedule VII of the Act, as recommended by the CSR Committee and approved by the Board.
- Activities undertaken in the normal course of business of the Company are excluded from CSR expenditure.
- Programmes benefiting only the employees of the Company and their families are not treated as CSR activity.
- CSR projects and programmes are undertaken within India, in line with Section 135(5) of the Act.
- Any surplus arising from CSR projects, programmes or activities does not form part of the business profit of the Company.

D) Focus Area for FY 2025-26

During the year under review, the Company's CSR spend was directed towards the following Schedule VII heads:

- Promoting education, including support towards school and college fees of students, under Schedule VII(b).
- Ensuring access to safe drinking water, through the donation of a water purification facility, under Schedule VII(a).

E) Governance Framework

CSR activities are administered under the oversight of the CSR Committee of the Board, which recommends the CSR Policy and the annual CSR budget to the Board and monitors implementation through the financial year. CSR expenditure during FY 2025-26 was disbursed directly by the Company towards identified educational institutions and a drinking water initiative.

2. Composition of the CSR Committee

The CSR Committee has been constituted by the Board in accordance with Section 135 of the Companies Act, 2013, comprising three or more Directors, with at least one Independent Director, as required under the Company's CSR Policy. The Company Secretary acts as Secretary to the Committee.

Sl. No.	Name of the Director	Nature of Directorship	Designation	Meetings held in the year	Meetings attended
1.	Srinivasa Vijaya Kumar Appana	Non-Executive - Independent Director	Chairperson	1	1
2.	Krishna Chintam	Executive Director	Member	1	1
3.	Satya Prasad Sayala	Non-Executive - Independent Director	Member	1	1

3. Web-link(s) of CSR Policy, Committee Composition and Board-approved CSR Projects

The CSR Policy, the composition of the CSR Committee and the CSR projects approved by the Board are disclosed on the Company's website at https://www.kellton.com/legal-policies

4. Executive Summary and Impact Assessment (Rule 8(3))

During FY 2025-26, the Company's CSR expenditure was concentrated on two Schedule VII heads — promotion of education and access to safe drinking water — disbursed directly to identified schools, colleges and a water purification initiative.

₹20.92 L	96.4%	3.6%
Total CSR spend FY25-26	Directed to education	Directed to safe drinking water

Education continued to be the Company's principal area of CSR engagement in FY 2025-26, with support extended towards school and college fees of students across institutions including Sri Chaitanya, Ravindra Bharathi, Sri Gowtham, Avinash Degree College, Badruka College, St. Lawrence Education, Nagarjuna School and Chaitanya Bharathi Educational Society. In parallel, the Company supported access to safe drinking water through the donation of a water purification facility.

Impact assessment under sub-rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 is not applicable to the Company for FY 2025-26, as the Company's average CSR obligation for the three immediately preceding financial years, and the outlay of its CSR projects, are below the thresholds prescribed under the said Rule for mandatory impact assessment.

5. CSR Computation — Amounts stated in ₹ Lakh, unless otherwise specified

(A) Average Net Profit under Section 135(5)

Particulars	FY 2022-23	FY 2023-24	FY 2024-25
Net profit for deciding the CSR criteria	948.93	995.44	1,352.22

Particulars	₹ Lakh
Average net profit for the preceding three financial years	1,098.87
(B) Two per cent of average net profit — Section 135(5)	21.98
(C) Surplus arising out of CSR projects of previous financial years	NA
(D) Amount required to be set off for the financial year, if any	Nil
(E) Total CSR obligation for FY 2025-26 [(B)+(C)-(D)]	21.98

6. Amount Spent on CSR

(A) Amount spent on CSR projects

Particulars	₹ Lakh
(i) Amount spent against ongoing projects	Nil
(ii) Amount spent against other than ongoing projects	20.92
(B) Amount spent on administrative overheads	NIL
(C) Amount spent on impact assessment, if applicable	Not applicable — see Section 4
(D) Total amount spent for FY 2025-26 [(A)+(B)+(C)]	20.92

(B) Category-wise CSR Expenditure, FY 2025-26

Schedule VII Head	Amount (₹)	% of Total Spend
Promoting education — Schedule VII(b)	20,16,126.98	96.4%
Safe drinking water — Schedule VII(a)	75,500.00	3.6%
Total	20,91,626.98	100.0%

(C) Amount Spent or Unspent for FY 2025-26

Total Amount Spent (₹ Lakh)	Amount transferred to Unspent CSR Account (₹ Lakh)	Amount transferred to Schedule VII Fund (₹ Lakh)
20.92	NA — see note below	NA

The Company's CSR spend of ₹20.92 Lakh for FY 2025-26 falls short of the ₹21.98 Lakh obligation by ₹1.06 Lakh. This shortfall is fully covered by excess CSR expenditure of ₹11.02 Lakh brought forward from FY 2024-25, available for set-off under Rule 7(3) of the CSR Rules. The CSR Committee has recommended, and the Board has approved, the set-off of the brought-forward excess against the FY 2025-26 obligation in accordance with the proviso to Rule 7(3). Accordingly, no amount is required to be transferred to the Unspent CSR Account under Section 135(6), or to a Fund specified under Schedule VII.

7. Details of Unspent CSR Amount for the Preceding Three Financial Years

Preceding Financial Year	Amount transferred to Unspent CSR Account (₹)	Amount spent in the reporting year (₹)	Amount remaining to be spent (₹)
2024-25	Nil	Nil	Nil
2023-24	Nil	Nil	Nil
2022-23	Nil	Nil	Nil

The Company was not required to transfer any amount to the Unspent CSR Account during any of the three preceding financial years and, accordingly, no such transfer was mad

8. Capital Assets Created or Acquired through CSR Spend

No capital assets were created or acquired through CSR amount spent by the Company during FY 2025-26; the CSR expenditure for the year comprised fee **support to educational institutions** and a donation towards a **water purification facility**, neither of which resulted in an asset registered in the name of the Company.

9. Five-Year CSR Spend and Set-off Position

The Company has, in most years since FY 2018-19, spent in excess of its statutory CSR obligation, building a - eligible excess CSR expenditure available for set-off under Rule 7(3) of the CSR Rules against any shortfall in a subsequent year. This position is summarised below.

Financial Year	CSR Obligation (₹ Lakh)	Actual Spent (₹ Lakh)	Position
2021-22	20.50	15.97	Shortfall, offset against prior excess
2022-23	22.13	23.32	Excess
2023-24	20.95	19.30	Shortfall, offset against prior excess
2024-25	20.22	30.05	Excess
2025-26	21.98	20.92	Shortfall, offset against prior excess

Excess CSR expenditure carried forward for set-off in FY 2026-27: ₹9.96 Lakh

10. Reasons for Not Spending Two Per Cent of Average Net Profit

The Company's CSR spend of ₹20.92 Lakh for FY 2025-26 was lower than the prescribed obligation of ₹21.98 Lakh by ₹1.06 Lakh. This shortfall has been **fully set off** against excess CSR expenditure of ₹11.02 Lakh brought forward from FY 2024-25, in accordance with Rule 7(3) of the CSR Rules. Accordingly, disclosure of reasons for shortfall under this head is not applicable, subject to the Board recording the set-off as noted in Section 9.

11. Closing Remarks

Your Directors confirm that the implementation and monitoring of the CSR Policy is in compliance with the CSR objectives and the CSR Policy of the Company.

Sd/-
Srinivas Vijay Kumar Appana
Chairperson - CSR Committee
DIN: 00299638

Sd/-
Krishna Chintam
Managing Director
DIN: 01658145

Date : 05.09.2026
Place : Hyderabad

Standalone Financial statements

Independent Auditors' Report

To
The Members of
Kellton Tech Solutions Limited

Report on the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone Financial Statements of **KELLTON TECH SOLUTIONS LIMITED** ('the Company'), which comprise the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and a summary of the significant accounting policies and other explanatory information. ("hereinafter referred to as the "Standalone Financial Statements")

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India :

a) in the case of Balance Sheet, of the state of affairs of the Company as at 31st March, 2026 ;

b) in the case of Statement of Profit and Loss, of the Profit for the year then ended ;

c) in the case of Cash Flow Statement, of the Cash Flows, of the Company for the year ;

d) in the case of Statement of Changes in Equity, of the changes in Equity, for the year ended on that date.

Basis for Opinion

We conducted our audit of the Standalone Financial Statements in accordance with the Standards on Auditing ("SA"s) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Financial Statements.

Key Audit Matters

Key Audit Matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report :

Sl. No.	Key Audit Matter	Auditor's Response
1.	**Revenue Recognition, measurement, presentation and disclosures :** **Fixed price contracts using the percentage of completion method** Fixed price maintenance revenue is recognized either on a straight-line basis when services are performed through an indefinite number of repetitive acts over a specified period or using percentage of completion method when the pattern of benefits from services rendered to the customer and Company's costs to fulfil the contract is not even through the period of contract because the services are generally discrete in nature and not repetitive. Revenue from other fixed-price, fixed -timeframe contracts, where the performance obligations are satisfied over time has been recognized using the percentage-of-completion method. Use of the percentage-of-completion method requires the Company to determine the actual efforts or costs expended to date as a proportion of the estimated total efforts or costs to be incurred. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity.	**Principal Audit Procedures** Our audit procedures related to estimates of total expected costs or efforts to complete for fixed-price contracts included the following, among others: We tested the effectiveness of controls relating to (1) recording of efforts or costs incurred and estimation of efforts or costs required to complete the remaining contract performance obligations and (2) access and application controls pertaining to time recording, allocation and budgeting systems which prevents unauthorized changes to recording of efforts incurred. We selected a sample of fixed price contracts with customers accounted using percentage-of completion method and performed the following:

(Contd.)

Sl. No.	Key Audit Matter	Auditor's Response
	The estimation of total efforts or costs involves significant judgement and is assessed throughout the period of the contract to reflect any changes based on the latest available information. Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the estimated efforts or costs to complete the contract. We identified the estimate of total efforts or efforts to complete fixed price contracts measured using the percentage of completion method as a key audit matter as the estimation of efforts or costs involves significant judgement throughout the period of the contract and is subject to revision as the contract progresses based on the latest available information. This estimate has a high inherent uncertainty and requires consideration of progress of the contract, efforts or costs incurred to-date and estimates of efforts or costs required to complete the remaining contract performance obligations over the lives of the contracts.	• Compared efforts or costs incurred with Company's estimate of efforts or costs incurred to date to identify significant variations and evaluate whether those variations have been considered appropriately in estimating the remaining costs or efforts to complete the contract. • Tested the estimate for consistency with the status of delivery of milestones and customer acceptances and sign off from customers to identify possible delays in achieving milestones, which require changes in estimated costs or efforts to complete the remaining performance obligations.
2.	**Issue of Foreign Currency Convertible Bonds (FCCB)** During the FY 2025-26 the Company issued Foreign Currency Convertible Bonds (FCCBs) aggregating to US $ 10 Million comprising of 10,000 Bonds of Face Value of US $ 1,000 each on May 23, 2025 on a Private Placement basis. During the FY 2025-26, the entire FCCBs issued, aggregating to US $ 10 Million were converted into Equity Shares in 4 tranches.	**Principal Audit Procedures** Our audit procedures included reviewing the terms of the FCCB issuance and conversion, verifying the management's workings relating to the issuance and conversion of the FCCBs into equity shares across the four tranches, testing the mathematical accuracy of the conversion calculations, and examining the relevant Board and shareholder approvals, statutory forms, regulatory filings, and supporting documentary evidence. We also assessed whether the accounting treatment and related disclosures in the financial statements were in accordance with the applicable Indian Accounting Standards and the relevant legal and regulatory requirements.
3.	**Investments in Subsidiary Companies** The Company holds investments in subsidiaries which are carried at cost **Rs. 229.08 crores** in accordance with Ind AS 27 – *Separate Financial Statements*. This includes an opening investment of **Rs. 86.92 crores** and additional investment made during the current year in other subsidiaries amounting to **Rs. 142.16 crores**. The Company has entered into an arrangement with one of its subsidiaries under which a contingent payout is payable upon achievement of specified performance conditions. As at 31 March 2026, management has recognised acquisition contingent payout of **Rs. 11.56 crore**. These investments are material to the financial statements and involve assessment for potential impairment, where applicable, under Ind AS 36 – *Impairment of Assets*. The assessment involves significant management judgment relating to future business projections, valuation models, and key assumptions. Accordingly, this area has been identified as a key audit matter.	**Principal Audit Procedures** We assessed the accounting treatment of the investments in subsidiaries with reference to Ind AS 27 and the Company's stated accounting policies. In respect of the additional investment made during the year, we reviewed relevant approvals, supporting documents, and the timing of recognition. For the additional investments made during the year, we evaluated management's assessment of impairment indicators, where applicable. We also evaluated the adequacy of the disclosures made in the financial statements. Our procedures did not identify any material exceptions.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities ; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Standalone Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial

Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 issued by the Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we enclose in the "Annexure A", hereto a statement on the matters specified in paragraphs 3 and 4 of the said Order.

2. As required by Section 143(3) of the Act, based on our audit we report that :

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account.

   d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.

   e) On the basis of the written representations received from the directors as on March 31, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026 from being appointed as a director in terms of Section 164(2) of the Act.

   f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

   g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

   h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us :

   i) The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements ;

   ii) The Company has made provision, as required under the applicable law or accounting standards for material foreseeable losses, if any, on long-term contracts including derivative contracts ;

   iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company and its subsidiary companies incorporated in India ;

   iv) Based on our audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the various matters mentioned in `Disclosures of other Statutory Information' annexed to the Notes to accounts, contain any material mis-statement ;

   v) The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.

   vi) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 and Reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 - Based on our examination, which included test checks, we state that the company is presently using Tally software which has a feature of recording audit trail (Edit Log) facility for the financial year ended 31-03-2026. The same has been enabled and operated throughout the year for all the relevant transactions in the software. From our examination, we did not come across any instance of the audit trail facility being tampered with and the said audit trail has been preserved by the company as per the statutory requirements for record retention.

For **ANANT RAO & MALLIK**
Chartered Accountants
FRN: 006266S

Sd/-
V. ANANT RAO
Partner
M.No.: 022644
UDIN : 26022644KJBBMB1424

Date: 30-05-2026
Place: Hyderabad

Annexure `A' to the Independent Auditors' Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of Kellton Tech Solutions Limited of even date)

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we report that :

(i) With respect to Property, Plant and Equipment :

(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(b) The Company has maintained proper records showing full particulars, including quantitative details and situation of Intangible Assets.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Property, Plant and Equipment have been physically verified by the management at random having regard to the size of the Company and nature of its assets. We are informed that no material discrepancies were noticed on such verification having regard to the size of the Company and nature of its Property, Plant and Equipment.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company does not own any immovable properties.

(e) The Company has not revalued its Property, Plant and Equipment during the year.

(f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no proceedings have been initiated or are pending against the company under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

(ii) With respect to Inventories :

(a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the management has conducted physical verification of inventories at random intervals during the year. We are informed that no material discrepancies of 10 % or more were noticed on such random verification.

(b) The company has been sanctioned working capital limits by – M/s. Bandhan Bank – Rs. 38 Crores, Standard Chartered Bank - Rs. 17 Crores and M/s. Indusind Bank – Rs. 5 Crores. The monthly returns filed by the company with these Banks are generally in agreement with the books of account of the company subject to reconciliation.

(iii) According to the information and explanations given to us and on the basis of our examination of the records of the company, the company had made investments in subsidiaries and step-down subsidiaries in earlier years. The Company has further invested in subsidiaries during FY 2025-26 - an amount of Rs. 7786.08 Lacs into Kellton Tech Inc, Rs. 1179.51 Lacs into Kellton Tech EU Limited and Rs. 5250.00 Lacs into Kumori Technologies Services Private Limited.

(iv) According to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities, as applicable.

(v) According to the information and explanations given to us, and on the basis of our examination of the records of the company, the company has not accepted any fixed deposits from its Shareholders and General Public.

(vi) According to the information and explanations given to us, the maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013.

(vii) With respect to Statutory Dues :

a) The Company by and large is generally regular in depositing undisputed statutory dues, including Provident Fund, Income Tax, Goods and Services Tax, Customs Duty, Cess and other material statutory dues applicable to it with the appropriate authorities with some delays. According to information and explanation given to us the company is not registered under the provisions of Employees State Insurance Act, 1948.

b) There were no undisputed amounts payable in respect of Provident Fund, Income Tax, Sales Tax, Service Tax, Value Added Tax, Goods and Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues in arrears as at March 31, 2026 for a period of more than six months from the date they became payable.

(viii) On the basis of our examination of records and according to the information and explanations given to us, the Company does not have any transactions which are referred to in clause (viii) of para 3 referred to in the said Order.

(ix) (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to banks and financial institutions.

(b) In our opinion and according to the information and explanations given to us, the company has not been declared as a wilful defaulter by any bank or financial institution or other lender.

(c) In our opinion and according to the information and explanations given to us, the Term Loans availed by the company were applied for the purposes for which they were obtained.

(d) In our opinion and according to the information and explanations given to us, the company has not raised funds on short term basis for utilisation for long term purposes.

(e) Clauses (iii) (e) and (f) of Para 3 referred to in the said Order are not applicable.

(x) a) In our opinion and according to the information and explanations given to us, the Company has not raised any monies by way of initial public offer or further public offer (including debt instruments) during the year.

b) During the FY 2025-26 the Company issued Foreign Currency Convertible Bonds (FCCBs) aggregating to US $ 10 Million comprising of 10,000 Bonds of Face Value of US $ 1,000 each on May 23, 2025 on a Private Placement basis were converted into Equity Shares in 4 tranches. The objects of the Private Placement allotment of FCCB's were to utilise the proceeds for ODI investments and business operational activities, financing the future growth opportunities and general corporate purposes. According to the information and explanations given to us, the company has utilised the proceeds for the stated purposes.

(xi) In our opinion and according to the information and explanations given to us, no fraud by the Company or on the Company by its officers / employees / whistle blowers has been noticed or reported during the year. Therefore, clauses (xi) (a) to (xi) (c) of paragraph 3 of the said order are not applicable to the Company.

(xii) The Company is not a Nidhi Company. Therefore, clauses (xii)(a) to (xii)(c) of paragraph 3 of the said order is not applicable to the Company.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act, where applicable, and details of such transactions have been disclosed in the Ind AS financial statements as required by the applicable accounting standards.

(xiv) (a) The Company has an Internal Audit System commensurate with the size and nature of its business.

(b) The Reports of the Internal Auditor teams for FY 2025-26 were considered by us.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the company has not entered into any non-cash transactions with directors or persons connected with them and as such the provisions of Section 192 of the Companies Act, 2013 are not applicable.

(xvi) According to the information and explanations given to us and based on our examination of the records of the Company, the company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934).

Therefore, clauses (xvi)(a) to (xvi)(d) of paragraph 3 of the said order is not applicable to the Company.

(xvii) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not incurred cash losses in this financial year (FY 2025-26) and during the immediately preceeding financial year (FY 2024-25).

(xviii) There has been no resignation by the Statutory Auditors of the company during the year and as such provisions of clause (xviii) of paragraph 3 of the said order is not applicable to the Company.

(xix) According to the information and explanations given to us and based on our examination of the records of the Company, the information accompanying the financial statements, our knowledge of the Board of Directors and the management plans, no material uncertainity exists as on the date of the audit report and the company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

(xx) According to the information and explanations given to us and based on our examination of the records of the Company, the company does not have any ongoing projects or other projects and as such provisions of clause (xx) (a) and (b) of paragraph 3 of the said order are not applicable to the Company.

(xxi) According to the information and explanations given to us and based on our examination of the records of the company, there have been no qualifications or adverse remarks in the Companies (Auditors Report) Order (CARO Reports) in respect of its subsidiary company – M/s. Kellton Dbydx Private Limited and Kumori Technologies Services Private Limited – included in the consolidated financial statements.

For **ANANT RAO & MALLIK**
Chartered Accountants
FRN: 006266S

Sd/-
V. ANANT RAO
Partner
M.No.: 022644
UDIN : 26022644KJBBMB1424

Date: 30-05-2026
Place: Hyderabad

Annexure `B' to the Independent Auditors' Report

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of Kellton Tech Solutions Limited of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls over financial reporting of Kellton Tech Solutions Limited ('the Company') as of March 31, 2026 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the 'Guidance Note') issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk.

The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of the management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2026, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **ANANT RAO & MALLIK**
Chartered Accountants
FRN: 006266S

Sd/-
V. ANANT RAO
Partner
M.No.: 022644
UDIN : 26022644KJBBMB1424

Date: 30-05-2026
Place: Hyderabad

Balance Sheet as at 31st March, 2026

(Amount in ₹ Lacs)

	NOTE	As At March 31, 2026	As At March 31, 2025
ASSETS			
Non-current assets			
Property, plant and equipment	5.1	722.02	937.87
Right of use Assets	5.2	963.29	249.05
Capital work in progress	6.1	3,517.47	3,197.01
Goodwill	6.2	962.50	962.50
Financial assets			
Investments	7	22,907.77	8,692.18
Other financial assets	8	124.79	136.68
Deferred tax assets (net)	9	309.89	259.55
Other non-current assets	10	107.71	98.83
		29,615.44	**14533.67**
Current assets			
Inventories	28	8.95	594.05
Financial assets			
Trade receivables	11	7,771.87	7,786.33
Cash and cash equivalents	12.1	16.70	33.16
Bank balances other than cash and cash equivalents	12.2	832.58	772.16
Other financial assets	13	7,846.97	6,431.38
Current Tax Assets		14.54	-
Other current assets	14	628.22	615.73
		17,119.83	**16,232.81**
TOTAL ASSETS		**46,735.27**	**30766.48**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	15	5,314.05	4,875.70
Other equity	16	25,195.75	12,864.62
		30,509.80	**17,740.32**
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	17	1,906.26	3,709.69
Lease Liabities	18	1,030.03	300.66
Other financial liabilities	19	1,734.00	-
Provisions	20	775.12	730.18
		5,445.41	**4,740.53**

(Contd.)

Balance Sheet as at 31st March, 2026 (Contd.)

(Amount in ₹ Lacs)

	NOTE	As At March 31, 2026	As At March 31, 2025
Current liabilities			
Financial liabilities			
Borrowings	21	5,707.34	4,016.93
Trade payables	22	707.52	1,224.33
Other financial liabilities	23	2,773.77	1,071.97
Other current liabilities	24	410.58	716.53
Provisions	25	1,180.85	1,252.99
Current tax liabilities (Net)		-	2.88
		10,780.06	**8,285.63**
		16,225.47	**13,026.16**
TOTAL EQUITY AND LIABILITIES		**46,735.27**	**30,766.48**

The Accompanying notes form an intergral part of the financial statements

As per our report of even date

For **ANANT RAO & MALLIK**
Firms' Registration Number: 006266S
Chartered Accountants

Sd/-
V.ANANT RAO
Partner
M No. 022644
UDIN :26022644KJBBMB1424

Place : Hyderabad
Date : 30-05-2026

For and on behalf of the Board of Directors

Sd/-
Niranjan Chintam
Chairman & CFO
DIN: 01658591

Sd/-
Krishna Chintam
Managing Director & CEO
DIN: 01658145

Sd/-
Rahul Jain
Company Secretary
M No. A62949

Statement of Profit and Loss as at 31st March, 2026

(Amount in ₹ Lacs)

	Note	For the year ended	
		March 31, 2026	March 31, 2025
Revenue from operations	26	20,942.44	18,893.22
Other income	27	816.75	179.61
Total income		**21,759.19**	**19,072.83**
Expenses			
Cost of materials consumed	28	965.22	9.37
Employee benefits expense	29	13,979.47	12,725.68
Finance costs	30	1,018.97	888.22
Depreciation and amortization expense	31	744.44	774.11
Other expenses	32	2,971.60	2,861.56
Total expenses		**19,679.70**	**17,258.94**
Profit / (Loss) before Exceptional items and tax		**2,079.49**	**1,813.89**
Exceptional Items		3.59	(0.46)
Profit / (Loss) before tax		**2,083.08**	**1,813.43**
Tax expense:			
Current tax		606.60	525.36
Tax/(credit) in respect to earlier years		(15.77)	(28.56)
Deferred tax		6.31	(35.60)
Profit (Loss) for the period from continuing operations		**1,485.94**	**1,352.23**
Profit/(loss) for the period		**1,485.94**	**1,352.23**
Other comprehensive income			
A) (i) Items that will not be reclassified to profit or loss		-	-
Remeasurements of the defined benefit (liabilities) / asset net of tax		194.68	13.32
(ii) Income tax relating to items that will not be reclassified to profit or loss		56.65	3.88
B) (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
Total other comprehensive income		**251.33**	**17.20**
Total comprehensive income for the period (Comprising Profit (Loss) and Other Comprehensive Income for the period)		**1,737.27**	**1,369.43**
Earnings per equity share (for continuing operation): in Rupees			
Basic	33	0.29	0.28
Diluted		0.29	0.28

The Accompanying notes form an intergral part of the financial statements

As per our report of even date

For **ANANT RAO & MALLIK**
Firms' Registration Number: 006266S
Chartered Accountants

Sd/-
V.ANANT RAO
Partner
M No. 022644
UDIN :26022644KJBBMB1424

Place : Hyderabad
Date : Date : 30-05-2026

For and on behalf of the Board of Directors

Sd/-
Niranjan Chintam
Chairman & CFO
DIN: 01658591

Sd/-
Krishna Chintam
Managing Director & CEO
DIN: 01658145

Sd/-
Rahul Jain
Company Secretary
M No. A62949

Statement of changes in equity for the year ended March 31, 2026

(Amount in ₹ Lacs)

Particulars	
(a) Equity share capital (Balance at the April 1, 2025)	**975.14**
Add: Shares issued on exercise of employee stock options	-
Add: Shares issued on conversion of FCCB before Split	11.27
Add: Sub-division of shares (1:5)	3,945.62
Add: Shares issued on conversion of FCCB After Split	346.02
Add: Shares issued upon exercise of Share Warrants	36.00
Balance at the March 31, 2026	**5,314.05**

(b) Other equity

Particulars	Reserves and Surplus (refer note 16)							
	Capital reserve	General reserve	Securities premium reserve	Share options outstanding account	Retained earnings	Other comprehensive income	Share Warrants	Total
Balance as at April 1, 2024	**5.67**	**135.51**	**1,534.41**	**239.10**	**9,538.42**	**-3.27**	**-**	**11,449.85**
Total Comprehensive Income for the year comprising of:								
(i) Profit for the period					1,352.23			1,352.23
(ii) Other comprehensive income (net of taxes)						17.20		17.20
Other Changes (Specified as under) :								
Issue of equity shares under ESOP Scheme			24.77					24.77
Compensation cost related to employee share based payment				20.59				20.59
Balance as at March 31, 2025	**5.67**	**135.51**	**1,559.18**	**259.68**	**10,890.65**	**13.93**	**-**	**12,864.63**
Balance as at April 1, 2025	**5.67**	**135.51**	**1,559.18**	**259.68**	**10,890.65**	**13.93**	**-**	**12,864.63**
Total Comprehensive Income for the year comprising of:								
(i) Profit for the period					1,485.94			1,485.94
(ii) Other comprehensive income (net of taxes)						251.33		251.33
Other Changes (Specified as under) :								
Issue of equity shares			8,998.70					8,998.70
Money received against share warrants							1,505.70	1,505.70
Compensation cost related to employee share based payment				89.48				89.48
Share issued against share application money								-
Balance at the March 31, 2026	**5.67**	**135.51**	**10,557.87**	**349.16**	**12,376.59**	**265.26**	**1,505.70**	**25,195.78**

The Accompanying notes form an intergral part of the financial statements
As per our report of even date
For **ANANT RAO & MALLIK**
Firms' Registration Number: 006266S
Chartered Accountants

Sd/-
V.ANANT RAO
Partner
M No. 022644
UDIN :26022644KJBBMB1424

Place : Hyderabad
Date : 30-05-2026

For and on behalf of the Board of Directors

Sd/-
Niranjan Chintam
Chairman & CFO
DIN: 01658591

Sd/-
Krishna Chintam
Managing Director & CEO
DIN: 01658145

Sd/-
Rahul Jain
Company Secretary
M No. A62949

Statement of Cash Flow as at 31st March, 2026

(Amount in ₹ Lacs)

	For the Year ended	
	March 31, 2026	March 31, 2025
Cash flow from Operating Activities		
Profit for the Period	2,083.06	1,813.43
Adjustments for :		
Depreciation and amortization expense	744.44	774.11
Expense on employee stock based compensation	96.10	19.74
Allowance for doubtful debt	-	1.34
Bad Debts	11.18	5.90
Finance costs	1,018.97	888.22
Profit/(Loss) on disposal of property, plant and equipment	3.59	(0.46)
Changes in operating assets and liabilities		
Trade receivables	3.29	(1,853.06)
Other assets	(846.59)	(2,696.83)
Trade payables	(516.81)	959.52
Other liabilities	(362.59)	(18.70)
Provisions	224.13	125.35
Net cash provided by operating activities before taxes	**2,458.77**	**18.56**
Income taxes paid	608.28	79.10
Net cash provided by operating activities	**1,850.49**	**(60.54)**
Cash flow from investing activities		
Purchase of property, plant and equipment	(144.13)	(92.39)
Capital work in progress	(320.46)	(1,381.99)
Investment in subsidiaries	(14,215.59)	-
Earnout payments-(net)	2,889.69	-
Net cash (used in)or provided by investing activities	**(11,790.49)**	**(1,474.38)**
Cash flow from financing activities		
Proceeds from Issue of share capital	10,942.75	30.39
Finance costs paid	(1,018.97)	(888.22)
Change in loans and borrowings	433.09	2,873.36
Repayment of Lease liabilities	(372.91)	(391.21)
Net cash used in financing activities	**9,983.96**	**1,624.31**
Net increase in cash and cash equivalents	**43.96**	**89.39**
Cash and cash equivalents including bank balances other than cash and cash equivalent at the beginning of the period	805.32	715.92
Cash and cash equivalents including bank balances other than cash and cash equivalent at the end of the period	**849.28**	**805.32**

The Accompanying notes form an intergral part of the financial statements

As per our report of even date

For **ANANT RAO & MALLIK**
Firms' Registration Number: 006266S
Chartered Accountants

Sd/-
V.ANANT RAO
Partner
M No. 022644
UDIN :26022644KJBBMB1424

For and on behalf of the Board of Directors

Sd/-
Niranjan Chintam
Chairman & CFO
DIN: 01658591

Sd/-
Krishna Chintam
Managing Director & CEO
DIN: 01658145

Sd/-
Rahul Jain
Company Secretary
M No. A62949

Place : Hyderabad
Date : 30.05.2026

Notes and other explanatory information to Standalone Ind AS Financial Statements for the year ended March 31, 2026.

1) Corporate Information

Kellton Tech Solutions Limited ("the Company") is a public limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956 and continues to operate under the Companies Act, 2013. The equity shares of the Company are listed on the Bombay Stock Exchange ("BSE") and the National Stock Exchange of India Limited ("NSE"). The registered office of the Company is located at Plot No.1367, Road No.45, Jubilee Hills, Hyderabad, Telangana-500033, India.

The Company is engaged in providing digital transformation and information technology services, including artificial intelligence and automation solutions, digital engineering, software and application development, cloud engineering, data analytics, enterprise application services, ERP and SAP solutions, ServiceNow services, quality engineering, integration services, consulting, and related technology services to customers across various industries and geographies.

The Board of Directors approved the standalone financial statements for the year ended March 31, 2026 and authorised for issue on May 30, 2026.

2) Basis of preparation

a) The standalone financial statements have been prepared on a historical cost basis, except for certain financial instruments which are measured at fair value in accordance with applicable Indian Accounting Standards (Ind AS). The financial statements have been prepared on a going concern basis.

b) The company follows the mercantile system of accounting and recognizes income and expenditure on accrual basis.

c) Statement of compliance

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, ("the Act") and other relevant provisions of the Act.

d) Current and non-current classification:

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and services and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current – noncurrent classification of assets and liabilities

3) Use of Estimates

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is included in the following notes.

Revenue recognition

The Company's contracts with customers include promises to transfer multiple products and services to a customer. Revenues from customer contracts are considered for recognition and measurement when the contract has been approved by the parties to the contract, the parties to the contract are committed to perform their respective obligations under the contract, and the contract is legally enforceable. The Company assesses the services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligations to determine the deliverables and the ability of the customer to benefit independently from such deliverables, and allocation of transaction price to these distinct performance obligations involves significant judgment.

Revenue from fixed price maintenance type contracts is recognized ratably on a straight-line basis when services are performed through an indefinite number of repetitive acts over a specified period. Revenue from other fixed-price contracts is recognized ratably using a percentage-of-completion method when the pattern of benefits from the services rendered to the customer and the Company's costs to fulfil the contract is not even through the period of the contract because the services are generally discrete in nature and not repetitive. The use of a method to recognize such revenues requires judgment and is based on the promises in the contract and nature of the deliverables.

When performance obligation is satisfied over time, the Company uses the percentage-of-completion method in accounting for its fixed-price contracts. Use of the percentage-of-completion method requires the Company to estimate the efforts or costs expended to date as a proportion of the total efforts or costs to be expended. Efforts or costs expended have been used to measure progress towards completion. Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the expected contract estimates at the reporting date.

Further, the Company uses significant judgement while determining the transaction price allocated to performance obligations using the expected cost-plus margin approach.

a) Income tax

The Company's tax jurisdictions are India. Significant judgments are involved in determining the provision for income taxes, including the amount expected to be paid or recovered in connection with uncertain tax positions

b) Other estimates

The preparation of financial statements involves estimates and assumptions that affect the reported amount of assets, liabilities, disclosure of contingent liabilities at the date of financial statements and the reported amount of revenues and expenses for the reporting period. Specifically, the Company estimates the probability of collection of accounts receivable by analyzing historical payment patterns, customer concentrations, customer credit-worthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required. The stock compensation expense is determined based on the Company's estimate of equity instruments that will eventually vest.

4) Summary of material accounting policies

This note provides a list of the material accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

a) Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which these entities operate (i.e., the "functional currency"). The financial statements are presented in Indian Rupee, the national currency of India, which is the functional currency of the Company. Amounts in the financial statements are presented in Indian Rupees in Lacs rounded off to two decimal places as permitted by Schedule III to the Companies Act, 2013. Per share data are presented in Indian Rupees to two decimal places

b) Foreign currency transactions and balances

i) Initial Recognition

Foreign currency transactions are recorded at the rates prevailing date of transactions.

ii) Exchange Differences

Exchange differences arising on settlement of transaction and translation of monetary items are recognized as income or expense.

iii) Conversion

Foreign currency monetary items are reported using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction.

iv) Translation Gain / Loss

Any exchange gain/loss consequent to translating financial statements from functional currency to presentation currency the resultant exchange difference is recognized in OCI and part of foreign currency translation reserve until eventual disposal of investment.

c) Investments

Long term and unquoted current investments are stated at cost and quoted current investments at lower of cost or market value. Provision for diminution in value of long-term investments is made only if such a decline is other than temporary in the opinion of the management.

Investment in subsidiaries is carried at cost in the separate financial statements.

d) Financial instruments

d.1. <u>Financial Assets</u>

Financial Assets comprise of investments in equity and debt securities, Trade Receivables, Cash and Cash Equivalents and Other Financial Assets.

Initial recognition:

All Financial Assets are recognized initially at fair value. Purchase or sale of Financial Assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognized on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent Measurement:

i) <u>Financial Assets measured at amortised cost</u>:

Financial Assets held within a business model whose objective is to hold Financial Assets in order to collect contractual cash flows, and the contractual terms of the Financial Assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding are measured at amortised cost using Effective Interest Rate (EIR) method. The EIR amortization is recognised as finance income in the Statement of Profit and Loss. The Company, while applying above criteria, has classified the following at amortised cost:

- Trade Receivables
- Cash and Cash Equivalents
- Other Financial Assets

ii) Financial Assets at Fair Value Through Other Comprehensive Income (FVTOCI):

Where Financial Assets are held to collect contractual cash flows, selling the Financial Assets and the contractual terms of the Financial Assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding and are

measured at FVTOCI. Fair Value movements in Financial Assets at FVTOCI are recognised in Other Comprehensive Income. Equity instruments held for trading are classified at Fair Value Through Profit or Loss (FVTPL). For other equity instruments the Company classifies the same at FVTOCI. The classification is made on initial recognition and is irrevocable. Fair Value changes on equity investments at FVTOCI, excluding dividends, are recognised in Other Comprehensive Income (OCI).

iii) Financial Assets at Fair Value Through Profit or Loss (FVTPL):

Financial Assets are measured at Fair Value through Profit or Loss if it does not meet the criteria for classification at amortised cost or at Fair Value through Other Comprehensive Income. All fair value changes are recognised in the Statement of Profit and Loss.

iv) Financial liabilities measured at amortised cost:

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration and financial liability under option arrangements recognized in a business combination which is subsequently measured at fair value through profit or loss.

v) Derecognition of financial instruments:

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

vi) Impairment:

The Company recognizes loss allowances using the Expected Credit Loss (ECL) model for the financial assets. Loss allowance for trade receivables is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL.

The Company determines the allowance for credit losses based on historical loss experience adjusted to reflect current and estimated future economic conditions. The Company considers current and anticipated future economic conditions relating to industries the Company deals with and the countries where it operates. The amount of ECLs (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recorded is recognized as an impairment loss or gain in Statement of Profit and Loss.

e) Inventories

Inventories are valued at lower of cost or net realizable value whichever is lower on weighted average basis.

f) Property, plant and equipment

Property, Plant and Equipment are stated at cost, less accumulated depreciation and accumulated impairment losses, if any. The cost comprises the purchase price and directly attributable costs of bringing the asset to its working condition for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Capital work-in-progress includes cost of Property, Plant and Equipment that are not ready to be put to use.

Subsequent expenditure related to an item of Property, Plant and Equipment is added to its book value only if it is probable that future economic benefits associated with the item will flow to the Company. All other expenses on existing Property, Plant and Equipment, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the year during which such expenses are incurred.

Gains or losses arising from disposal of Property, Plant and Equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss.

g) Intangible Assets

The Intangible assets are recognized when it is probable that the future economic benefit that are attributable to the assets will flow to the enterprise and the cost of the assets can be measured reliably.

Software licenses of enduring nature and contractual rights acquired separately are measured on initial recognition at cost. Following initial recognition intangible assets are carried at cost less accumulated amortization.

Gains or losses arising from disposal of intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss.

Goodwill is subject to impairment testing on an annual basis. However, if indicators of impairment are present, the company will review goodwill for impairment when such indicators arise. The company performs an annual review and no impairment was recorded. Key assumptions used by management to determine the fair value of the goodwill include industry earnings multiples and earnings multiples from previous company acquisitions.

h) Depreciation and Amortization

Depreciation on Tangible assets and amortization of Intangible assets is provided on Straight line method on pro –rata basis at the rates prescribed in Schedule II of the Companies Act, 2013 as amended from time to time.

i) Borrowing Cost

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged in statement of profit and loss.

j) Leases

Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. Company uses significant judgement in assessing the lease term and the applicable discount rate.

Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. Company revises the lease term if there is a change in the non-cancellable period of a lease.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

k) Revenue Recognition

i) Revenue from time and material engagements is recognized on time proportion basis as and when the services are rendered in accordance with the terms of the contracts with customers.

ii) Revenue from fixed-price contracts, where the performance obligations are satisfied over time and where there is no uncertainty as to measurement or collectability of consideration, is recognized as per the percentage-of-completion method.

iii) Revenue from maintenance contracts and subscription is recognized on a pro-rata basis over the period of the contract.

iv) Unbilled revenue represents revenue recognized in relation to work done on time and material projects and fixed price projects until the balance sheet date for which billing has not taken place.

v) Interest income is recognized on a time proportion basis taking into account the carrying amount and the effective interest rate. Interest income is included under the head 'Other income' in the statement of profit and loss.

l) Employee Benefits

The Company has the following employee benefit plans:

i) Provident fund

Provident fund is a defined contribution plan covering eligible employees. The Company and the eligible employees make a monthly contribution to the provident fund maintained by the Regional Provident Fund Commissioner equal to the specified percentage of the basic salary. The contributions to the provident fund are charged to the statement of profit and loss for the year when the contributions are due. The Company has no obligation, other than the contribution payable to the provident fund.

ii) Gratuity

The Company has a scheme for payment of gratuity to all its employees as per provisions of the Payment of Gratuity Act 1972. The Company provides for period end liability using the projected unit credit method as per the actuarial valuation carried out by the independent actuary. The cost of providing benefit under gratuity plan are charged to the statement of profit and loss, except for the remeasurements, comprising of actuarial gains and losses which are recognized in full in the statement of other comprehensive income in the reporting period in which they occur.

iii) **Leave encashment.**

Leave encashment claims are settled on year-to-year basis.

m) **Share based payments**

In accordance with Ind AS 102 – "Share Based Payments", Employees of the Company receive remuneration in the form of equity settled instruments, for rendering services over a defined vesting period. Equity instruments granted are measured by reference to the fair value of the instrument at the date of grant.

The expense is recognized in the statement of profit and loss with a corresponding increase to the share-based payment reserve, a component of equity.

The equity instruments generally vest in a graded manner over the vesting period. The fair value determined at the grant date is expensed over the vesting period of the respective tranches of such grants (accelerated amortization). The stock compensation expense is determined based on the Company's estimate of equity instruments that will eventually vest.

n) **Income Tax**

Income tax comprises current and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to items directly recognized in equity or in other comprehensive income

i) **Current Income tax**

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the period. The tax rates and tax laws used to compute the current tax amount are those that are enacted or substantively enacted by the reporting date and applicable for the period. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis or to realize the asset and liability simultaneously.

ii) **Deferred Income Tax**

Deferred income taxes reflect the impact of temporary differences between tax base of assets and liabilities and their carrying amounts. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred income tax asset is recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

o) **Segment reporting**

In accordance with para 4 of Notified Indian Accounting Standard 108 (Ind AS-108) "Operating Segments" the Company has disclosed segment information in the standalone financial statements.

p) **Earnings Per Share**

The Company presents basic and diluted earnings per share ("EPS") data for its equity shares. Basic EPS is calculated by dividing the profit and loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. Diluted EPS is determined by adjusting the profit and loss attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential equity shares. The number of equity shares and potentially dilutive equity shares are adjusted for bonus shares, as appropriate.

q) **Provisions**

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

r) **Contingent Liabilities**

Subject to IND AS 37, contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation.

s) Cash and cash equivalents

Cash and cash equivalent comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

t) Cash flow statement

Cash flows are reported using indirect method as set out in Ind AS -7 "Statement of Cash Flows", whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

The Ministry of Corporate Affairs has notified amendments to Ind AS 7, Statement of Cash Flows, and Ind AS 107, Financial Instruments: Disclosures, relating to supplier finance arrangements, applicable to the Company with effect from April 1, 2025.

The amendments introduce additional disclosure requirements intended to enhance transparency regarding supplier finance arrangements and their effects on an entity's liabilities, cash flows and exposure to liquidity risk. The amendments require disclosure of the terms and conditions of such arrangements, the carrying amounts of financial liabilities that form part of the arrangements, the corresponding amounts for which suppliers have received payment from finance providers, and the range of payment due dates for liabilities forming part of the arrangements compared with comparable trade payables that are not part of such arrangements. The amendments to Ind AS 107 also require supplier finance arrangements to be considered in assessing and disclosing concentrations of liquidity risk.

The Company has evaluated the requirements of the aforesaid amendments and has provided the relevant disclosures in respect of such arrangement in the financial statements. The adoption of these amendments has resulted in additional disclosures relating to the Company's supplier finance arrangement and liquidity risk exposure and does not have any material impact on the recognition or measurement of amounts reported in the financial statements.

u) Related Party Transactions:

Related party transactions including purchases, services, fund and non-fund-based agreements are disclosed separately.

v) Recent Pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time.

In May 2025, MCA notifies the amendments to Ind AS 21 - Effects of Changes in Foreign Exchange Rates. These amendments aim to provide clearer guidance on assessing currency exchangeability and estimating exchange rates when currencies are not readily exchangeable. The amendments are effective for annual periods beginning on or after April 1, 2025. The Company has assessed that there is no significant impact on its financial statements.

In August 2025, MCA notifies the following amendments to:

a. Ind AS-1 Presentation of Financial Statements, applicable w.e.f. April 1, 2025 – The amendment relates to classification of liabilities as current or non-current and non-current liabilities with covenants. In the context of classifying a liability as current, it removes the requirement of existence of a right to defer settlement for at least 12 months after the reporting date and instead requires that the said right should exist on the reporting date and have substance. The amendment also introduces guidance on classification of liabilities with covenants. The Company has no impact of these amendments in its classification criteria of current and non-current liabilities.

b. Ind AS 12, International Tax Reform – Pillar Two Model Rules applicable immediately - The amendments provide a temporary mandatory relief from deferred tax accounting for top-up tax and disclose that they have applied the relief. The Company has reviewed the amendment and based on its evaluation has determined that it does not have any significant impact in its financial statements.

Material accounting policies and notes to the accounts
For the year ended March 31, 2026

5.1 Property, Plant and Equipment

(Amount in ₹ Lacs)

Particulars	Plant and machinery	Office equipment	Computers	Electrical installations	Furniture and fixtures	Vehicles	Total
Gross carrying value							
At April 1, 2024	**131.14**	**87.31**	**1,452.58**	**602.56**	**587.35**	**268.94**	**3,129.88**
Additions	1.66	3.78	81.64	3.54	-	2.98	93.60
Disposals / adjustments	-	-	-	-	-	-2.10	-2.10
At March 31, 2025	**132.80**	**91.09**	**1,534.22**	**606.10**	**587.35**	**269.82**	**3,221.38**
Accumulated depreciation							
At April 1, 2024	**26.09**	**63.77**	**845.09**	**346.49**	**366.97**	**220.66**	**1,869.07**
Depreciation expense	14.14	9.42	281.51	49.20	52.01	9.50	415.78
Disposals / adjustments	-	-	-	-	-	-1.34	-1.34
At March 31, 2025	**40.23**	**73.19**	**1,126.60**	**395.69**	**418.98**	**228.82**	**2,283.51**
Gross carrying value							
At April 1, 2025	**132.80**	**91.09**	**1,534.22**	**606.10**	**587.35**	**269.82**	**3,221.38**
Additions	0.39	4.98	92.89	-	1.15	42.78	142.19
Disposals / adjustments	-	-	-	-	-	-7.63	-7.63
At March 31, 2026	**133.19**	**96.07**	**1,627.11**	**606.10**	**588.50**	**304.97**	**3,355.94**
Accumulated depreciation							
At April 1, 2025	**40.23**	**73.19**	**1,126.60**	**395.69**	**418.98**	**228.82**	**2,283.51**
Depreciation expense	13.35	8.95	223.87	48.94	50.03	11.24	356.37
Disposals / adjustments	-	-	-	-	-	-5.96	-5.96
At March 31, 2026	**53.58**	**82.14**	**1,350.47**	**444.63**	**469.01**	**234.10**	**2,633.92**
Net block March 31, 2026	**79.61**	**13.93**	**276.64**	**161.47**	**119.49**	**70.87**	**722.02**
Net block March 31, 2025	**92.57**	**17.90**	**407.62**	**210.41**	**168.37**	**41.00**	**937.87**

Material accounting policies and notes to the accounts

For the year ended March 31, 2026 (Amount in ₹ Lacs)

5.2 Right of use assets

	Office premises
Gross block (at cost)	
As at April 1, 2024	2,179.28
Additions	-
As at March 31, 2025	**2,179.28**
Accumulated Amortization	
As at April 1, 2024	1,571.90
Charge for the year	358.32
As at March 31, 2025	**1,930.23**
Gross block (at cost)	
As at April 1, 2025	2,179.28
Additions	1,102.30
As at March 31, 2026	**3,281.58**
Accumulated Amortization	
As at April 1, 2025	1,930.23
Charge for the year	388.06
As at March 31, 2026	**2,318.29**
Net block	
As at March 31, 2026	**963.29**
As at March 31, 2025	**249.05**

6.1 Capital work in progress

	Capital work in progress
Gross carrying value	
At April 1, 2024	**1,815.02**
Additions	1,381.99
Disposals / adjustments	-
At March 31, 2025	**3,197.01**
Accumulated Amortization	
At April 1, 2024	**-**
Amortisation expense	-
Disposals / adjustments	-
At March 31, 2025	-
Gross carrying value	
At April 1, 2025	**3,197.01**
Additions	320.46
Disposals / adjustments	-
At March 31, 2026	**3,517.47**

(Amount in ₹ Lacs)

	Capital work in progress
Accumulated Amortization	
At April 1, 2025	**-**
Amortisation expense	-
Disposals / adjustments	-
At March 31, 2026	**-**
Net block March 31, 2026	**3,517.47**
Net block March 31, 2025	**3,197.01**

6.2 Good Will

	Good Will
Gross carrying value	
At April 1, 2024	**962.50**
Additions	-
Disposals / adjustments	-
At March 31, 2025	**962.50**
Accumulated Amortization	
At April 1, 2024	**-**
Amortisation expense	-
Disposals / adjustments	-
At March 31, 2025	**-**
Gross carrying value	
At April 1, 2025	**962.50**
Additions	-
Disposals / adjustments	-
At March 31, 2026	**962.50**
Accumulated Amortization	
At April 1, 2025	**-**
Amortisation expense	-
Disposals / adjustments	-
At March 31, 2026	**-**
Net block March 31, 2026	**962.50**
Net block March 31, 2025	**962.50**

Material accounting policies and notes to the accounts

For the year ended March 31, 2026

(Amount in ₹ Lacs)

NON-CURRENT ASSETS

FINANCIAL ASSET

7. Investments

Particulars	As at March 31, 2026	As at March 31, 2025
1) Investment in equity instruments (unquoted) Wholly owned subsidiaries (At Cost)		
8,323,765 (March 31, 2025: 8,323,765) fully paid equity shares in Kellton Dbydx Software Pvt Ltd	405.79	405.79
550,197 (March 31, 2025: 547,068) fully paid equity shares in Kellton Tech Inc	10,904.45	3,118.36
2,380 (March 31,2025: 2380) fully paid equity shares in Kellton Tech Solution Inc	5,168.02	5,168.02
1,100,000 (March 31, 2025: 0) fully paid equity shares in Kelltontech EU Ltd	1,179.51	-
7,65,001 (March 31, 2025: 0) full paid equity shares in Kumori Technologies Services Private Limited Ltd *	5,250.00	-
Total	**22,907.77**	**8,692.18**

** Refer Note 44

8. Other Financial Assets

Particulars	As at March 31, 2026	As at March 31, 2025
Security deposits		
Unsecured considered good	124.79	136.68
Total	**124.79**	**136.68**

9. Deferred tax assets (net)

Particulars	As at March 31, 2026	As at March 31, 2025
Deferred tax assets		
Differences in book values and tax base values of block of Property, Plant and Equipment and intangible assets	60.93	44.07
Provision for doubtful debts	7.51	7.51
Provision for gratuity and leave encashment	224.65	194.98
Right of use asset and lease liability	16.80	12.99
Total Deferred tax assets	309.89	259.55
Deferred tax assets after set off	**309.89**	**259.55**

10 . Other non-current assets

Particulars	As at March 31, 2026	As at March 31, 2025
Security Deposit	70.14	71.74
Prepaid expenses	21.72	4.61
Other non current assets-ESOPS	15.85	22.47
Total	**107.71**	**98.83**

Material accounting policies and notes to the accounts

For the year ended March 31, 2026 (Amount in ₹ Lacs)

11. Trade receivables

Particulars	As at March 31, 2026	As at March 31, 2025
(Unsecured)		
Considered good	7,801.70	7,816.16
Less: Allowance for doubtful debts	-29.83	-29.83
Total	**7,771.87**	**7,786.33**

Trade Receivables ageing schedule

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade receivables – considered good	7,717.88	6.39	77.43	-	-	7,801.70
As at March 31,2026	**7,717.88**	**6.39**	**77.43**	**-**	**-**	**7,801.70**

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade receivables – considered good	7,702.02	85.80	28.34	-	-	7,816.16
As at March 31,2025	**7,702.02**	**85.80**	**28.34**	**-**	**-**	**7,816.16**

12.1 Cash and cash equivalents

Particulars	As at March 31, 2026	As at March 31, 2025
Cash on hand	0.46	0.30
Balances with banks in current accounts	16.24	32.86
Cash and cash equivalents as per balance sheet	**16.70**	**33.16**

12.2 Bank balances other than cash and cash equivalents

Particulars	As at March 31, 2026	As at March 31, 2025
Fixed Deposit with banks	832.58	772.16
Total	**832.58**	**772.16**

13. Other current financial assets

Particulars	As at March 31, 2026	As at March 31, 2025
Advances to employees	37.10	21.13
Accrued Revenue	5,366.01	3,981.61
Other Advances	2,443.86	2,428.63
Total	**7,846.97**	**6,431.38**

14. Other current assets

Particulars	As at March 31, 2026	As at March 31, 2025
Prepaid expenses	228.00	217.04
Others	400.22	398.68
Total	**628.22**	**615.73**

Material accounting policies and notes to the accounts

For the year ended March 31, 2026 (Amount in ₹ Lacs)

15. Equity share capital

a)

Particulars	As at March 31, 2026	As at March 31, 2025
Authorised		
100,00,00,000 equity shares of Rs 1/- each (March 31, 2025: 12,00,00,000 equity shares of Rs.5/-each)	**10,000.00**	**10,000.00**
Issued, subscribed and paid-up capital		
53,14,04,670 equity shares of Rs 1/- each fully paid (March 31, 2025: 9,75,13,934 equity shares of Rs.5/-each)	5,314.05	4,875.70
	5,314.05	**4,875.70**

b) Reconciliation of the number of equity shares outstanding at the beginning and at the end of the reporting period are as given below:

Particulars	As at March 31, 2026		As at March 31, 2025	
	No of Shares	Amount	No of Shares	Amount
Number of shares outstanding at the beginning of the period	9,75,13,934	4,875.70	9,74,01,603	4,870.08
Add: Shares issued on exercise of employee stock options	-	-	1,12,331	5.62
Add: Shares issued on conversion of FCCB before Split	11,26,580	56.33		
Add: Sub-division of shares (1:5)	39,45,62,056	-		
Add: Shares issued on conversion of FCCB After Split	3,46,02,100	346.02		
Add: Shares issued upon exercise of Share Warrants	36	36.00		
Number of shares outstanding at the end of the period	52,78,04,706	5,314.05	9,75,13,934	4,875.70

c) Terms/rights attached to equity shares

The Company has only one class of shares referred to as equity shares having a par value of Rs 1 each. Each holder of the equity share, as reflected in the records of the Company as of the date of the shareholder meeting, is entitled to one vote in respect of each share held for all matters submitted to vote in the shareholder meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

d) Details of shareholders holding more than 5% shares in the Company

Particulars	As at March 31, 2026		As at March 31, 2025	
	No of shares	% Holding	No of shares	% Holding
Name of the shareholder*				
1. Matnic Finvest LLP	17,76,61,600	33.66%	3,48,12,320	35.70%
2. Kellton Wealth Management LLP	1,44,37,790	2.74%	28,87,558	2.96%

*The shareholding information is based on legal ownership of shares and has been extracted from the records of the Company including register of shareholders / members.

e) In the period of five years immediately preceding March 31, 2025:

i) The Company has allotted 4,81,91,234 fully paid up equity shares during the quarter ended March 31, 2018, pursuant to 1:1 bonus share issue approved by shareholders passed through Postal Ballot concluded on 19.03.2018

ii) The Company has not bought back any equity shares.

iii) The Company has not allotted any equity shares as fully paid up without payment being received in cash.

f) Details of shares held by promoters at the end of the year March 31, 2026

Promoter name	No of Shares at the begining of the year	Changes during the year	No. of Shares at the end of the year	% of total shares	% Change during the year **
Krishna Reddy Chintam	11,42,286	45,69,144	57,11,430	1.08%	-0.09%
Sreevidya Chintam	9,02,776	36,11,104	45,13,880	0.86%	-0.07%
Mohana Reddy Chintam	-	-	-	0.00%	0.00%
Lakshmi Chintam	20,770	83,080	1,03,850	0.02%	0.00%
Kellton Wealth Management LLP	28,87,558	1,15,50,232	1,44,37,790	2.74%	-0.23%
Matnic Finvest LLP	3,48,12,320	14,28,49,280	17,76,61,600	33.66%	-2.04%
Total	**3,97,65,710**	**16,26,62,840**	**20,24,28,550**	**38.35%**	**-2.43%**

Note:** The change in shareholding is solely attributable to the increase in the Company's share capital arising from the allotment of shares upon conversion of FCCBs. There has been no disposal or sale of shares by the promoters. Further, during the year, 36 lakh share warrants were converted into equity shares.

Details of shares held by promoters at the end of the year March 31, 2025

Promoter name	No of Shares at the begining of the year	Changes during the year	No. of Shares at the end of the year	% of total shares	% Change during the year
Krishna Reddy Chintam	11,42,286	-	11,42,286	1.17%	0.00%
Sreevidya Chintam	9,02,776	-	9,02,776	0.93%	0.00%
Mohana Reddy Chintam	3,28,552	(3,28,552)	-	0.00%	-0.34%
Lakshmi Chintam	20,770	-	20,770	0.02%	0.00%
Kellton Wealth Management LLP	71,83,384	(42,95,826)	28,87,558	2.96%	-4.48%
Matnic Finvest LLP	4,07,54,356	(59,42,036)	3,48,12,320	35.70%	-6.52%
Total	**5,03,32,124**	**(1,05,66,414)**	**3,97,65,710**	**40.78%**	**-11.34%**

16 . Other equity

Particulars	As at March 31, 2026	As at March 31, 2025
a) Capital reserve		
Any profit or loss on purchase, sale, issue or cancellation of the Company's own equity instruments is transferred to capital reserve.	5.67	5.67
b) Security premium		
Amounts received on (issue of shares) in excess of the par value has been classified as securities premium.	10,557.87	1,559.18
c) General reserve		
This represents appropriation of profit by the Company.	135.51	135.51
d) Retained earnings		
Retained earnings comprise of the Company's prior years' undistributed earnings after taxes.	12,376.57	10,890.65
e) Share option outstanding account		
The share option outstanding account is used to record the value of equity-settled share based payment transactions with employees. The amounts recorded in this account are transferred to share premium upon exercise of stock options by employees in case of forfeiture corresponding balance is transferred to general reserve.	349.16	259.68
f) Other items of other comprehensive income	265.26	13.93
g) Share Warrants	1,505.70	-
Total	**25,195.75**	**12,864.62**

Material accounting policies and notes to the accounts

For the year ended March 31, 2026

(Amount in ₹ Lacs)

NON- CURRENT LIABILITIES

FINANCIAL LIABILITIES

17. Borrowings

Particulars	As at March 31, 2026	As at March 31, 2025
Long Term and Secured		
Vehicle Loans		
a) Kotak Mahindra Bank Ltd	22.80	-
IndusInd Bank Ltd (Term Loan)	118.75	593.75
Kotak Mahindra Bank Ltd (Term Loan)	192.54	308.43
Long Term and Unsecured		
Loan from Related Parties	395.45	2,752.88
Other Loan	1,176.72	54.62
Total	**1,906.26**	**3,709.69**

18. Lease Liabities

Particulars	As at March 31, 2026	As at March 31, 2025
Opening balance	300.66	691.88
Additions	1,102.29	-
Add: Interest recognised during the year	91.13	56.91
Less: Payments made	-464.05	-448.13
Total	**1,030.03**	**300.66**

19. Other financial liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
Contingent Consideration payable on Acquisition*	1,734	-
Total	**1,734**	**-**

** Refer Note 44

20. Provisions : Other Long Term Provisions

Particulars	As at March 31, 2026	As at March 31, 2025
Provision for employee benefits		
Gratuity	775.12	730.18
Total	**775.12**	**730.18**

(Amount in ₹ Lacs)

CURRENT LIABILITIES

FINANCIAL LIABILITIES

21. Borrowings

Particulars	As at March 31, 2026	As at March 31, 2025
(Short Term and Secured)		
Working Capital Loan	4,707.34	4,016.93
(Short Term and Unsecured)		
Working Capital Loan	1,000.00	-
Total	**5,707.34**	**4,016.93**

Note :

Lender	Nature of facility	Sanction amount	Rate of interest	Security
Bandhan Bank Ltd	Cash Credit	3,800	9.75 % p.a	(a) Pari Pasu charge on current assets, present and future alongwith Indusind bank & Standard Chartered Bank. (b) Hypothecation on properties owned by promoters. (c) Pledge of 120 lacs shares held by Matnic Finvest Private Limited (Promoter company) (d) Personal Gurantee and comfort letter from Promoters
Indusind Bank Ltd	Cash Credit	500	8.50 % p.a	(a) Pari Pasu charge on current assets, present and future alongwith Bandhan bank & Standard Chartered Bank.
Standard Chartered Bank	Cash Credit	1,700	9.00 % p.a	(a) Pari Pasu charge on current assets, present and future alongwith Bandhan bank & IndusInd Bank.

22. Trade Payables

Particulars	As at March 31, 2026	As at March 31, 2025
Trade Payables for goods and services	707.52	1,224.33
Total	**707.52**	**1,224.33**

Trade Payable ageing schedule

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
MSME	-	-	-	-	-
Others	663.72	35.98	7.82		707.52
As at March 31, 2026	**663.72**	**35.98**	**7.82**	**-**	**707.52**

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
MSME	-	-	-	-	-
Others	1,209.92	14.41	-	-	1,224.33
As at March 31, 2025	**1,209.92**	**14.41**	**-**	**-**	**1,224.33**

(Amount in ₹ Lacs)

23. Other current financial liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
Current maturities of long-term debt	1,618.08	1,071.97
Contingent Consideration payable on Acquisition*	1,155.69	-
Total	**2,773.77**	**1,071.97**

** Refer Note 44

24. Other current liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
Statutory dues payable	387.28	708.16
Dividend Payable	4.88	4.88
Others	18.41	3.49
Total other current liabilities	**410.58**	**716.53**

25. Provisions : Other Short Term Provisions

Particulars	As at March 31, 2026	As at March 31, 2025
Provisions for employees benefits	1,174.85	1,246.99
Audit fee payable	6.00	6.00
Total	**1,180.85**	**1,252.99**

26. Revenue from operations

Particulars	For the year ended	
	March 31, 2026	March 31, 2025
Revenue from operations (net)		
Software Services	19,295.64	18,877.00
Hardware Services	1,646.80	16.22
	20,942.44	**18,893.22**

Revenue by Geography

Particulars	For the year ended	
	March 31, 2026	March 31, 2025
APAC (Including India)	11,172.95	9,271.75
Europe	1,180.81	1,443.79
United States of America	8,471.19	8,070.36
Others	117.49	107.32
	20,942.44	**18,893.22**

Revenue by Business Segement

Particulars	For the year ended	
	March 31, 2026	March 31, 2025
Digital Transformation	20,942.44	18,893.22
	20,942.44	**18,893.22**

 (Amount in ₹ Lacs)

27. Other income

Particulars	For the year ended	
	March 31, 2026	March 31, 2025
Foreign exchange gain	734.30	89.64
Interest income on financial assets at amortised cost	9.96	10.09
Interest received	59.30	54.81
Miscellaneous Income	13.19	25.07
Total	**816.75**	**179.61**

28. Cost of Material Consumed

Particulars	For the year ended	
	March 31, 2026	March 31, 2025
Purchase of Stock in trade	380.12	603.42
Opening Stock	594.05	-
(Less): Closing stock	-8.95	-594.05
Total	**965.22**	**9.37**

29. Employee benefits expense

Particulars	For the year ended	
	March 31, 2026	March 31, 2025
Salaries and wages	13,080.86	11,994.71
Gratuity Expenses*	367.97	217.24
Contribution to provident and other funds	254.63	280.00
Employee stock compensation expenses	96.10	19.74
Staff welfare expenses	179.91	213.99
Total	**13,979.47**	**12,725.68**

** Refer note 34

30. Finance costs

Particulars	For the year ended	
	March 31, 2026	March 31, 2025
Interest expense	789.11	686.31
Finance Cost on Lease	91.13	56.91
Other borrowing cost	138.73	145.00
Total	**1,018.97**	**888.22**

31. Depreciation and amortization expense

Particulars	For the year ended	
	March 31, 2026	March 31, 2025
On property, plant and equipment	356.38	415.79
On Right-of-use assets	388.06	358.32
Total	**744.44**	**774.11**

(Amount in ₹ Lacs)

32. Other expenses

Particulars	For the year ended	
	March 31, 2026	March 31, 2025
Professional Fee	1,087.75	1,058.03
Rent	73.58	68.70
Travelling and Conveyance	400.95	413.77
Internet and webhosting	42.18	38.94
Repairs and maintenance	215.96	266.76
Sales and Marketing	56.76	187.38
Printing & Stationery	7.87	9.78
Rates and taxes	42.90	2.55
CSR Expenses	20.92	30.05
Licences and Subscription Fees	752.75	573.12
Provision of Doubtful Debts	-	1.34
Exchange fluctuations Loss	55.59	43.89
Bad Debts	11.18	5.90
Other Miscellaneous expenses	197.21	155.35
Auditor Remuneration:-		
a) Statutory Audit fee	6.00	6.00
Total	**2,971.60**	**2,861.56**

33. Earnings per Share

Particulars	For the year ended	
	March 31, 2026	March 31, 2025
Numerator for EPS		
Net Profit after tax (A) (in Lakhs)	1485.92	1352.22
Weighted Average no. of Shares considered for Denominator for Basic EPS (B)*	51,14,58,178	48,75,69,670
Weighted Average no. of Shares considered for Denominator for Diluted EPS (after effect of dilutive issues of stock options) (C)*	51,14,58,178	48,93,77,150
Basic and diluted Earnings Per Share (A)/(B) in Rupees	0.29	0.28
Diluted Earnings Per Share (A)/(C) in Rupees	0.29	0.28

* The number of equity shares and potentially dilutive equity shares are adjusted for bonus shares, as appropriate.

34. a) Gratuity

Liabilities with regard to the Gratuity Plan are determined by actuarial valuation, performed by an Independent Actuary, at each balance sheet date using the projected unit credit method. In determining the gratuity obligation as at March 31, 2026, the Company has considered the revised definition of wages prescribed under the applicable Labour Codes, and the consequential impact thereof has been incorporated in the actuarial valuation. The discount rate assumed is 7.78% as at March 31, 2026 (March 31, 2025: 7.00%). The retirement age has been considered at 58 years.

The following tables summarize the components of net benefit expense recognized in the statement of profit and loss and amounts recognized in the Balance Sheet for the respective plans.

(Amount in ₹ Lacs)

Particulars	For the period ending	
	March 31, 2026	March 31, 2025
Present Value of Obligation as at beginning	774.72	646.02
Current Service Cost (net of benefits paid)	260.27	98.03
Interest Expense or Cost	52.29	43.99
Change in financial assumptions	(194.68)	(13.32)
Present Value of Obligation as at the end	**892.60**	**774.72**

Bifurcation of Net Liability

Particulars	As on	
	March 31, 2026	March 31, 2025
Current Liability (Short-term)	117.48	44.54
Non-Current Liability (Long-term)	775.12	730.18
Total Liability	**892.60**	**774.72**

b) Leave Encashment: -

Since leave encashment claims are settled on year-to-year basis, no actuarial valuation needs to be obtained.

35. Financial risk management

The Company has exposure to the following risks arising from the financial instruments

Market Risk

Liquidity Risk

Credit Risk

i) Risk management framework

The Company's risk management is carried out by the treasury department under policies approved by the Board of Directors. The Board provides written principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of financial instruments and investment of excess liquidity.

ii) Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices.

a) Foreign currency risk

The Company has export revenue and is exposed to foreign currency rate risk through operating activities.

The foreign currency risks from financial instruments are as follows:

As at 31-March 2026	USD	GBP	EURO	CAD	SGD
Trade Receivable	64,26,162	-	5,08,939	-	166,252
Cash and Cash equivalent	-	-	-	-	-
Investments-(In WOS)	2,15,18,175	-	11,00,000	-	-
Total	**2,79,44,337**	**-**	**16,08,939**	**-**	**166,252**
Financial liabilities	-	-	-	-	-
Financial Guarantee	19,31,084	-	-	-	-
Trade payable	-	-	-	-	-

(Amount in ₹ Lacs)

As at 31-March 2025	USD	GBP	EURO	CAD	SGD
Trade Receivable	63,78,446	-	10,47,698	-	72,502
Cash and Cash equivalent	-	-	-	-	-
Investments-(In WOS)	1,25,22,300	-	-	-	-
Total	**1,89,00,746**	**-**	**10,47,698**	**-**	**72,502**
Financial liabilities	-	-	-	-	-
Financial Guarantee	28,96,627	-	-	-	-
Trade payable	-	-	-	-	-

b) Liquidity Risk

The Company requires funds both for short-term operational needs as well as for long-term investment programmers mainly in growth projects. The Company generates sufficient cash flows from the current operations which together with the available cash and cash equivalents and short-term investments provide liquidity both in the short-term as well as in the long-term.

The Company remains committed to maintaining a healthy liquidity, gearing ratio, deleveraging and strengthening balance sheet.

c) Credit Risk

Credit risk is the risk that the counterparty will not meet its obligation under a financial instrument or customer contract, leading to financial loss. The credit risk arises principally from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions and other financial instruments.

The customer's credit risk is managed by the Company's established policy, procedures and control relating to customer credit risk management Credit quality of a customer is assessed based on the individual credit limits are defined in accordance with the assessment and outstanding customer receivables are regularly monitored.

On account of adoption of Ind AS 109, the Company uses expected credit loss model to assess the impairment loss. The Company uses a provisioning policy approved by the Board of Directors to compute the expected credit loss allowance for trade receivables. The policy takes into account available external and internal credit risk factors and the Company's historical experience for customers.

36. Leases

The Company's lease asset classes primarily consist of leases for land and buildings. At the date of commencement of the lease, the Company recognizes a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases) and low value leases. For these short-term and low-value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. ROU assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related ROU asset if the Company changes its assessment of whether it will exercise an extension or a termination option. Lease liability and ROU assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

The changes in the carrying value of ROU assets for the year ended are as follows

Particulars	Year Ended Mar March 31, 2026	Year Ended March 31, 2025
Balance at the beginning	249.06	607.38
Additions	1102.28	-
Adjustment on account of lease modification		
Depreciation	(388.06)	(358.32)
Balance at the end	**963.28**	**249.06**

(Amount in ₹ Lacs)

The movement in lease liabilities during the year ended as follows:

Particulars	Year Ended March 31, 2026	Year Ended March 31, 2025
Balance at the beginning	300.66	691.88
Additions	1102.28	-
Finance cost accrued during the period	91.13	56.91
Adjustment on account of lease modification	-	-
Payment of Lease Liabilities	(464.04)	(448.13)
Balance at the end	**1030.03**	**300.66**

37. Related Party Disclosures

I) *RELATED PARTIES WHERE CONTROL EXISTS*

Names of the parties	Description of relationship
Kellton Tech Inc	Wholly owned Subsidiary
Kellton Dbydx Software Private Limited	Wholly owned Subsidiary
Kellton Tech Solutions Inc	Wholly owned Subsidiary
Kellton Tech EU Limited*	Wholly owned Subsidiary
Kumori Technologies Services Private Limited	Subsidiary
Evantage Solutions Inc	Step Down Subsidiary (Wholly owned Subsidiary of Kellton Tech Inc)
Vivos Professional LLC	Step Down Subsidiary (Wholly owned Subsidiary of Kellton Tech Inc)
Prosoft Technology Group Inc	Step Down Subsidiary (Wholly owned Subsidiary of Kellton Tech Solutions Inc)
Intellipeople Inc	Step Down Subsidiary (Wholly owned Subsidiary of Kellton Tech Solutions Inc)
Kellton Tech (UK) Limited	Step Down Subsidiary (Wholly owned Subsidiary of Kellton Tech EU Limited)
Lenmar Consulting ,Inc	Step Down Subsidiary (Wholly owned Subsidiary of Kellton Tech Solutions Inc)
SID Computer Group, Inc	Step Down Subsidiary (Wholly owned Subsidiary of Kellton Tech Solutions Inc)
Talent Partners, Inc	Step Down Subsidiary (Wholly owned Subsidiary of Kellton Tech Solutions Inc)
Planetpro Inc	Step Down Subsidiary (Wholly owned Subsidiary of Kellton Tech Inc)
Param Pro Inc	Step Down Subsidiary (Wholly owned Subsidiary of Kellton Tech EU Limited)
Planetpro Asia Pte Limited	Step Down Subsidiary (Wholly owned Subsidiary of Kellton Tech EU Limited)
Kellton Europe SP Z O O	Step Down Subsidiary (wholly owned subsidiary of Kellton Tech EU Limited)

* Kellton Tech Limited, a wholly-owned subsidiary of the Company, has merged into Kellton Tech EU Limited, effective January 1, 2026. Consequent to the merger, Kellton Tech EU Limited has assumed all assets, liabilities, and contractual obligations of Kellton Tech Limited, which stands dissolved.

(Contd.)

(Amount in ₹ Lacs)

II) Key Management personnel

a) Mr. Niranjan Chintam–Director and CFO

b) Mr. Krishna Chintam - Managing Director and CEO

c) Mr. Karanjit Singh- Executive Director

d) Mr. Rahul Jain-Company Secretary

III) Relative of key management personnel

Ms. Sree Vidya Chintam- Wife of Mr. Niranjan Chairman

IV) Related party transactions during the year

Nature of Transactions	Name of Entity	March 31, 2026	March 31, 2025
Sale of Services	**Subsidiaries**		
	Prosoft Technology Group Inc	1492.11	1739.80
	Kellton Tech Limited/ Kellton EU Limited	743.19	985.14
	Lenmar Consulting Inc	185.96	228.68
Rent paid for office building	**Relative of Key Management personnel**	Nil	Nil
	Sree Vidya Chintam & Niranjan Chintam	240.00	221.62
Loan from Subsidiaries	Kellton Dbydx Software	395.45	458.88
Loan from Promoters	Matnic Finvest LLP	Nil	2294.00

V) Remuneration of key managerial personnel:

Particulars of Remuneration	For the year ended	
	March 31, 2026	March 31, 2025
Short Term employee benefits	148.73	126.70
Share-based payment transactions	Nil	Nil
Total compensation paid to key management personnel	148.73	126.70

*The above post-employment benefits excludes gratuity and compensated absences which cannot be separately identified from the composite amount advised by the actuary.

VI) Outstanding Balances

Particular	Name of Party	March 31, 2026	March 31, 2025
Trade Receivable	Prosoft Technology Group Inc	1302.99	1699.22
	Kellton Tech Limited / Kellton EU Limited	554.77	967.28
	Lenmar Consulting Inc	141.72	223.04
	Kellton Dbydx Software Private Limited	-	-
Equity Investment in Subsidiaries	Kellton Dbydx Software Private Limited	405.79	405.79
	Kellton Tech Inc	10904.45	3118.36
	Kellton Tech Solutions Inc	5168.02	5168.02
	Kellton Tech EU Limited	1179.51	-
	Kumori Technologies Services Private Limited	5250.00	-
Security Deposit	Sree Vidya Chintam	25.85	25.85

38. Employee stock option plan (ESOPS)

The Company instituted the Kellton Tech Solutions Employee Stock Option Scheme, which was approved by the shareholders at the 19th Annual General Meeting held on 27 December 2013. The options granted under the Scheme vest subject to the employees continuing in the service of the Company during the respective vesting period. As of the reporting date, the Company has made 12 grants under the Scheme

For the year ended March 31, 2026 (Amount in ₹ Lacs)

Details of the grant/issue are given below

Particulars	Year Ended March 31, 2026	Year Ended March 31, 2025
	No of option	No of option
Options outstanding at the beginning of the year	3538510	1391835
Granted during the year	-	2708330
Vested during the year	902775	-
Exercised during the year	-	561655
Lapsed or Forfeited during the years	166670	-
Options outstanding at the end of the year	3371840	3538510
Options vested and exercisable at the end of the year	1566285	830180

The financial entries pertaining to ESOPS are subject to reconciliation after considering the terms and conditions of issue of ESOPS.

39. Segment Reporting

On standalone basis, segmental revenue is 100% from Digital transformation services.

40. Contingent liabilities

Contingent liabilities as at 31-March-2026 are Nil (previous year-Nil) .

41. In the opinion of the management the sum of Rs 3,90,39,482 due from Enterprise Consulting Partner, Inc is overdue but good and recoverable, since the said entity is also having due of sum of Rs 4,73,25,000 (USD 500000) in Kellton Tech Inc & The balance due of Rs.82,85,518 is good and recoverable.

42. As at March 31, 2026, the Company held only raw materials as inventory. The inventories are valued at the lower of cost and net realizable value, and cost is determined using the FIFO method.

During the year, the movement in inventory is as follows:

Particulars	March 31, 2026	March 31, 2025
Purchase of Stock-in-Trade (Raw Material)	380.12	603.42
Add: Opening Stock	594.05	-
Less: Closing Stock	(8.95)	(594.05)
Total Consumption	**965.22**	**9.37**

The entire inventory pertains to raw materials held for project consumption purposes. Physical verification of inventory has been carried out by the management, and no material discrepancies were noted.

43. The management has assessed the goodwill for impairment and, based on the continued business operations and business continuity subsequent to the acquisition of Tekriti, is of the view that there are no indicators of impairment. Accordingly, no impairment loss has been recognised in respect of goodwill as at the reporting date

44. During the year, pursuant to a Share Purchase Agreement, the Company agreed to acquire Kumori Technologies Services Private Limited for an aggregate consideration of ₹52,50,00,000. Upon payment of the agreed upfront consideration of ₹23,60,30,815, 51% of the equity shares of Kumori Technologies Services Private Limited were transferred to the Company with effect from 1 December 2025. Consequent to the said transfer, the Company obtained control over Kumori Technologies Services Private Limited and its Board and management were reconstituted.

Notwithstanding the phased equity transfer, the Company was granted full control over voting rights equivalent to 100% shareholding from the initial closing date, thereby ensuring complete operational and strategic control over Kumori Technologies Services Private Limited. Further, the deferred portion of the purchase consideration was structured with appropriate claw back and adjustment mechanisms linked to the fulfillment of agreed conditions by both parties.

Accordingly, Kumori Technologies Services Private Limited became a subsidiary of the Company with effect from 1 December 2025. The balance consideration of ₹28,89,69,185 is payable over the next three years under an earn-out arrangement. The remaining 49% equity shares, forming part of the overall acquisition arrangement, were transferred to the Company on 19th June 2026.

As at 31 March 2026, the contingent consideration payable pursuant to the earn-out arrangement has been classified, based on the contractual payment terms, as ₹11,55,69,185 under current liabilities and ₹17,34,00,000 under non-current liabilities under the head “Contingent Consideration Payable on Acquisition”.

45. Supplier Finance Arrangement

(a) Nature and Terms of the Arrangement

During the year, the Company entered into a supplier finance arrangement with Siemens Financial Services Private Limited pursuant to a facility sanctioned in April 2025. Under this arrangement, the finance provider facilitates early payments to eligible suppliers of the Company. The Company is subsequently required to settle the corresponding amounts with the finance provider over an agreed repayment period of up to 12 months.

(b) Carrying Amounts and Line Items

The details of the financial liabilities forming part of the supplier finance arrangement as at March 31, 2026 are as follows:

Particulars	As at March 31, 2026 (Amount in Lacs)
Carrying amount of financial liabilities	212.39
Balance Sheet line-item presentation	Other Financial Liabilities – Current maturities of long-term debt
Amount for which suppliers received payment from finance provider	212.39
Range of payment due dates under the arrangement	1 to 12 months
Range of payment due dates – comparable trade payables	In accordance with normal contractual credit terms

(c) Liquidity Risk Management and Concentration

The Company monitors the outstanding liability and its maturity profile as part of its overall liquidity risk management framework. This supplier finance arrangement is actively factored into assessing the Company’s exposure to concentration of liquidity risk.

Based on the Company’s available liquidity, financial resources, and the structured maturity profile of its financial liabilities, management does not consider this arrangement to result in a material concentration of liquidity risk as at March 31, 2026.

(d) Non-Cash Changes

There were no material non-cash changes in the carrying amount of liabilities forming part of the supplier finance arrangement during the year, other than the initial recognition of financial liabilities arising upon direct payment to suppliers by the finance provider.

(e) Subsequent Events

The outstanding liability under the supplier finance arrangement as at March 31, 2026 was subsequently fully settled, and the credit facility was formally closed in May 2026.

For the year ended March 31, 2026 (Amount in ₹ Lacs)

46. Corporate social responsibility

The Company has incurred an expenditure on Corporate Social Responsibility in accordance with section 135(5) of the Companies Act, 2013.

Particulars	Year Ended March 31, 2026	Year Ended March 31, 2025
a) Gross amount required to be spent by the Company during the year	21.97	20.22
b) Excess CSR expenditure brought forward and available for set-off	11.02	1.19
c) Net CSR obligation for the financial year after set-off	10.95	19.03
d) Amount of CSR expenditure incurred during the year	20.91	30.05
e) Unspent / (Excess) CSR expenditure for the financial year	(9.96)	(11.02)
f) Excess CSR expenditure carried forward for set-off	9.96	11.02
g) Reason for shortfall	Not Applicable	Not Applicable
h) Nature of CSR activities	Promoting education and measures for eradicating poverty	Promoting education and measures for eradicating poverty
i) Details of related party transactions in relation to CSR expenditure	Nil	Nil
j) Provision made for liability incurred by entering into contractual obligations	Nil	Nil

47. Previous year's figures have been regrouped where necessary to conform to current year's classification.

48. Other statutory Information:

a) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

b) The Company does not have any charges or satisfaction of charges which is yet to be registered with ROC beyond the statutory period.

c) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

d) The Company has not received any fund from any person(s) or entity(is), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

e) Company has not advanced or loaned or invested funds to any other person(s) or entity(is), including foreign entities (Intermediaries) with the understanding that the Intermediary shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

f) The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

g) The Company is not declared as willful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof or other lender in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.

h) The Company has complied with the number of layers for its holding in downstream companies prescribed under clause (87) of section 2 of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017.

i) The Company does not have any transaction which is not recorded in the books of accounts that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

j) The Company has not revalued any of its Property, Plant and Equipment (including Right-of-Use Assets) during the year

k) The company is not having any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.

Material accounting policies and notes to the accounts

For the year ended March 31, 2026

49. Analytical Ratios

Particulars	Numerator	Denominator	Ratio		Variance	Reasons for > 25 % variance
			As at 31-03-2026	As at 31-03-2025		
a) Current Ratio	Current Assets	Current Liabilities	1.6	2.0	-18.94%	
b) Debt-Equity Ratio	Total Debt	Shareholders Equity	0.25	0.44	-42.70%	Increased Borrowings
c) Debt-Service Coverage Ratio	Earnings Available for Debt Service	Debt Service	3.04	3.04	0.09%	
d) Return on Equity Ratio	Net Profit after Taxes	Average Shareholders Equity	29.17%	27.75%	5.10%	
e) Inventory Turnover Ratio	Sales	Average Inventory	69.46	63.61	9%	
f) Trade Receivables Turnover Ratio	Net Credit Sales	Average Trade Receivables	2.69	2.75	-2.20%	
g) Trade Payables Turnover Ratio	Purchases of Services and other Expenses	Average Trade Payables	3.08	3.84	-19.95%	
h) Net Capital Turnover Ratio	Net Sales	Average Working Capital	2.93	2.99	-1.91%	
i) Net Profit Ratio	Net Profit	Net Sales	7.1%	7.2%	-0.87%	
j) Return on Capital Employed	Earnings before Interest and Taxes	Capital Employed	8.63%	12.02%	-28.21%	Increased Borrowings
k) Return on Investment	Income generated from Investments	Time Weighted Average Investments	-	-	0.00%	

As per our report of even date

For **ANANT RAO & MALLIK**
Firms' Registration Number: 006266S
Chartered Accountants

Sd/-
V.ANANT RAO
Partner
M No. 022644
UDIN :26022644KJBBMB1424

Place : Hyderabad
Date : 30.05.2026

For and on behalf of the Board of Directors

Sd/-
Niranjan Chintam
Chairman & CFO
DIN: 01658591

Sd/-
Krishna Chintam
Managing Director & CEO
DIN: 01658145

Sd/-
Rahul Jain
Company Secretary
M No. A62949

Consolidated Financial statements

Independent Auditors' Report

To
The Members of
Kellton Tech Solutions Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated Financial Statements of **KELLTON TECH SOLUTIONS LIMITED** ('the Company'), and its subsidiaries (the Company and its subsidiaries together referred to as 'the Group') which comprise the Consolidated Balance Sheet as at March 31, 2026, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements, give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ("Ind AS") prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India :

a) in the case of Consolidated Balance Sheet, of the state of affairs of the Company as at 31st March, 2026 ;

b) in the case of Consolidated Statement of Profit and Loss, of the Profit for the year then ended ;

c) in the case of Consolidated Cash Flow Statement, of the Cash Flows of the Company for the year ;

d) in the case of Consolidated Statement of Changes in Equity, of the changes in Equity, for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing ("SA"s) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the Consolidated Financial Statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial Statements.

Key Audit Matters

Key Audit Matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements of the current period. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sl. No.	Key Audit Matter	Auditor's Response
1.	**Revenue Recognition, measurement, presentation and disclosures :** **Fixed price contracts using the percentage of completion method** Fixed price maintenance revenue is recognized either on a straight-line basis when services are performed through an indefinite number of repetitive acts over a specified period or using percentage of completion method when the pattern of benefits from services rendered to the customer and Company's costs to fulfil the contract is not even through the period of contract because the services are generally discrete in nature and not repetitive. Revenue from other fixed-price, fixed -timeframe contracts, where the performance obligations are satisfied over time has been recognized using the percentage-of-completion method. Use of the percentage-of-completion method requires the Company to determine the actual efforts or costs expended to date as a proportion of the estimated total efforts or costs to be incurred.	**Principal Audit Procedures** Our audit procedures related to estimates of total expected costs or efforts to complete for fixed-price contracts included the following, among others: We tested the effectiveness of controls relating to (1) recording of efforts or costs incurred and estimation of efforts or costs required to complete the remaining contract performance obligations and (2) access and application controls pertaining to time recording, allocation and budgeting systems which prevents unauthorized changes to recording of efforts incurred. We selected a sample of fixed price contracts with customers accounted using percentage-of completion method and performed the following:

(Contd.)

Sl. No.	Key Audit Matter	Auditor's Response
	Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity. The estimation of total efforts or costs involves significant judgement and is assessed throughout the period of the contract to reflect any changes based on the latest available information. Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the estimated efforts or costs to complete the contract. We identified the estimate of total efforts or efforts to complete fixed price contracts measured using the percentage of completion method as a key audit matter as the estimation of efforts or costs involves significant judgement throughout the period of the contract and is subject to revision as the contract progresses based on the latest available information. This estimate has a high inherent uncertainty and requires consideration of progress of the contract, efforts or costs incurred to-date and estimates of efforts or costs required to complete the remaining contract performance obligations over the lives of the contracts.	• Compared efforts or costs incurred with Company's estimate of efforts or costs incurred to date to identify significant variations and evaluate whether those variations have been considered appropriately in estimating the remaining costs or efforts to complete the contract. • Tested the estimate for consistency with the status of delivery of milestones and customer acceptances and sign off from customers to identify possible delays in achieving milestones, which require changes in estimated costs or efforts to complete the remaining performance obligations.
2.	**Issue of Foreign Currency Convertible Bonds (FCCB)** During the FY 2025-26 the Company issued Foreign Currency Convertible Bonds (FCCBs) aggregating to US $ 10 Million comprising of 10,000 Bonds of Face Value of US $ 1,000 each on May 23, 2025 on a Private Placement basis. During the FY 2025-26, the entire FCCBs issued, aggregating to US $ 10 Million were converted into Equity Shares in 4 tranches.	**Principal Audit Procedures** Our audit procedures included reviewing the terms of the FCCB issuance and conversion, verifying the management's workings relating to the issuance and conversion of the FCCBs into equity shares across the four tranches, testing the mathematical accuracy of the conversion calculations, and examining the relevant Board and shareholder approvals, statutory forms, regulatory filings, and supporting documentary evidence. We also assessed whether the accounting treatment and related disclosures in the financial statements were in accordance with the applicable Indian Accounting Standards and the relevant legal and regulatory requirements.
3.	**Investments in Subsidiary Companies** The Company holds investments in subsidiaries which are carried at cost **Rs. 229.08 crores** in accordance with Ind AS 27 – *Separate Financial Statements*. This includes an opening investment of **Rs. 86.92 crores** and additional investment made during the current year in other subsidiaries amounting to **Rs. 142.16 crores**. The Company has entered into an arrangement with one of its subsidiaries under which a contingent payout is payable upon achievement of specified performance conditions. As at 31 March 2026, management has recognised acquisition contingent payout of **Rs. 11.56 crore**. These investments are material to the financial statements and involve assessment for potential impairment, where applicable, under Ind AS 36 – *Impairment of Assets*. The assessment involves significant management judgment relating to future business projections, valuation models, and key assumptions. Accordingly, this area has been identified as a key audit matter.	**Principal Audit Procedures** We assessed the accounting treatment of the investments in subsidiaries with reference to Ind AS 27 and the Company's stated accounting policies. In respect of the additional investment made during the year, we reviewed relevant approvals, supporting documents, and the timing of recognition. For the additional investments made during the year, we evaluated management's assessment of impairment indicators, where applicable. We also evaluated the adequacy of the disclosures made in the financial statements. Our procedures did not identify any material exceptions.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Consolidated Financial Statements, Standalone Financial Statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information and in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these Consolidated Financial Statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Boards of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Company, as aforesaid.

In preparing the consolidated financial statements, the respective Boards of Directors of the companies included in the Group are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Boards of Directors either intend to liquidate their respective entities or to cease operations, or have no realistic alternative but to do so.

The respective Boards of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also :

- Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company and its subsidiary companies which are companies incorporated in India, has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group to express an opinion on the Consolidated Financial Statements. We are responsible for the direction,

supervision and performance of the audit of the financial statements of such entities included in the Consolidated Financial Statements of which we are the independent auditors.

Materiality is the magnitude of misstatements in the Consolidated Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Consolidated Financial Statements.

We communicate with those charged with governance of the Company and such other entities included in the Consolidated Financial Statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

a) We did not audit the financial statements / financial information of 5 subsidiaries and their 12 step-subsidiaries, for the year ended on that date, as considered in the Consolidated Financial Statements.

b) The Standalone Financial Statements of subsidiary companies of Kellton Tech Solution Ltd., viz., Kumori Technologies Services Private Limited, Kellton Tech Solutions Inc, Kellton Tech Inc and Kellton Dbydx Private Limited and their 9 Step-subsidiaries respectively, whose financial statements reflect total assets of Rs. 24,592.32 lakhs, total revenues of Rs. 81,833.72 lakhs and total comprehensive income amounting to Rs. 2,351.53 lakhs for the year ended as on at March 31, 2026, as considered in the consolidated financial statements have been audited by other auditor whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiary, and our report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary is based solely on the reports of the other auditors.

c) The Standalone Financial Statements of Kellton Tech EU Limited, a wholly owned subsidiary incorporated in Ireland (and 3 step-down subsidiaries), were not separately audited for the purpose of issuing an independent auditor's report on its standalone financial statements. The financial information of the said subsidiary, which reflects total assets of Rs. 41,567.45 Lakhs, total revenue of Rs. 18,942.93 Lakhs and total comprehensive income of Rs. 5,531.38 Lakhs for the year ended as on at March 31, 2026, as considered in the Consolidated Financial Statements, has been subjected by us to such audit procedures as we considered necessary for the purpose of our audit of the Consolidated Financial Statements.

Our opinion on the Consolidated Financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, based on our audit we report that :

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of aforesaid Consolidated Financial Statements.

b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books and the reports of the other auditors, wherever obtained.

c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements.

d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act.

e) On the basis of the written representations received from the Directors of the Company as on March 31, 2026 taken on record by the Board of Directors of the Company and its subsidiary incorporated in India and the reports of the statutory auditor of its subsidiary company incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 2026 from being appointed as a director in terms of Section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate report in 'Annexure A' which is based on the auditor's reports of the Company and its subsidiary company incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial controls over financial reporting of those companies, for the reasons stated therein.

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us :

i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group.

ii. Provision has been made in the Consolidated Financial Statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company and its subsidiary company incorporated in India.

iv. Based on our audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the various matters mentioned in `Disclosures of other Statutory Information' annexed to the Notes to accounts, contain any material mis-statement ;

v. The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.

vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 and Reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 - Based on our examination, which included test checks, and that performed by the respective auditors of the subsidiaries, associates and joint ventures we state that :

1) In case of Holding Company :

Based on our examination, which included test checks, we state that the company is presently using Tally software which has a feature of recording audit trail (Edit Log) facility for the financial year ended 31-03-2026. The same has been enabled and operated throughout the year for all the relevant transactions in the software. From our examination, we did not come across any instance of the audit trail facility being tampered with and the said audit trail has been preserved by the company as per the statutory requirements for record retention.

2) In case of Indian Subsidiary Companies :

The accounts of the Indian Subsidiary companies – Kellton Dbydx Software Private Limited and Kumori Technologies Services Private Limited – were audited by other auditors and they have stated in their reports that these companies had used accounting softwares for maintaining its books of account which have a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all the relevant transactions recorded in the books of account and they did not come across any instance of the audit trail feature being tampered with.

For **ANANT RAO & MALLIK**
Chartered Accountants
FRN: 006266S

Sd/-
V. ANANT RAO
Partner
M.No.: 022644
UDIN : 26022644XYAYWK4041

Date: 30-05-2026
Place: Hyderabad

Annexure A to the Independent Auditors' Report

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of Kellton Tech Solutions Limited of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

In conjunction with our audit of the Consolidated Financial Statements of the Company as of and for the year ended March 31, 2026, we have audited the internal financial controls over financial reporting of Kellton Tech Solutions Limited (hereinafter referred to as the "Company") and its subsidiary companies, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The Boards of Directors of the Company and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company and its subsidiary companies, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI") and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk.

The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company and its subsidiary companies, which are companies incorporated in India

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2026, based on the internal financial control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For **ANANT RAO & MALLIK**
Chartered Accountants
FRN: 006266S

Sd/-
V. ANANT RAO
Partner
M.No.: 022644
UDIN : 26022644XYAYWK4041

Date: 30-05-2026
Place: Hyderabad

Consolidated Balance Sheet as at 31st March, 2026

(Amount in ₹ Lacs)

	NOTE	As At March 31, 2026	As At March 31, 2025
ASSETS			
Non-current assets			
Property, plant and equipment	6.1	765.57	952.55
Right of use Assets	6.2	1,156.68	547.81
Capital work in progress	7.1	16,456.39	3,197.01
Goodwill	7.2	5,999.56	1,150.32
Other intangible assets	7.3	3,690.88	3,676.29
Financial assets			
Other financial assets	8	177.09	166.89
Other non-current assets	9	1,049.14	941.91
		29,295.31	**10,632.78**
Current assets			
Inventories	28	8.95	594.05
Financial assets			
Trade receivables	10	39,322.55	32,595.48
Cash and cash equivalents	11.1	2,909.03	1,980.25
Bank balances other than cash and cash equivalents	11.2	832.58	772.78
Other financial assets	12	33,987.32	26,935.83
Current Tax Assets		1,246.86	636.80
Other current assets	13	5,292.45	4,754.36
		83,599.74	**68,269.55**
TOTAL ASSETS		**1,12,895.05**	**78,902.33**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	14	5,314.05	4,875.70
Other equity	15	75,411.54	48,654.13
		80,725.59	**53,529.83**
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	16	2,424.69	5,190.71
Lease Liabities	17	1,237.50	610.09
Other financial liabilities	18	1,816.86	37.51
Deferred tax liabilites (Net)	19	139.08	127.58
Provisions	20	775.12	730.18
		6,393.25	**6,696.07**

(Contd.)

Consolidated Balance Sheet as at 31st March, 2025 (Contd.)

(Amount in ₹ Lacs)

	NOTE	As At March 31, 2026	As At March 31, 2025
Current liabilities			
Financial liabilities			
Borrowings	21	15,438.02	10,503.51
Trade payables	22	2,799.14	2,209.00
Other financial liabilities	23	3,974.94	2,039.74
Other current liabilities	24	681.74	941.71
Provisions	25	2,882.37	2,982.47
		25,776.21	**18,676.43**
		32,169.46	**25,372.50**
TOTAL EQUITY AND LIABILITIES		**1,12,895.05**	**78,902.33**

The Accompanying notes form an intergral part of the consolidated financial statements.

As per our report of even date

For **ANANT RAO & MALLIK**
Firms' Registration Number: 006266S
Chartered Accountants

Sd/-
V.ANANT RAO
Partner
M No. 022644
UDIN : 26022644XYAYWK4041

For and on behalf of the Board of Directors

Sd/-
Niranjan Chintam
Chairman & CFO
DIN: 01658591

Sd/-
Krishna Chintam
Managing Director & CEO
DIN: 01658145

Sd/-
Rahul Jain
Company Secretary
M No. A62949

Place : Hyderabad
Date : 30.05.2026

Consolidated Statement of Profit and Loss as at 31st March, 2026

(Amount in ₹ Lacs)

	Note	For the year ended	
		March 31, 2026	March 31, 2025
Revenue from operations	26	1,21,694.38	1,09,782.12
Other income	27	841.46	206.98
Total income		**1,22,535.84**	**1,09,989.10**
Expenses			
Cost of materials consumed	28	965.22	9.37
Employee benefits expense	29	55,791.30	51,653.63
Finance costs	30	2,116.05	2,026.80
Depreciation and amortization expense	31	1,544.63	1,693.99
Other expenses	32	51,388.45	45,354.96
Total expenses		**1,11,805.65**	**1,00,738.75**
Profit / (Loss) before Exceptional items and tax		**10,730.19**	**9,250.35**
Exceptional Items		3.59	(0.46)
Profit / (Loss) before tax		**10,733.78**	**9,249.89**
Tax expense:			
Current tax		1,552.74	1,292.69
Tax/(credit) in respect to earlier years		(15.77)	(18.36)
Deferred tax		30.42	3.18
Profit (Loss) for the period from continuing operations		**9,166.39**	**7,972.38**
Profit/(loss) for the period		**9,166.39**	**7,972.38**
Other comprehensive income			
A) (i) Items that will not be reclassified to profit or loss			
Remeasurements of the defined benefit liabilities / (asset) (net of tax)		194.68	13.32
(ii) Income tax relating to items that will not be reclassified to profit or loss		56.65	3.88
B) (i) Items that will be reclassified to profit or loss		202.45	66.52
(ii) Income tax relating to items that will be reclassified to profit or loss			
Total other comprehensive income		**453.78**	**83.72**
Total comprehensive income for the period (Comprising Profit (Loss) and Other Comprehensive Income for the period)		**9,620.17**	**8,056.10**
Earnings per equity share (for continuing operation): in Rupees			
Basic	33	1.79	1.64
Diluted		1.79	1.63

The Accompanying notes form an intergral part of the consolidated financial statements.

As per our report of even date

For **ANANT RAO & MALLIK**
Firms' Registration Number: 006266S
Chartered Accountants

Sd/-
V.ANANT RAO
Partner
M No. 022644
UDIN : 26022644XYAYWK4041

For and on behalf of the Board of Directors

Sd/-
Niranjan Chintam
Chairman & CFO
DIN: 01658591

Sd/-
Krishna Chintam
Managing Director & CEO
DIN: 01658145

Sd/-
Rahul Jain
Company Secretary
M No. A62949

Place : Hyderabad
Date : 30.05.2026

Consolidated Statement of changes in equity for the year ended March 31, 2026

(Amount in ₹ Lacs)

Particulars	
(a) Equity share capital (Balance at the April 1, 2025)	**975.14**
Add: Shares issued on exercise of employee stock options	-
Add: Shares issued on conversion of FCCB before Split	11.27
Add: Sub-division of shares (1:5)	3,945.62
Add: Shares issued on conversion of FCCB After Split	346.02
Add: Shares issued upon exercise of Share Warrants	36.00
Balance at the March 31, 2026	**5,314.05**

(b) Other equity

Particulars	Reserves and Surplus (refer note 15)						Share Warrants	Non-Controlling Interest	Total
	Capital reserve	General reserve	Securities premium reserve	Share options outstanding account	Retained earnings	Other comprehensive income			
Balance as at April 1, 2024	**2,125.94**	**117.97**	**1,534.41**	**239.10**	**35,443.21**	**7.26**	**-**	**-**	**39,467.88**
Total Comprehensive Income for the period comprising of:	-	-	-	-	-	-	-	-	
(i) Profit for the period	-	-	-	-	7,972.37	-	-	-	7,972.37
(ii)Other comprehensive income (net of taxes)	76.54	-	-	-	1,015.52	76.46	-	-	1,168.52
Issue of equity shares	-	-	24.77	-	-	-	-	-	24.77
Compensation cost related to employee share based payment	-	-	-	20.59	-	-	-	-	20.59
Balance as at March 31, 2025	**2,202.48**	**117.97**	**1,559.18**	**259.68**	**44,431.11**	**83.71**	**-**	**-**	**48,654.13**
Balance as at April 1, 2025	**2,202.48**	**117.97**	**1,559.18**	**259.68**	**44,431.11**	**83.71**	**-**	**-**	**48,654.13**
Total Comprehensive Income for the period comprising of:									
(i) Profit for the period					9,166.39				9,166.39
(ii)Other comprehensive income (net of taxes)	365.20				5,736.89	370.07			6,472.16
Issue of equity shares			8,998.70						8,998.70
Money received against share warrants					-		1,505.70		1,505.70
Non-Controlling Interest								524.98	524.98
Compensation cost related to employee share based payment				89.48					89.48
Balance as at March 31, 2026	**2,567.68**	**117.97**	**10,557.87**	**349.16**	**59,334.39**	**453.78**	**1,505.70**	**524.98**	**75,411.54**

The Accompanying notes form an intergral part of the consolidated financial statements.

As per our report of even date
For **ANANT RAO & MALLIK**
Firms' Registration Number: 006266S
Chartered Accountants

For and on behalf of the Board of Directors

Sd/-
V.ANANT RAO
Partner
M No. 022644
UDIN : 26022644XYAYWK4041

Sd/-
Niranjan Chintam
Chairman & CFO
DIN: 01658591

Sd/-
Krishna Chintam
Managing Director & CEO
DIN: 01658145

Sd/-
Rahul Jain
Company Secretary
M No. A62949

Place : Hyderabad
Date : Date : 30-05-2026

Consolidated Statement of Cash Flow as at 31st March, 2026

(Amount in ₹ Lacs)

	For the Year ended	
	March 31, 2026	March 31, 2025
Cash flow from Operating Activities		
Profit for the Period	10,733.77	9,249.89
Adjustments for :		-
Depreciation and amortization expense	1,544.63	1,693.99
Expense on employee stock based compensation	89.48	20.59
Allowance for doubtful debt	-	1.34
Bad Debts	38.51	165.00
Finance costs	2,116.05	2,026.80
Foreign currency translation	202.45	66.52
Profit/(Loss) on disposal of property, plant and equipment	3.59	(0.46)
Changes in operating assets and liabilities		**-**
Trade receivables	(6,765.58)	(5,875.95)
Other assets	(7,121.92)	(6,264.45)
Trade payables	590.14	391.22
Other liabilities	(259.97)	(225.30)
Provisions	(55.15)	740.58
Net cash provided by operating activities before taxes	**1,116.00**	**1,989.77**
Income taxes paid	(2,165.95)	(1,403.90)
Net cash provided by operating activities	**(1,049.95)**	**585.87**
Cash flow from investing activities		
Purchase of property, plant and equipment	(1,984.69)	(1,082.28)
Capital work in progress	(13,259.38)	(1,381.99)
Goodwill and capital reserve	(4,484.04)	76.54
Earnout payments-(net)	2,935.04	(65.49)
Net cash (used in)or provided by investing activities	**(16,793.07)**	**(2,453.22)**
Cash flow from financing activities		
Proceeds from Issue of share capital	10,942.74	30.39
Finance costs paid	(2,116.05)	(2,026.80)
Change in loans and borrowings	2,948.00	3,041.16
Changes in Reserves	6,429.50	1,102.00
Repaymet of Lease Liabilties	627.41	(296.07)
Net cash used in financing activities	**18,831.60**	**1,850.68**
Net increase in cash and cash equivalents	**988.58**	**(16.67)**
Cash and cash equivalents including bank balances other than cash and cash equivalent at the beginning of the period	2,753.03	2,769.70
Cash and cash equivalents including bank balances other than cash and cash equivalent at the end of the period	**3,741.61**	**2,753.03**

The Accompanying notes form an intergral part of the consolidated financial statements.

As per our report of even date

For **ANANT RAO & MALLIK**
Firms' Registration Number: 006266S
Chartered Accountants

Sd/-
V.ANANT RAO
Partner
M No. 022644
UDIN : 26022644XYAYWK4041

Place : Hyderabad
Date : 30.05.2026

For and on behalf of the Board of Directors

Sd/-
Niranjan Chintam
Chairman & CFO
DIN: 01658591

Sd/-
Krishna Chintam
Managing Director & CEO
DIN: 01658145

Sd/-
Rahul Jain
Company Secretary
M No. A62949

Notes and other explanatory information to Consolidated Ind AS Financial Statements for the year ended March 31, 2026.

1) Corporate Information

Kellton Tech Solutions Limited ("the Company") is a public limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956 and continues to operate under the Companies Act, 2013. The equity shares of the Company are listed on the Bombay Stock Exchange ("BSE") and the National Stock Exchange of India Limited ("NSE"). The registered office of the Company is located at Plot No.1367, Road No.45, Jubilee Hills, Hyderabad, Telangana-500033, India.

The Company is engaged in providing digital transformation and information technology services, including artificial intelligence and automation solutions, digital engineering, software and application development, cloud engineering, data analytics, enterprise application services, ERP and SAP solutions, ServiceNow services, quality engineering, integration services, consulting, and related technology services to customers across various industries and geographies.

The Board of Directors approved the Consolidated financial statements for the year ended March 31, 2026 and authorised for issue on May 30, 2026.

2) Basis of preparation

a) The financial statements have been prepared on a historical cost basis, except for certain financial instruments which are measured at fair value in accordance with applicable Indian Accounting Standards (Ind AS). The financial statements have been prepared on a going concern basis.

b) The group follows the mercantile system of accounting and recognizes income and expenditure on accrual basis.

c) **Statement of compliance:**

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, ("the Act") and other relevant provisions of the Act.

d) **Current and non-current classification:**

All assets and liabilities have been classified as current or non-current as per the Group's operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and services and their realisation in cash and cash equivalents, the Group has ascertained its operating cycle as 12 months for the purpose of current – noncurrent classification of assets and liabilities

3) Principles of consolidation

The consolidated financial statements of the Company and its subsidiaries ("the Group") for the year ended March 31, 2026 are prepared in accordance with generally accepted accounting principles applicable in India, and the Indian Accounting Standard 110 (Ind AS 110) on 'Consolidated Financial Statements', notified by Companies (Accounting Standards) Rules, 2015, ("Indian Accounting Standards") by and to the extent possible in the same format as that adopted by the Company for its separate financial statements.

The financial statements of the Company and its subsidiary companies have been combined on line-by-line basis by adding together, the book values of like items of assets and liabilities, income and expenses after eliminating intra-group balances and intra-group transactions except where cost cannot be recovered. The unrealized profits or losses resulting from the intra-group transactions and balances have been eliminated.

The excess of the cost to the Company of its investment in a subsidiary and the Company's portion of equity of subsidiary on the date at which investment in the subsidiary is made, is described as goodwill and recognized separately as an asset in the consolidated financial statements. The excess of the Company's portion of equity of the subsidiary over the cost of investment in the subsidiary is treated as capital reserve in the consolidated financial statements

4) Use of Estimates

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is included in the following notes.

a) Revenue recognition

The Group's contracts with customers include promises to transfer multiple products and services to a customer. Revenues from customer contracts are considered for recognition and measurement when the contract has been approved by the parties to the contract, the parties to the contract are committed to perform their respective obligations under the contract, and the contract is legally enforceable. The Group assesses the services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligations to determine the deliverables and the ability of the customer to benefit independently from such deliverables, and allocation of transaction price to these distinct performance obligations involves significant judgment.

Revenue from fixed price maintenance type contracts is recognized ratably on a straight-line basis when services are performed through an indefinite number of repetitive acts over a specified period. Revenue from other fixed-price contracts is recognized ratably using a percentage-of-completion method when the pattern of benefits from the services rendered to the customer and the costs to fulfill the contract is not even through the period of the contract because the services are generally discrete in nature and not repetitive. The use of a method to recognize such revenues requires judgment and is based on the promises in the contract and nature of the deliverables.

When performance obligation is satisfied over the time, the group uses the percentage-of-completion method in accounting for its fixed-price contracts. Use of the percentage-of-completion method requires the Group to estimate the efforts or costs expended to date as a proportion of the total efforts or costs to be expended. Efforts or costs expended have been used to measure progress towards completion. Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the expected contract estimates at the reporting date.

Further, the Group uses significant judgment while determining the transaction price allocated to performance obligations using the expected cost-plus margin approach.

b) Income tax

The Company's major tax jurisdiction is in India. Significant judgments are involved in determining the provision for income taxes, including the amount expected to be paid or recovered in connection with uncertain tax positions

c) Other estimates

The preparation of financial statements involves estimates and assumptions that affect the reported amount of assets, liabilities, disclosure of contingent liabilities at the date of financial statements and the reported amount of revenues and expenses for the reporting period. Specifically, the Group estimates the probability of collection of accounts receivable by analyzing historical payment patterns, customer concentrations, customer credit-worthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required. The stock compensation expense is determined based on the Group's estimate of equity instruments that will eventually vest.

d) Intangible assets and contingent consideration in business combinations

Business combinations are accounted for using Ind AS 103, Business Combinations. Ind AS 103 requires the identifiable intangible assets and contingent consideration to be fair valued in order to ascertain the net fair value of identifiable assets, liabilities and contingent liabilities of the acquire. Significant estimates are required to be made in determining the value of contingent consideration and intangible assets. These valuations are conducted by independent valuation experts.

5) Summary of material accounting policies

This note provides a list of the material accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

a) Functional and presentation currency

Items included in the financial statements of the Group are measured using the currency of the primary economic environment in which these entities operate (i.e., the "functional currency"). The financial statements are presented in Indian Rupee, the national currency of India, which is the functional currency of the Group. Amounts in the financial statements are presented in Indian Rupees in Lacs rounded off to two decimal places as permitted by Schedule III to the Companies Act, 2013. Per share data are presented in Indian Rupees to two decimal places.

b) Foreign currency transactions and balances

i) Initial Recognition

Foreign currency transactions are recorded at the rates prevailing on date of transactions.

ii) Exchange Differences

Exchange differences arising on settlement of transaction and translation of monetary items are recognized as income or expense.

iii) Conversion

Foreign currency monetary items are reported using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction.

Translation of Foreign Operations

The financial statements of the group's foreign operations are translated into the functional currency (Indian Rupees) as follows:

i. Assets and liabilities, including goodwill and fair value adjustments arising on acquisition, are translated at the closing exchange rate at the reporting date.

ii. Income and expense items are translated at the exchange rates at the dates of the transactions or at average exchange rates, if the average approximates the actual rates.

iii. Exchange differences arising on the translation of the financial statements of foreign operations are recognized in Other Comprehensive Income and accumulated in the Foreign Currency Translation Reserve (FCTR) within equity.

iv. On disposal of a foreign operation, such exchange differences are reclassified to profit or loss as part of the gain or loss on disposal.

c) Investments

Long term and unquoted current investments are stated at cost and quoted current investments at lower of cost or market value. Provision for diminution in value of long-term investments is made only if such a decline is other than temporary in the opinion of the management.

d) Financial instruments

d.1. Financial Assets

Financial Assets comprise of investments in equity and debt securities, Trade Receivables, Cash and Cash Equivalents and Other Financial Assets.

d.2. Initial recognition:

All Financial Assets are recognized initially at fair value. Purchase or sale of Financial Assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognized on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

d.3. Subsequent Measurement:

i) Financial Assets measured at amortised cost:

Financial Assets held within a business model whose objective is to hold Financial Assets in order to collect contractual cash flows, and the contractual terms of the Financial Assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding are measured at amortised cost using Effective Interest Rate (EIR) method. The EIR amortization is recognised as finance income in the Statement of Profit and Loss. The Group, while applying above criteria, has classified the following at amortised cost:

- Trade Receivables
- Cash and Cash Equivalents
- Other Financial Assets

ii) Financial Assets at Fair Value Through Other Comprehensive Income (FVTOCI):

Where Financial Assets are held to collect contractual cash flows, selling the Financial Assets and the contractual terms of the Financial Assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding and are measured at FVTOCI. Fair Value movements in Financial Assets at FVTOCI are recognised in Other Comprehensive Income. Equity instruments held for trading are classified at Fair Value Through Profit or Loss (FVTPL). For other equity instruments the Group classifies the same at FVTOCI. The classification is made on initial recognition and is irrevocable. Fair Value changes on equity investments at FVTOCI, excluding dividends, are recognised in Other Comprehensive Income (OCI).

iii) Financial Assets at Fair Value Through Profit or Loss (FVTPL):

Financial Assets are measured at Fair Value through Profit or Loss if it does not meet the criteria for classification at amortised cost or at Fair Value through Other Comprehensive Income. All fair value changes are recognised in the Statement of Profit and Loss.

iv) Financial liabilities measured at amortised cost:

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration and financial liability under option arrangements recognized in a business combination which is subsequently measured at fair value through profit or loss.

v) Derecognition of financial instruments:

The Group derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

vi) Impairment:

The Group recognizes loss allowances using the Expected Credit Loss (ECL) model for the financial assets. Loss allowance for trade receivables is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL.

The Group determines the allowance for credit losses based on historical loss experience adjusted to reflect current and estimated future economic conditions. The Group considers current and anticipated future economic conditions relating to industries the Group deals with and the countries where it operates. The amount of ECLs (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recorded is recognized as an impairment loss or gain in Statement of Profit and Loss.

e) Inventories

Inventories are valued at lower of the cost or net realizable value whichever is lower on weighted average basis.

f) Property, plant and equipment

Property, Plant and Equipment are stated at cost, less accumulated depreciation and accumulated impairment losses, if any. The cost comprises the purchase price and directly attributable costs of bringing the asset to its working condition for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Capital work-in-progress includes cost of Property, Plant and Equipment that are not ready to be put to use.

Subsequent expenditure related to an item of Property, Plant and Equipment is added to its book value only if it is probable that future economic benefits associated with the item will flow to the Group. All other expenses on existing Property, Plant and Equipment, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the year during which such expenses are incurred.

Gains or losses arising from disposal of Property, Plant and Equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss.

g) Intangible Assets

The Intangible assets are recognized when it is probable that the future economic benefit that are attributable to the assets will flow to the enterprise and the cost of the assets can be measured reliably.

Software licenses of enduring nature and contractual rights acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization.

Gains or losses arising from disposal of intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss.

Goodwill is subject to impairment testing on an annual basis. However, if indicators of impairment are present, the company will review goodwill for impairment when such indicators arise. The company performs an annual review and no impairment was recorded. Key assumptions used by management to determine the fair value of the goodwill include industry earnings multiples and earnings multiples from previous company acquisitions

h) Depreciation

Depreciation on Tangible and Intangible assets is provided on Straight line method on pro –rata basis at the rates prescribed in schedule II of the Companies Act, 2013 as amended from time to time.

i) Borrowing Cost

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged in statement of profit and loss.

j) Leases

The Group evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Group uses significant judgement in assessing the lease term and the applicable discount rate.

The Group determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option. In assessing whether the Group is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Group to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Group revises the lease term if there is a change in the non-cancellable period of a lease.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

k) Revenue Recognition

i) Revenue from time and material engagements is recognized on time proportion basis as and when the services are rendered in accordance with the terms of the contracts with customers.

ii) In case of fixed price contracts, revenue is recognized based on the milestones achieved as specified in the contracts, on proportionate completion basis.

iii) Revenue from maintenance contracts and subscription is recognized on a pro-rata basis over the period of the contract.

iv) Unbilled revenue represents revenue recognized in relation to work done on time and material projects and fixed price projects until the balance sheet date for which billing has not taken place.

v) Interest income is recognized on a time proportion basis taking into account the carrying amount and the effective interest rate. Interest income is included under the head 'Other income' in the statement of profit and loss.

l) Employee Benefits

The Company has the following employee benefit plans:

i) Provident fund

Provident fund is a defined contribution plan covering eligible employees. The Company and the eligible employees make a monthly contribution to the provident fund maintained by the Regional Provident Fund Commissioner equal to the specified percentage of the basic salary. The contributions to the provident fund are charged to the statement of profit and loss for the year when the contributions are due. The Company has no obligation, other than the contribution payable to the provident fund.

ii) Gratuity

The Company has a scheme for payment of gratuity to all its employees as per provisions of the Payment of Gratuity Act 1972. The Company provides for period end liability using the projected unit credit method as per the actuarial valuation carried out by the Independent Actuary. The cost of providing benefit under gratuity plan are charged to the statement of profit and loss, except for the remeasurements, comprising of actuarial gains and losses which are recognized in full in the statement of other comprehensive income in the reporting period in which they occur.

iii) Leave encashment.

Leave encashment claims are settled on year to year basis.

m) Share based payments

In accordance with Ind AS 102 – "Share Based Payments", Employees of the Company receive remuneration in the form of equity settled instruments, for rendering services over a defined vesting period. Equity instruments granted are measured by reference to the fair value of the instrument at the date of grant.

The expense is recognized in the statement of profit and loss with a corresponding increase to the share-based payment reserve, a component of equity.

The equity instruments generally vest in a graded manner over the vesting period. The fair value determined at the grant date is expensed over the vesting period of the respective tranches of such grants (accelerated amortization). The stock compensation expense is determined based on the Company's estimate of equity instruments that will eventually vest.

n) Income Tax

Income tax comprises current and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to items directly recognized in equity or in other comprehensive income

i) **Current Income tax**

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the period. The tax rates and tax laws used to compute the current tax amount are those that are enacted or substantively enacted by the reporting date and applicable for the period. The Group offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis or to realize the asset and liability simultaneously.

ii) **Deferred Income Tax**

Deferred income taxes reflect the impact of temporary differences between tax base of assets and liabilities and their carrying amounts. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred income tax asset are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

o) Segment reporting

The Group prepares its segment information in conformity with accounting policies adopted for preparing and presenting the financial statements of the Group as a whole.

p) Earnings Per Share

The Group presents basic and diluted earnings per share ("EPS") data for its equity shares. Basic EPS is calculated by dividing the profit and loss attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Diluted EPS is determined by adjusting the profit and loss attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential equity shares. The number of equity shares and potentially dilutive equity shares are adjusted for bonus shares, as appropriate.

q) Provisions

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

r) Contingent Liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation

s) Cash and cash equivalents

Cash and cash equivalents comprises cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

t) Cash flow statement

Cash flows are reported using indirect method as set out in Ind AS -7 "Statement of Cash Flows", whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Group are segregated based on the available information.

The Ministry of Corporate Affairs has notified amendments to Ind AS 7, Statement of Cash Flows, and Ind AS 107, Financial Instruments: Disclosures, relating to supplier finance arrangements, applicable to the Group with effect from April 1, 2025.

The amendments introduce additional disclosure requirements intended to enhance transparency regarding supplier finance arrangements and their effects on an entity's liabilities, cash flows and exposure to liquidity risk. The amendments require disclosure of the terms and conditions of such arrangements, the carrying amounts of financial liabilities that form part of the arrangements, the corresponding amounts for which suppliers have received payment from finance providers, and the range of payment due dates for liabilities forming part of the arrangements compared with comparable trade payables that are not part of such arrangements. The amendments to Ind AS 107 also require supplier finance arrangements to be considered in assessing and disclosing concentrations of liquidity risk.

The Group has evaluated the requirements of the aforesaid amendments and has provided the relevant disclosures in respect of such arrangement in the financial statements. The adoption of these amendments has resulted in additional disclosures relating to the Company's supplier finance arrangement and liquidity risk exposure and does not have any material impact on the recognition or measurement of amounts reported in the financial statements.

u) Related parties Transactions:

Related party transactions including purchases, services, funds and non-fund-based agreements are disclosed separately.

v) Recent Pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time.

In May 2025, MCA notifies the amendments to Ind AS 21 - Effects of Changes in Foreign Exchange Rates. These amendments aim to provide clearer guidance on assessing currency exchangeability and estimating exchange rates when currencies are not readily exchangeable. The amendments are effective for annual periods beginning on or after April 1, 2025. The Group has assessed that there is no significant impact on its financial statements.

In August 2025, MCA notifies the following amendments to:

a. Ind AS-1 Presentation of Financial Statements, applicable w.e.f. April 1, 2025 – The amendment relates to classification of liabilities as current or non-current and non-current liabilities with covenants. In the context of classifying a liability as current, it removes the requirement of existence of a right to defer settlement for at least 12 months after the reporting date and instead requires that the said right should exist on the reporting date and have substance. The amendment also introduces guidance on classification of liabilities with covenants. The Group has no impact of these amendments in its classification criteria of current and non-current liabilities.

b. Ind AS 12, International Tax Reform – Pillar Two Model Rules applicable immediately - The amendments provide a temporary mandatory relief from deferred tax accounting for top-up tax and disclose that they have applied the relief. The Group has reviewed the amendment and based on its evaluation has determined that it does not have any significant impact in its financial statements.

Material accounting policies and notes to the accounts

For the year ended March 31, 2026

6.1 Property, Plant and Equipment

(Amount in ₹ Lacs)

Particulars	Leasehold improvements	Plant and machinery	Office equipment	Computers	Electrical installations	Furniture and fixtures	Vehicles	Total
Gross carrying value								
At April 1, 2024	**68.29**	**131.25**	**935.46**	**1,599.03**	**602.56**	**703.33**	**388.71**	**4,428.64**
Additions	-	1.66	3.78	81.65	3.54	-	2.98	93.61
Disposals / adjustments	-	-	-	-	-	-	(2.10)	(2.10)
Translation exchange difference	1.81	-	22.01	1.46	-	2.88	1.93	30.08
At March 31, 2025	**70.10**	**132.92**	**961.24**	**1,682.14**	**606.10**	**706.21**	**391.52**	**4,550.23**
Accumulated depreciation								
At April 1, 2024	**68.29**	**26.21**	**911.91**	**991.54**	**346.49**	**482.95**	**323.76**	**3,151.16**
Depreciation expense	-	14.14	9.42	281.51	49.20	52.01	11.48	417.77
Disposals / adjustments	-	-	-	-	-	-	(1.34)	(1.34)
Translation exchange difference	1.81	-	22.01	1.46	-	2.88	1.93	30.08
At March 31, 2025	**70.10**	**40.34**	**943.34**	**1,274.52**	**395.70**	**537.84**	**335.83**	**3,597.67**
Gross carrying value								
At April 1, 2025	**70.10**	**132.92**	**961.24**	**1,682.14**	**606.10**	**706.21**	**391.52**	**4,550.23**
Additions	-	0.39	4.98	103.96	-	1.15	68.18	178.66
Disposals / adjustments	-	-	-	-	-	-	(7.63)	(7.63)
Translation exchange difference	7.43	-	90.32	6.94	-	11.80	7.94	124.43
At March 31, 2026	**77.53**	**133.31**	**1,056.54**	**1,793.04**	**606.10**	**719.16**	**460.01**	**4,845.69**
Accumulated depreciation								
At April 1, 2025	**70.10**	**40.34**	**943.34**	**1,274.52**	**395.70**	**537.84**	**335.83**	**3,597.67**
Depreciation expense	-	13.35	8.95	226.17	48.94	50.04	16.54	363.99
Disposals / adjustments	-	-	-	-	-	-	(5.96)	(5.96)
Translation exchange difference	7.43	-	90.32	6.94	-	11.80	7.94	124.43
At March 31, 2026	**77.53**	**53.69**	**1,042.60**	**1,507.63**	**444.64**	**599.68**	**354.35**	**4,080.12**
Net block March 31, 2026	**0.00**	**79.62**	**13.94**	**285.40**	**161.46**	**119.48**	**105.66**	**765.57**
Net block March 31, 2025	**0.00**	**92.57**	**17.90**	**407.62**	**210.40**	**168.37**	**55.69**	**952.55**

Material accounting policies and notes to the accounts

For the year ended March 31, 2026

(Amount in ₹ Lacs)

6.2 Right of use assets

	Office premises
Gross block (at cost)	
As at April 1, 2024	2,817.43
Additions	209.09
Translation exchange difference	16.92
As at March 31, 2025	**3,043.43**
Accumulated Amortization	
As at April 1, 2024	2,001.07
Charge for the year	481.70
Translation exchange difference	12.85
As at March 31, 2025	**2,495.62**
As at April 1, 2025	3,043.43
Additions	1,102.29
Translation exchange difference	91.58
As at March 31, 2026	**4,237.30**
Accumulated Amortization	
As at April 1, 2025	2,495.62
Charge for the year	515.90
Translation exchange difference	69.10
As at March 31, 2026	**3,080.62**
Net block	
As at March 31, 2026	**1,156.68**
As at March 31, 2025	**547.81**

7.1 Capital Work in Progress

	Capital work in progress
Gross carrying value	
At April 1, 2024	**1,815.02**
Additions	1,381.99
Disposals / adjustments	-
Translation exchang difference	-
At March 31, 2025	**3,197.01**
Accumulated Amortization	
At April 1, 2024	**-**
Amortisation expense	-
Disposals / adjustments	-
Translation exchang difference	-
At March 31, 2025	**-**

(Amount in ₹ Lacs)

	Capital work in progress
Gross carrying value	
At April 1, 2025	**3,197.01**
Additions	13,259.38
Disposals / adjustments	-
Translation exchang difference	-
At March 31, 2026	**16,456.39**
Accumulated Amortization	
At April 1, 2025	**-**
Amortisation expense	-
Disposals / adjustments	-
Translation exchang difference	-
At March 31, 2026	**-**
Net block March 31, 2026	**16,456.39**
Net block March 31, 2025	**3,197.01**

7.2 Good Will

	Good Will
Gross carrying value	
At April 1, 2024	**1,150.32**
Additions	-
Disposals / adjustments	-
Translation exchang difference	-
At March 31, 2025	**1,150.32**
Accumulated Amortization	
At April 1, 2024	**-**
Amortisation expense	-
Disposals / adjustments	-
Translation exchang difference	-
At March 31, 2025	**-**
Gross carrying value	
At April 1, 2025	**1,150.32**
Additions*	4,849.24
Disposals / adjustments	-
Translation exchang difference	-
At March 31, 2026	**5,999.56**

(Amount in ₹ Lacs)

	Good Will
Accumulated Amortization	
At April 1, 2025	**-**
Amortisation expense	-
Disposals / adjustments	-
Translation exchang difference	-
At March 31, 2026	**-**
Net block March 31, 2026	**5,999.56**
Net block March 31, 2025	**1,150.32**

** Refer Note 39

7.3 Other Intangible assets

	Other Intangible Assets
Gross carrying value	
At April 1, 2024	**8,447.02**
Additions	688.31
Disposals / adjustments	-
Translation exchang difference	213.61
At March 31, 2025	**9,348.94**
Accumulated Amortization	
At April 1, 2024	**4,752.96**
Amortisation expense	794.52
Disposals / adjustments	-
Translation exchang difference	125.17
At March 31, 2025	**5,672.65**
Gross carrying value	
At April 1, 2025	**9,348.94**
Additions	337.43
Disposals / adjustments	-
Translation exchang difference	951.82
At March 31, 2026	**10,638.19**
Accumulated Amortization	
At April 1, 2025	**5,672.65**
Amortisation expense	664.74
Disposals / adjustments	-
Translation exchang difference	609.92
At March 31, 2026	**6,947.31**
Net block March 31, 2026	**3,690.88**
Net block March 31, 2025	**3,676.29**

Material accounting policies and notes to the accounts

For the year ended March 31, 2026 (Amount in ₹ Lacs)

8. Other Financial Assets

Particulars	As at March 31, 2026	As at March 31, 2025
Security deposits		
Unsecured considered good	177.09	166.89
Total	**177.09**	**166.89**

9 . Other non-current assets

Particulars	As at March 31, 2026	As at March 31, 2025
Security Deposit	91.85	76.35
Other non current assets*	957.29	865.56
Total	**1,049.14**	**941.91**

*Sale Consideration receivable against disinvestment of subsidary

FINANCIAL ASSET

10. Trade receivables

Particulars	As at March 31, 2026	As at March 31, 2025
(Unsecured)		
Considered good	39,352.38	32,625.32
Less: Allowance for doubtful debts	(29.83)	(29.83)
Total	**39,322.55**	**32,595.48**

Trade Receivables ageing schedule

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade receivables – considered good	37,568.60	980.39	803.39	-	-	39,352.38
As at March 31,2026	**37,568.60**	**980.39**	**803.39**	**-**	**-**	**39,352.38**

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade receivables – considered good	29,319.08	2,752.14	554.10	-	-	32,625.32
As at March 31,2025	**29,319.08**	**2,752.14**	**554.10**	**-**	**-**	**32,625.32**

11.1 Cash and cash equivalents

Particulars	As at March 31, 2026	As at March 31, 2025
Cash on hand	0.73	0.53
Balances with banks in current accounts	2,908.30	1,979.72
Cash and cash equivalents as per balance sheet	**2,909.03**	**1,980.25**

11.2 Bank balances other than cash and cash equivalents

Particulars	As at March 31, 2026	As at March 31, 2025
Fixed Deposit with banks	832.58	772.78
Total	**832.58**	**772.78**

Material accounting policies and notes to the accounts

For the year ended March 31, 2026 (Amount in ₹ Lacs)

12. Other current financial assets

Particulars	As at March 31, 2026	As at March 31, 2025
Advances to employees	77.18	49.61
Accured Revenue	28,965.18	22,538.88
Other Advances	4,944.96	4,347.35
Total	**33,987.32**	**26,935.83**

13. Other current assets

Particulars	As at March 31, 2026	As at March 31, 2025
Prepaid expenses	353.08	306.29
Deposits	69.29	62.90
Others	4,870.08	4,385.17
Total	**5,292.45**	**4,754.36**

14. Equity share capital

a)

Particulars	As at March 31, 2026	As at March 31, 2025
Authorised		
100,00,00,000 equity shares of Rs 1/- each (March 31, 2025: 12,00,00,000 equity shares of Rs.5/-each)	10,000.00	6,000.00
Issued, subscribed and paid-up capital		
53,14,04,670 equity shares of Rs 1/- each fully paid (March 31, 2025: 9,75,13,934 equity shares of Rs.5/-each)	5,314.05	4,875.70
	5,314.05	**4,875.70**

b) Reconciliation of the number of equity shares outstanding at the beginning and at the end of the reporting period are as given below:

Particulars	As at March 31, 2026		As at March 31, 2025	
	No of Shares	Amount	No of Shares	Amount
Number of shares outstanding at the beginning of the period	9,75,13,934	4,875.70	9,74,01,603	4,870.08
Add: Shares issued on exercise of employee stock options	-	-	1,12,331	5.62
Add: Shares issued on conversion of FCCB before Split	11,26,580	56.33	-	-
Add: Sub-division of shares (1:5)	39,45,62,056	-	-	-
Add: Shares issued on conversion of FCCB After Split	3,46,02,100	346.02	-	-
Add: Shares issued upon exercise of Share Warrants	36,00,000	36.00	-	-
Number of shares outstanding at the end of the period	53,14,04,670	5,314.05	9,75,13,934	4,875.70

c) Terms/rights attached to equity shares

The Company has only one class of shares referred to as equity shares having a par value of Rs 1 each.Each holder of the equity share, as reflected in the records of the Company as of the date of the shareholder meeting, is entitled to one vote in respect of each share held for all matters submitted to vote in the shareholder meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

d) Details of shareholders holding more than 5% shares in the Company

Particulars	As at March 31'2026		As at March 31'2025	
	No of shares	% Holding	No of shares	% Holding
Name of the shareholder*				
1. Matnic Finvest LLP	17,76,61,600	33.43%	3,48,12,320	35.70%
2. Kellton Wealth Management LLP	1,44,37,790	2.72%	28,87,558	2.96%

*The shareholding information is based on legal ownership of shares and has been extracted from the records of the Company including register of shareholders / members.

e) In the period of five years immediately preceding March 31, 2025:

i) The Company has allotted 4,81,91,234 fully paid up equity shares during the quarter ended March 31, 2018, pursuant to 1:1 bonus share issue approved by shareholders passed through Postal Ballot concluded on 19.03.2018

ii) The Company has not bought back any equity shares.

iii) The Company has not allotted any equity shares as fully paid up without payment being received in cash.

f) Details of shares held by promoters at the end of the year 31st Mar, 2026

Promoter name	No of Shares at the begining of the year	Changes during the year	No. of Shares at the end of the year	% of total shares	% Change during the year
Krishna Reddy Chintam	11,42,286	45,69,144	57,11,430	1.07%	-0.10%
Sreevidya Chintam	9,02,776	36,11,104	45,13,880	0.85%	-0.08%
Mohana Reddy Chintam	-	-	-	0.00%	0.00%
Lakshmi Chintam	20,770	83,080	1,03,850	0.02%	0.00%
Kellton Wealth Management LLP	28,87,558	1,15,50,232	1,44,37,790	2.72%	-0.24%
Matnic Finvest LLP	3,48,12,320	14,28,49,280	17,76,61,600	33.43%	-2.27%
Total	**3,97,65,710**	**16,26,62,840**	**20,24,28,550**	**38.09%**	**-2.69%**

Note:** The change in shareholding is solely attributable to the increase in the Company's share capital arising from the allotment of shares upon conversion of FCCBs. There has been no disposal or sale of shares by the promoters. Further, during the year, 36 lakh share warrants were converted into equity shares.

Details of shares held by promoters at the end of the year 31st Mar, 2025

Promoter name	No of Shares at the begining of the year	Changes during the year	No. of Shares at the end of the year	% of total shares	% Change during the year
Krishna Reddy Chintam	11,42,286	-	11,42,286	1.17%	0.00%
Sreevidya Chintam	9,02,776	-	9,02,776	0.93%	0.00%
Mohana Reddy Chintam	3,28,552	(3,28,552)	-	0.00%	-0.34%
Lakshmi Chintam	20,770	-	20,770	0.02%	0.00%
Kellton Wealth Management LLP	71,83,384	(42,95,826)	28,87,558	2.96%	-4.48%
Matnic Finvest LLP	4,07,54,356	(59,42,036)	3,48,12,320	35.70%	-6.52%
Total	**5,03,32,124**	**(1,05,66,414)**	**3,97,65,710**	**40.78%**	**-11.34%**

Material accounting policies and notes to the accounts

For the year ended March 31, 2026

(Amount in ₹ Lacs)

15 . Other equity

Particulars	As at March 31, 2026	As at March 3, 2025
a) Capital reserve		
Any profit or loss on purchase, sale, issue or cancellation of the Company's own equity instruments is transferred to capital reserve.	2,567.68	2,202.48
b) Security premium		
Amounts received on (issue of shares) in excess of the par value has been classified as securities premium.	10,557.87	1,559.18
c) General reserve		
This represents appropriation of profit by the Company.	117.97	117.97
d) Retained earnings		
Retained earnings comprise of the Company's prior years' undistributed earnings after taxes.	59,334.39	44,431.11
e) Share option outstanding account		
The share option outstanding account is used to record the value of equity-settled share based payment transactions with employees. The amounts recorded in this account are transferred to share premium upon exercise of stock options by employees in case of forfeiture corresponding balance is transferred to general reserve.	349.16	259.68
f) Other items of other comprehensive income	453.78	83.71
g) Share Warrants	1,505.70	-
h) Non-Controlling Interest	524.98	-
Total	**75,411.54**	**48,654.13**

NON- CURRENT LIABILITIES

FINANCIAL LIABILITIES

16. Borrowings

Particulars	As at March 31, 2026	As at March 31, 2025
(Long Term and Secured)		
Vehicle Loans		
a) Kotak Mahindra Bank Ltd	22.80	5.44
IndusInd Bank Ltd (SBLC)	913.88	1,652.62
IndusInd Bank Ltd (Term Loan)	118.75	593.75
Kotak Mahindra Bank Ltd (Term Loan)	192.54	308.43
(Long Term and Unsecured)	-	-
Loan from related parties	-	2,294.00
Other Loan	1,176.72	336.46
Total	**2,424.69**	**5,190.71**

Material accounting policies and notes to the accounts

For the year ended March 31, 2026 (Amount in ₹ Lacs)

17. Lease Liabities

Particulars	As at March 31, 2026	As at March 31, 2025
Opening balance	**610.09**	**906.16**
Additions	1,102.29	209.09
Add: Interest recognised during the year	109.50	80.25
Less: Payments made	(608.14)	(589.68)
Translation exchange difference	23.76	4.27
Total	**1,237.50**	**610.09**

18. Other financial liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
Contingent Consideration payable on Acquisition *	1,816.86	37.51
Total	**1,816.86**	**37.51**

** Refer Note 39

19. Deferred tax liability (net)

Particulars	As at March 31, 2026	As at March 31, 2025
Deferred tax liabilities		
Differences in book values and tax base values of block of Property, Plant and Equipment and intangible assets (overseas)	388.04	343.06
Total Deferred tax liabilities	**388.04**	**343.06**
Deferred tax assets		
Provision for doubtful debts	(7.51)	(7.51)
Provision for gratuity and leave encashment	(224.65)	(194.98)
Right of use asset and lease liability	(16.80)	(12.99)
Total Deferred tax assets	**(248.96)**	**(215.48)**
Deferred tax liability after set off	**139.08**	**127.58**

20. Provisions : Other Long Term Provisions

Particulars	As at March 31, 2026	As at March 31, 2025
Provision for employee benefits		
Gratuity	775.12	730.18
Total	**775.12**	**730.18**

CURRENT LIABILITIES

FINANCIAL LIABILITIES

21. Borrowings

Particulars	As at March 31, 2026	As at March 31, 2025
(Short Term and Secured)		
Working Capital Loan	14,438.02	10,503.51
(Short Term and Unsecured)	**-**	**-**
Working Capital Loan	1,000.00	-
Total	**15,438.02**	**10,503.51**

Material accounting policies and notes to the accounts

For the year ended March 31, 2026

(Amount in ₹ Lacs)

22. Trade Payables

Particulars	As at March 31, 2026	As at March 31, 2025
Trade Payables for goods and services	2,799.14	2,209.00
Total	**2,799.14**	**2,209.00**

Trade Payable ageing schedule

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
MSME					-
Others	2,755.25	36.07	7.82	-	2,799.14
As at March 31,2026	**2,755.25**	**36.07**	**7.82**	**-**	**2,799.14**

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
MSME	-	-	-	-	-
Others	2,171.55	37.45	-	-	2,209.00
As at March 31,2025	**2,171.55**	**37.45**	**-**	**-**	**2,209.00**

23. Other current financial liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
Current maturities of long-term debt	2,819.25	2,039.74
Contingent Consideration payable on Acquisition*	1,155.69	-
Total	**3,974.94**	**2,039.74**

** Refer Note 39

24. Other current liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
Statutory dues payable	462.19	704.79
Dividend Payable	4.88	4.88
Advances received from customers	15.97	-
Others	198.69	232.04
Total other current liabilities	**681.74**	**941.71**

25. Provisions : Other Short Term Provisions

Particulars	As at March 31, 2026	As at March 31, 2025
Provisions for employees benefits	2,230.74	2,355.22
Accrued Expenses	651.63	627.25
Total	**2,882.37**	**2,982.47**

 (Amount in ₹ Lacs)

26. Revenue from operations

Particulars	For the year ended	
	March 31, 2026	March 31, 2025
Revenue from operations (net)		
Software Services	1,20,047.58	1,09,765.90
Hardware Services	1,646.80	16.22
Total	**1,21,694.38**	**1,09,782.12**

Revenue by Geography

Particulars	For the year ended	
	March 31, 2026	March 31, 2025
United States of America	1,06,476.76	96,300.40
APAC (Including India)	11,977.06	9,901.00
Europe	2,392.35	2,494.67
Others	848.21	1,086.06
	1,21,694.38	**1,09,782.12**

Revenue by Business Segement

Particulars	For the year ended	
	March 31, 2026	March 31, 2025
Digital Transformation	1,00,996.69	90,477.64
Enterprise Solutions	16,950.81	15,305.89
Consulting	3,746.88	3,998.59
	1,21,694.38	**1,09,782.12**

27. Other income

Particulars	For the year ended	
	March 31, 2026	March 31, 2025
Foreign exchange gain	745.09	91.56
Interest income on financial assets at amortised cost	9.96	10.09
Interest received	61.80	54.81
Miscellaneous Income	24.61	50.52
Total	**841.46**	**206.98**

28. Cost of Material Consumed

Particulars	For the year ended	
	March 31, 2026	March 31, 2025
Purchase of Stock in trade	380.12	603.42
Opning Stock	594.05	-
(Less): Closing stock	(8.95)	(594.05)
Total	**965.22**	**9.37**

Material accounting policies and notes to the accounts

For the year ended March 31, 2026

(Amount in ₹ Lacs)

29. Employee benefits expense

Particulars	For the year ended	
	March 31, 2026	**March 31, 2025**
Salaries and wages	53,692.81	49,806.84
Gratuity Expense	378.93	218.20
Contribution to provident and other funds	265.51	280.01
Employee stock compensation expenses	89.48	20.59
Staff welfare expenses	1,364.58	1,327.99
Total	**55,791.30**	**51,653.63**

30. Finance costs

Particulars	For the year ended	
	March 31, 2026	**March 31, 2025**
Interest expense	1,746.55	1,630.99
Finance Cost on Lease	109.50	80.25
Other borrowing cost	260.00	315.56
Total	**2,116.05**	**2,026.80**

31. Depreciation and amortization expense

Particulars	For the year ended	
	March 31, 2026	**March 31, 2025**
On property, plant and equipment	1,028.72	417.77
On other intangible assets	0.01	794.52
On Right-of-use assets	515.90	481.70
Total	**1,544.63**	**1,693.99**

32. Other expenses

Particulars	For the year ended	
	March 31, 2026	**March 31, 2025**
Professional Fee	2,925.74	2,620.91
Subcontrating Expenses	44,087.39	38,289.68
Rent	182.79	207.97
Travelling and Conveyance	866.07	804.00
Internet and webhosting	272.65	642.47
Repairs and maintenance	702.35	864.63
Sales and Marketing	81.30	235.03
Printing & Stationery	7.87	9.78
Rates and taxes	43.03	2.63
CSR Expenses	20.92	30.05
Licences and Subscription Fees	787.96	616.95
Exchange fluctuations Loss	55.59	43.89
Provision for doubtful debts	-	1.34
Bad Debts	38.52	165.00
Other Miscellaneous expenses	1,227.14	739.03
Auditor Remuneration for subsidiary companies	83.14	75.61
Auditor Remuneration		
a) Statuotry Audit fee	6.00	6.00
Total	**51,388.45**	**45,354.96**

33. Earnings per Share

Particulars	For the year ended	
	March 31, 2026	**March 31, 2025**
Numerator for EPS		
Net Profit after tax (A) (in Lakhs)	9166.38	7972.37
Weighted Average no. of Shares considered for Denominator for Basic EPS (B)*	51,14,58,178	48,75,69,670
Weighted Average no. of Shares considered for Denominator for Diluted EPS (after effect of dilutive issues of stock options)(C)*	51,14,58,178	48,93,77,150
Basic and diluted Earnings Per Share (A)/(B) in Rupees	1.79	1.64
Diluted Earnings Per Share (A)/(C) in Rupees	1.79	1.63

34. a) Gratuity

Liabilities with regard to the Gratuity Plan are determined by actuarial valuation, performed by an Independent Actuary, at each balance sheet date using the projected unit credit method. In determining the gratuity obligation as at March 31, 2026, the Company has considered the revised definition of wages prescribed under the applicable Labour Codes, and the consequential impact thereof has been incorporated in the actuarial valuation. The discount rate assumed is 7.78% as at March 31, 2026 (March 31, 2025: 7.00%). The retirement age has been considered at 58 years.

The following tables summarize the components of net benefit expense recognized in the statement of profit and loss and amounts recognized in the Balance Sheet for the respective plans.

Particulars	For the period ending	
	March 31, 2026	**March 31, 2025**
Present Value of Obligation as at beginning	774.72	646.02
Current Service Cost (net of benefit obligation paid)	260.27	98.03
Interest Expense or Cost	52.29	43.99
Change in financial assumptions	(194.68)	(13.32)
Present Value of Obligation as at the end	**892.60**	**774.72**

Bifurcation of Net Liability

Particulars	As on	
	March 31, 2026	**March 31, 2025**
Current Liability (Short-term)	117.48	44.54
Non-Current Liability (Long-term)	775.12	730.18
Total Liability	**892.60**	**774.72**

b) Leave Encashment:-

Since leave encashment claims are settled on year-to-year basis, no actuarial valuation needs to be obtained.

35. Leases

The Company's lease asset classes primarily consist of leases for land and buildings. At the date of commencement of the lease, the Company recognizes a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases) and low value leases. For these short-term and low-value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. ROU assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related ROU asset if the Company changes its assessment of whether it will exercise an extension or a termination option. Lease liability and ROU assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

For the year ended March 31, 2026 (Amount in ₹ Lacs)

The changes in the carrying value of ROU assets for the year ended are as follows:

Particulars	Year Ended March 31, 2026	Year Ended March 31, 2025
Balance at the beginning	**547.81**	**816.35**
Additions	1102.29	209.09
Adjustment on account of lease modification	-	-
Depreciation	(515.90)	(481.70)
Translation exchange difference (after adjusting accumulated amortization)	22.48	4.07
Balance at the end	**1156.68**	**547.81**

The movement in lease liabilities during the year ended as follows:

Particulars	Year Ended March 31, 2026	Year Ended March 31, 2025
Balance at the beginning	**610.09**	**906.16**
Additions	1102.29	209.09
Finance cost accrued during the period	109.50	80.25
Payment of Lease Liabilities	(608.14)	(589.68)
Translation exchange difference	23.76	4.27
Balance at the end	**1237.50**	**610.09**

36. Related Party Disclosures

I) Related Party with whom transactions have taken place

i) Mr. Niranjan Chintam - Chairman and CFO

ii) Mr. Krishna Chintam - Managing Director and CEO

iii) Mr. Karanjit Singh- Executive Director

II) Key Management personnel

a) Mr Niranjan Chintam - Chairman and CFO

b) Mr Krishna Chintam - Managing Director and CEO

c) Mr Karanjit Singh- Executive Director

d) Mr. Rahul Jain-Company Secretary.

III) Relative of key management personnel

Ms. Sree Vidya Chintam- Wife of Mr. Niranjan Chairman

IV) Related party transactions during the year

Nature of Transactions	Particulars	March 31, 2026	March 31, 2025
Rent paid for office building	Relative of Key Management personnel	240.00	221.62
Loan from Promoters	Matnic Finvest LLP	Nil	2294.00

V) Remuneration of key managerial personnel:

Particulars of Remuneration	For the year ended	
	March 31, 2026	**March 31, 2025**
Short Term employee benefits	148.73	126.71
Share-based payment transactions	Nil	Nil
Total compensation paid to key management personnel	148.73	126.71

* The above post-employment benefits excludes gratuity and compensated absences which cannot be separately identified from the composite amount advised by the actuary..

For the year ended March 31, 2025 (Amount in ₹ Lacs)

vi) Outstanding Balances

Particular	Name of Party	March 31, 2026	March 31, 2025
Security Deposit	Sree Vidya Chintam	25.85	25.85

37. Employee stock option plan (ESOPS)

The company instituted Kellton Tech Solutions employee stock option, which was approved by shareholders at 19th AGM i.e 27-Dec-2013. The options granted under the ESOP scheme of the Company shall vest only if till the employee serves the Company. Company has made 12 grants under this scheme as of now.

Details of the grant/issue are given below:

Particulars	Year Ended March 31, 2026	Year Ended March 31, 2025
	No of option	No of option
Options outstanding at the beginning of the year	3538510	1391835
Granted during the year	-	2708330
Vested during the year	902775	-
Exercised during the year	-	561655
Lapsed or Forfeited during the years	166670	-
Options outstanding at the end of the year	3371840	3538510
Options vested and exercisable at the end of the year	1566285	830180

The financial entries pertaining to ESOPS are subject to reconciliation after considering the terms and conditions of issue of ESOPS.

38. Segment Reporting

In accordance with para 4 of Notified Indian Accounting Standard 108 (Ind AS-108) "Operating Segments" the Company shall disclose segment information only on the basis of consolidated financial statements which are presented together with the standalone financial statements.

Particulars	2026	2025
Revenue		
Digital Transformation	1,00,996.69	90,477.64
Enterprise Solutions	16,950.81	15,305.89
Consulting	3,746.88	3,998.59
Total	**1,21,694.38**	**1,09,782.12**
Identifiable expense		
Digital Transformation	68,647.18	61,908.38
Enterprise Solutions	12,967.33	11,897.02
Consulting	3,292.22	3,173.75
Total	**84,906.73**	**76,979.15**
Segmental result		
Digital Transformation	32,349.50	28,569.26
Enterprise Solutions	3,983.49	3,408.87
Consulting	454.66	824.84
Total	**36,787.65**	**32,802.97**
Unallocable Expenses	24,782.88	21,732.80
Operating income	**12,004.77**	**11,070.17**
Finance Charges	2,116.05	2,026.80
Other Income	841.46	206.98

(Amount in ₹ Lacs)

Particulars	2026	2025
Exceptional Items	3.59	-0.46
Profit before taxes	**10,733.77**	**9,249.89**
Taxes (net off tax credit of earlier years)	1,567.39	1,277.51
Profit after taxes	**9,166.38**	**7,972.37**

39. Acquisitions and Disinvestment

a) During the year, pursuant to a Share Purchase Agreement, the Company agreed to acquire Kumori Technologies Services Private Limited for an aggregate consideration of ₹52,50,00,000. Upon payment of the agreed upfront consideration of ₹23,60,30,815, 51% of the equity shares of Kumori Technologies Services Private Limited were transferred to the Company with effect from 1 December 2025. Consequent to the said transfer, the Company obtained control over Kumori Technologies Services Private Limited and its Board and management were reconstituted.

Notwithstanding the phased equity transfer, the Company was granted full control over voting rights equivalent to 100% shareholding from the initial closing date, thereby ensuring complete operational and strategic control over Kumori Technologies Services Private Limited. Further, the deferred portion of the purchase consideration was structured with appropriate claw back and adjustment mechanisms linked to the fulfillment of agreed conditions by both parties.

Accordingly, Kumori Technologies Services Private Limited became a subsidiary of the Company with effect from 1 December 2025. The balance consideration of ₹28,89,69,185 is payable over the next three years under an earn-out arrangement. The remaining 49% equity shares, forming part of the overall acquisition arrangement, were transferred to the Company on 19th June 2026.

As at 31 March 2026, the contingent consideration payable pursuant to the earn-out arrangement has been classified, based on the contractual payment terms, as ₹11,55,69,185 under current liabilities and ₹17,34,00,000 under non-current liabilities under the head "Contingent Consideration Payable on Acquisition".

b) During the year, the Company incorporated Kellton Tech EU Limited as a wholly owned subsidiary and made an Overseas Direct Investment (ODI) therein. Subsequently, Kellton Tech Limited, a wholly owned subsidiary of the Company, was merged with Kellton Tech EU Limited with effect from January 1, 2026. Pursuant to the merger, Kellton Tech EU Limited has assumed all the assets, liabilities and contractual obligations of Kellton Tech Limited, and Kellton Tech Limited stands dissolved consequent to the merger.

40. Company has not made any default in loan repayment and no over dues are outstanding.

41. Contingent liabilities

Contingent liabilities as at 31-March-2026 is Nil (previous year-Nil).

42. Supplier Finance Arrangement

(a) Nature and Terms of the Arrangement

During the year, the Company entered into a supplier finance arrangement with Siemens Financial Services Private Limited pursuant to a facility sanctioned in April 2025. Under this arrangement, the finance provider facilitates early payments to eligible suppliers of the Company. The Company is subsequently required to settle the corresponding amounts with the finance provider over an agreed repayment period of up to 12 months.

(b) Carrying Amounts and Line Items

The details of the financial liabilities forming part of the supplier finance arrangement as at March 31, 2026 are as follows:

Particulars	As at March 31, 2026
Carrying amount of financial liabilities	₹ 212.39 Lacs
Balance Sheet line-item presentation	Other Financial Liabilities – Current maturities of long-term debt
Amount for which suppliers received payment from finance provider	₹ 212.39 Lacs
Range of payment due dates under the arrangement	1 to 12 months
Range of payment due dates – comparable trade payables	In accordance with normal contractual credit terms

For the year ended March 31, 2026 (Amount in ₹ Lacs)

(c) Liquidity Risk Management and Concentration

The Company monitors the outstanding liability and its maturity profile as part of its overall liquidity risk management framework. This supplier finance arrangement is actively factored into assessing the Company's exposure to concentration of liquidity risk.

Based on the Company's available liquidity, financial resources, and the structured maturity profile of its financial liabilities, management does not consider this arrangement to result in a material concentration of liquidity risk as at March 31, 2026.

(d) Non-Cash Changes

There were no material non-cash changes in the carrying amount of liabilities forming part of the supplier finance arrangement during the year, other than the initial recognition of financial liabilities arising upon direct payment to suppliers by the finance provider.

(e) Subsequent Events

The outstanding liability under the supplier finance arrangement as at March 31, 2026 was subsequently fully settled, and the credit facility was formally closed in May 2026.

43. Kellton Tech Solutions Inc (USA), Kellton Tech Inc (USA) are 100% subsidiaries of Kellton Tech Solutions Ltd (India) have been audited by other auditors as on 31st Dec.2025.Financial statement have been prepared considering audited figures up to 31st Dec.2025 and unaudited figures from Jan.2026 to Mar.2026. Kellton Dbydx Private Limited is 100% subsidiary of Kellton Tech Solutions Ltd (India) has been audited by other auditors as on 31st Mar.2026.

Kumori Technologies Services Private Limited was acquired by Kellton Tech Solutions Limited with effect from December 1, 2025 with 51% shareholding and has been consolidated as a subsidiary from the date of acquisition based on audited financial statements as at March 31, 2026, which have been audited by other auditors

In addition, Kellton Tech Limited (Ireland) a 100% subsidiary of Kellton Tech Solutions Ltd (India) has not been audited. The entity's statements/financial information reflect a total asset of Rs. 4,15,67,45,384 total revenue of Rs 1,89,42,92,735 and net income of Rs 55,31,37,935 for the 12-month period ending Mar 31, 2026.

44. Corporate social responsibility

The Company has incurred an expenditure on Corporate Social Responsibility in accordance with section 135(5) of the Companies Act, 2013.

Particulars	31-Mar-26	31-Mar-25
a) Gross amount required to be spent by the Company during the year	21.97	20.22
b) Excess CSR expenditure brought forward and available for set-off	11.02	1.19
c) Net CSR obligation for the financial year after set-off	10.95	19.03
d) Amount of CSR expenditure incurred during the year	20.91	30.05
e) Unspent / (Excess) CSR expenditure for the financial year	(9.96)	(11.02)
f) Excess CSR expenditure carried forward for set-off	9.96	11.02
g) Reason for shortfall	Not Applicable	Not Applicable
h) Nature of CSR activities	Promoting education and measures for eradicating poverty	Promoting education and measures for eradicating poverty
i) Details of related party transactions in relation to CSR expenditure	Nil	Nil
j) Provision made for liability incurred by entering into contractual obligations	Nil	Nil

45. As at March 31, 2026, the Company held only raw materials as inventory. The inventories are valued at the lower of cost and net realizable value, and cost is determined using the **FIFO** method.

During the year, the movement in inventory is as follows:

Particulars	March 31, 2026	March 31, 2025
Purchase of Stock-in-Trade (Raw Material)	380.12	603.42
Add: Opening Stock	594.05	-
Less: Closing Stock	(8.95)	(594.05)
Total Consumption	**965.22**	**9.37**

The entire inventory pertains to raw materials held for project consumption purposes. Physical verification of inventory has been carried out by the management, and no material discrepancies were noted

46. Previous year's figures have been regrouped where necessary to conform with current year's classification.

47. Analytical Ratios

Particulars	Numerator	Denominator	Ratio		Variance	Reasons for > 25 % variance
			As at 31-03-2026	As at 31-03-2025		
a) Current Ratio	Current Assets	Current Liabilities	3.2	3.7	-11.3%	
b) Debt-Equity Ratio	Total Debt	Shareholders Equity	0.22	0.29	-24.5%	
c) Debt-Service Coverage Ratio	Earnings Available for Debt Service	Debt Service	6.07	5.56	9.1%	
d) Return on Equity Ratio	Net Profit after Taxes	Average Shareholders Equity	13.66%	16.29%	-16.2%	
e) Inventory Turnover Ratio	Sales	Average Inventory	403.63	369.61	9.2%	
f) Trade Receivables Turnover Ratio	Net Credit Sales	Average Trade Receivables	3.38	3.69	-8.3%	
g) Trade Payables Turnover Ratio	Purchases of Services and other Expenses	Average Trade Payables	20.52	22.53	-8.9%	
h) Net Capital Turnover Ratio	Net Sales	Average Working Capital	2.27	2.47	-8.1%	
i) Net Profit Ratio	Net Profit	Net Sales	7.5%	7.3%	3.7%	
j) Return on Capital Employed	Earnings before Interest and Taxes	Capital Employed	14.75%	18.72%	-21.3%	
k) Return on Investment	Income generated from Investments	Time Weighted Average Investments	-	-	-	

As per our report of even date

For **ANANT RAO & MALLIK**
Firms' Registration Number: 006266S
Chartered Accountants

Sd/-
V.ANANT RAO
Partner
M No. 022644
UDIN : 26022644XYAYWK4041

For and on behalf of the Board of Directors

Sd/-
Niranjan Chintam
Chairman & CFO
DIN: 01658591

Sd/-
Krishna Chintam
Managing Director & CEO
DIN: 01658145

Sd/-
Rahul Jain
Company Secretary
M No. A62949

Place : Hyderabad
Date : 30.05.2026

Kellton

www.kellton.com