Ref no.- KTSL/2026-2027/036

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: Circulation of Notice of the 32nd Annual General Meeting ("AGM") of the Company

Dear Sir/Madam,

We wish to inform you that the Notice of the 32nd Annual General Meeting ("AGM") of the Company, scheduled to be held on Wednesday, September 30, 2026 at 11:00 A.M. (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"), is being dispatched today to all the Members whose names appear in the Register of Members/List of Beneficial Owners as on 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 details:

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

Particulars	Date/Details
Notice of the AGM	https://www.kellton.com/annual-general-meeting
Cut-Off Date for e-Voting	September, 23 2026 **(Wednesday)**
E-Voting Start Date	September, 26 2026 **(Saturday)** at **09:00 AM IST**
E-Voting End Date	September, 29 2026 **(Tuesday)** at **05:00 PM IST**
Date and Time of AGM	September, 30 2026 **(Tuesday)** at **11:00 A.M.** (IST)
Link for e-voting website of NSDL	www.evoting.nsdl.com

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 22:27:29 +05'30'

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

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.

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

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

STEP 1: ACCESS TO NSDL E-VOTING SYSTEM

A) Login method for e-voting and joining virtual 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. **NSDL Mobile App is available on** App Store Google Play
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