



**KELLTON TECH SOLUTIONS LIMITED.**

Hyderabad, 04<sup>th</sup> September, 2019

To

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

Dear Sir/Madam,

**Sub.: Notice of 25<sup>th</sup> Annual General Meeting**

We wish to inform you that 25<sup>th</sup> Annual General Meeting (AGM) of the Company is scheduled to be held on Friday, September 27<sup>th</sup>, 2019 at 11.00 AM at Ebony Hotel Door No. 8-2-120/C/198/192, Road Number 2, Banjara Hills, Near Annapurna Studio, Hyderabad, Telangana- 500034.

Pursuant to Regulation 30 and other applicable provisions, if any of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, please find in herewith enclosed copy of Notice of 25<sup>th</sup> Annual General Meeting of the Company.

Kindly take the same on record and acknowledge receipt of the same.

Thanking You,

Yours Faithfully,  
For **Kellton Tech Solutions Limited**

  
  
**Ahsan Ajan**  
**Company Secretary & Compliance Officer**  
M. No. A47596

Encl: As above



## NOTICE OF 25<sup>TH</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the 25<sup>th</sup> Annual General Meeting of the members of Kellton Tech Solutions Limited will be held on Friday, September 27<sup>th</sup>, 2019 at 11:00 a.m at Ebony Hotel, Door no. 8-2-120/C/198/192, Road Number 2, Banjara Hills, Near Annapurna Studio, Hyderabad, Telangana-500034 to transact the following business:

### ORDINARY BUSINESS :

1. To receive, consider and adopt:

- the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019, the Report of the Board of Directors and the Report of the Auditors thereon; and
- the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 and the Report of the Auditors thereon.

2. To appoint a director in place of Mr. Srinivas Potluri (DIN: 03412700), Non-Executive Director, who retires by rotation and being eligible offers himself for re-appointment.

3. To re- appoint M/s. PARY & Co, Chartered Accountants (Firm Registration No. FRN007288C) as Statutory Auditors of the Company and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for time being in force) and pursuant to the recommendations of the Audit Committee and Board of Directors, the approval of members of the Company be and is hereby accorded for re-appointment of M/s. PARY & Co, Chartered Accountants (Firm Registration No. FRN007288C) as the Statutory Auditors of the Company, for a period of five (5) years, from conclusion of this Annual General Meeting till the conclusion of sixth consecutive Annual General Meeting to be held for the financial year 2023-24, at such remuneration as may be fixed by the Audit Committee and Board of Directors of the Company in mutual consent with the Auditors."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf."



## SPECIAL BUSINESS:

### 4. To appoint Mr. Srinivasa Vijay Kumar Appana (DIN: 00299638) as Director of the Company

To consider and if thought fit, to pass, with or without modifications(s), the following resolution as Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 152, 161(1) and any other applicable provisions of the companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014, subject to the statutory modification(s) or re-enactment thereof for time being in force and subject to the enabling provisions of the Articles of Association of the Company and SEBI (LODR) Regulations, 2015, as recommend by the Nomination and Remuneration cum Compensation Committee and Board of Directors, consent of the Members of the Company be and hereby accorded to regularise the appointment of Mr. Srinivasa Vijay Kumar Appana (DIN: 00299638), as Director of the Company, who was appointed as additional Director of the Company with effect from 15.01.2019."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf."

### 5. To appoint Mr. Srinivasa Vijay Kumar Appana (DIN 00299638) as an Independent Director of the Company

To consider and if thought fit, to pass, with or without modifications(s), the following resolution as Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, as recommend by the Nomination and Remuneration cum Compensation Committee and Board of Directors, consent of the members of the Company be and is hereby accorded to appoint Mr. Srinivasa Vijay Kumar Appana (DIN 00299638) as a non-executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, who shall hold office for five (5) consecutive years commencing from 15.01.2019 upto period ended 14.01.2024, not liable to retire by rotation."

**"RESOLVED FURTHER THAT** the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."



## 6. To re-appoint Mr. Niranjana Chintam (DIN: 01658591) as Whole-Time Director of the Company

To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, as recommended by the Nomination and Remuneration Committee cum Compensation Committee and Board of Directors, consent of the members of the Company be and is hereby accorded to re-appoint Mr. Niranjana Chintam (DIN: 01658591) as the Whole Time Director of the Company for a period of 3 (Three) years ending upto 31.10.2021, on such remuneration, terms and conditions as recommended by the Nomination and Remuneration cum Compensation Committee."

**"RESOLVED FURTHER THAT** Mr. Niranjana Chintam, as Whole Time Director will also be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits/amenities and other privileges, as any from time to time, be available to other Senior Executives of the Company."

**"RESOLVED FURTHER THAT** in the event in any financial year during his tenure, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay, remuneration in accordance with the limits as per the provisions of Schedule V of Companies Act, 2013."

**"RESOLVED FURTHER THAT** any of the Director of the Company be and is hereby authorised to file Form No.MR-1, DIR-12 or such other forms with the office of the Registrar of Companies and to make necessary entries in the Register of Directors maintained by the Company and to take all other necessary steps as may be required under the Companies Act, 2013 for giving effect to these resolutions."

## 7. To re-appoint Mr. Krishna Chintam (DIN: 01658145) as Managing Director of the Company

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, as recommended by the Nomination and Remuneration cum Compensation Committee and Board of Direc-



tors, consent of the members of the Company be and is hereby accorded to re-appoint Mr. Krishna Reddy Chintam (DIN: 01658145) as the Managing Director of the Company for a period of 3 (Three) years, ending upto 08.04.2021, on such remuneration, terms and conditions as recommended by the Nomination and Remuneration Cum Compensation Committee."

**"RESOLVED FURTHER THAT** Mr. Krishna Chintam, as Managing Director will also be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits/amenities and other privileges, as any from time to time, be available to other Senior Executives of the Company."

**"RESOLVED FURTHER THAT** in the event in any financial year during his tenure, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay, remuneration in accordance with the limits as per the provisions of Schedule V of Companies Act, 2013."

**"RESOLVED FURTHER THAT** any of the Director of the Company be and is hereby authorised to file Form No.MR-1, DIR-12 or such other forms with the office of the Registrar of Companies and to make necessary entries in the Register of Directors maintained by the Company and to take all other necessary steps as may be required under the Companies Act, 2013 for giving effect to these resolutions."

## **8. To re-appoint Mr. Karanjit Singh (DIN: 06898258) as Whole-Time Director of the Company**

To consider and if thought fit, to pass, with or without modifications(s), the following resolution as Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, as recommend by the Nomination and Remuneration cum Compensation Committee and Board of Directors, consent of the members of the Company be and is hereby accorded to re-appoint Mr. Karanjit Singh (DIN: 06898258) as Whole Time Director of the Company for a period of 3 (Three) years, ending upto 29.03.2021 on such remuneration, terms and conditions as recommended by the Nomination and Remuneration Cum Compensation Committee."

**"RESOLVED FURTHER THAT** Mr. Karanjit Singh, as Whole Time Director will also be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits/amenities and other privileges, as any from time to time, be available to other Senior Executives of the Company."



**“RESOLVED FURTHER THAT** in the event in any financial year during his tenure, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay, remuneration in accordance with the limits as per the provisions of Schedule V of Companies Act, 2013.”

**“RESOLVED FURTHER THAT** the Board of Directors (which term shall always be deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) be and is hereby authorised to vary or increase the remuneration specified above from time to time upon the recommendations of Nomination and Remuneration Committee, to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits as specified under the relevant provisions of the Companies Act, 2013 and/ or as approved by the Central Government or such other competent authority.”

**“RESOLVED FURTHER THAT** any of the Director of the Company be and is hereby authorised to file Form No. MR-1, DIR-12 or such other forms with the office of the Registrar of Companies and to make necessary entries in the Register of Directors maintained by the Company and to take all other necessary steps as may be required under the Companies Act, 2013 for giving effect to these resolutions.”

## **9. To re-appoint Mr. Brijmohan Venkata Mandala (DIN: 00295323) as an Independent Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, as recommend by the Nomination and Remuneration cum Compensation Committee and Board of Directors, consent of the members of the Company be and is hereby accorded to re-appoint Mr. Brijmohan Venkata Mandala (DIN: 00295323) as a non-executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, who shall hold office for five (5) consecutive years commencing from 22.12.2019 upto the period ended 21.12.2024, not liable to retire by rotation.”

**“RESOLVED FURTHER THAT** the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised ‘Committee’ thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”



## 10. To authorise Board of Director to pledge shares of subsidiaries for availing loans

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

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a), other applicable provisions under Companies Act, 2013 as may be amended from time to time, Articles of Association of the Company, and subject to the approvals of the Reserve Bank of India, Financial Institution(s), as may be required and such other approvals, permissions and sanctions of Appropriate Authorities, as may be applicable and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, consent of the Members of the Company, be and is hereby accorded to the Board of Directors of the Company (which term shall be deemed to include any committee(s) constituted/ to be constituted by the Board), for creation of pledge over 100% of equity shares held as investment by the company, in its wholly owned Subsidiaries and step-down subsidiaries (through its wholly owned subsidiaries) in such form and manner and on such terms and at such time(s) as the Board of Directors may deem fit, as and when required, in favour of the Consortium of Banks situated in India or abroad, as a collateral securities in terms of the stipulations by the Banks and Financial Institutions for the Loans and credit facilities sanctioned by them to any of subsidiaries of the Company.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorized to take such steps, as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate, on behalf of the Company for the purpose of giving effect to the aforesaid Resolution.”

## 11. To authorise Board of Directors to give loan, provide Corporate Guarantee/ security and invest in the securities of other Body Corporate

To consider and if thought fit, to pass with or without modifications the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to Section 186 and other applicable provisions of the Companies Act, 2013, the Companies (Meetings of Board and its Powers) Rules, 2014, Articles of Association of the Company, any other applicable provisions, if any and subject to necessary approvals, if required, approval of the shareholders be and is hereby given to the Board of Directors for giving of guarantee or providing security in connection with a loan to any other body corporate or person up to an amount, the aggregate outstanding



of which should not, at any time, exceed Rs.200/- Crore (Rupees Two Hundred Crore only) which shall be over and above the aggregate of free reserves and securities premium account, and the aggregate outstanding amount of loans/ guarantees/ securities/ investments, given/ provided/ made, from time to time.”

**RESOLVED FURTHER THAT** the Board of Directors is hereby authorized to decide, from time to time, the amounts to be invested, loans / guarantees to be given and securities to be provided to any person and / or bodies corporate within the above mentioned limits, finalize terms and conditions, execute necessary documents, delegate all or any of these powers to any Sub-Committee/ Director(s) / Officer(s) of the Company, settle any question, difficulty or doubt that may arise in this regard and do all acts, deeds and things which it considers proper for giving effect to this resolution.”

By the order of the Board

For **Kellton Tech Solutions Limited**

Sd/-

**Krishna Chintam**  
**Managing Director**

DIN: 01658145

**Place:** Hyderabad

**Date:** 03/09/2019

**Registered Office**

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





## NOTES :

1. An Explanatory Statement under Section 102 (1) of the Companies Act, 2013, in respect of Special Business at the meeting, is annexed hereto and forms part of this notice.
2. The statement of the particulars of Directors seeking Appointment / Re-appointment is enclosed as **Annexure A**, as required under sub-regulation (3) of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. The Directors have furnished the requisite declarations for their appointment/re-appointment.
3. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. Proxies in order to be effective must be received by the Company at its registered office not later than 48 (forty-eight) hours before the commencement of the meeting. Proxies submitted on behalf of companies, societies, etc. must be supported by an appropriate resolution/authority, as applicable.  
  
A person shall not act as a Proxy for more than 50 members and holding in the aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
4. Every member entitled to vote at the Annual General Meeting of the Company can inspect the proxies lodged at the Company at any time during the business hours of the Company during the period beginning 24 (twenty four) hours before the time fixed for the commencement of the Annual General Meeting and ending on the conclusion of the meeting. However, a prior notice of not less than 3 (three) days in writing of the intentions to inspect the proxies lodged shall be required to be provided to the Company.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 20th September, 2019 to Friday, 27th September, 2019 (both days inclusive).
6. Members are requested to bring the Attendance Slip duly filled in and signed mentioning therein details of their DP ID and Client ID/ Folio No., which is enclosed herewith, and hand over the same at the entrance of AGM venue.
7. Members who hold shares in dematerialised form are requested to bring their depository account Number (Client Id and DP Id No) for easier identification and recording of the attendance at the meeting.
8. 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 at the Meeting.



9. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting

10. Members/Proxies are requested to bring their copies of Annual Report to the meeting. As an austerity measure, copies of Annual Report will not be distributed at the meeting. Members may also note that the Notice of the 25<sup>th</sup> AGM and the Annual Report for 2018-2019 will also be available on the Company's website [www.kelltontech.com](http://www.kelltontech.com) for download.

11. Members desirous of seeking any information on the accounts or operations of the company are requested to write to the Company at least 10 days prior to the Meeting so that the required information can be made available at the Meeting.

12. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.

13. Members holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar & Share Transfer Agent, M/s. XL Softech System Limited. Members holding shares in electronic form must send the advice about the change of address to their respective Depository Participants (DPs) and not to the Company. Non-resident Indian shareholders are requested to inform us immediately the change in the residential status on return to India for permanent settlement.

14. Members holding shares under multiple folios are requested to consolidate their holdings, if the shares are held in the same name or in the same order of names.

15. The equity shares of the Company have been notified for compulsory trading in demat form. The Company has signed a tripartite agreement with National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and M/s. XL Softech System Limited to facilitate dematerialisation of shares. Members are requested to avail of this facility and have their shareholding converted into dematerialised form.

16. Relevant Documents referred to in the accompanying notice and the Explanatory Statement is open for inspection at the registered office of the company on all working days during the business hours up to the date of the Annual General Meeting.

17. In terms of Section 160, any director himself or any member intending to propose any person as a director other than a retiring director, has to give a notice as to his intention to propose him/her as a candidate



for that office not less 14 (fourteen) days before the meeting along with deposit of Rs.1,00,000 (Rupees One Lakh).

18. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of dematerialised holdings with their respective Depository Participants. Members who hold shares in physical form are requested to fill and send the required details to the Registrar and Share Transfer Agent, M/s. XL Softech System Limited at 3, Sagar Society, Road No. 2, Banjara Hills, Hyderabad – 500 034, Telangana.

19. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent.

20. Members holding shares in the company and who have not registered their mail id with the company or the depository and wish to avail e-voting may write to the registrar or the company quoting their client id/ folio no and DP id so as to send the password for e-voting. Hard copy of the ballot paper will be provided at the venue of the AGM for those members who have not exercised their e-voting.

21. Pursuant to prohibition imposed vide Secretarial Standards on General Meetings (SS-2) issued by ICSI and the MCA Circular, no gifts shall be distributed at the meeting.

22. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their email address with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Registration Counter at the AGM.

23. With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on June 8, 2018 to permit transfer of listed securities only in the dematerialized form with a depository. In view of the above and the inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization.



## 24. Voting through electronic means:

In compliance with the provisions of section 108 of the Companies Act, 2013, the Companies (Management and Administration) Rules, 2014, amended by the Companies (Management and Administration) Amendment Rules, 2016 and all other applicable provisions, shareholders are provided with the facility to cast their vote electronically, through the Remote e-voting services provided by CDSL, in respect of all resolutions set forth in this Notice.

The Company is also providing the facility for voting by way of physical ballot at the Annual General Meeting. Mr. N.V.S.S. Suryanarayana Rao, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as the Ballot process at the Annual General Meeting in a fair and transparent manner.

The facility for voting through ballot paper shall be made available at AGM and members attending the meeting and who have not cast their vote by remote e- voting shall be able to exercise their right at the meeting through the ballot paper.

Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

A person whose name is recorded in the registrar of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e, 19.09.2019 only shall be entitled to avail the facility of remote e-voting.

## 1. Voting through electronic means :

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide facility to the members to exercise their right to vote at the 25<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through Remote E-Voting platform provided by CDSL.

## 2. The instructions for Remote E-Voting are as under :

### I. The instructions for shareholders voting electronically are as under:

i. The voting period begins on 24.09.2019 at 09.00 AM and ends on 26.09.2019 by 05.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date / record date 19.09.2019 of may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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



- iii. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iv. Click on Shareholders.
  
- v. Now Enter your User ID a. For CDSL: 16 digits beneficiary ID, b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID, c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  
- vi. Next enter the Image Verification as displayed and Click on Login.
  
- vii. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  
- viii. If you are a first time user follow the steps given below:
  - a) For Members holding shares in Demat Form and Physical Form PAN Enter your 10 digit alpha-numeric \*PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
  
  - b) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.
  
  - c) In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
  
  - d) Dividend Bank Details OR Date of Birth (DOB) Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
  
  - e) If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).
  
- ix. After entering these details appropriately, click on "SUBMIT" tab.
  
- x. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.



xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

xii. Click on the EVSN for the relevant on which you choose to vote.

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

xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

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

xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xvii. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page. 4

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

xix. Note for Non – Individual Shareholders and Custodians Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on. The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

II. The Scrutinizer Mr. N.V.S.S. Suryanarayana Rao, Practicing Company Secretary, Hyderabad shall within a period not exceeding three (3) working days from the conclusion of the Remote E-Voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.



III. The results shall be declared on or before the AGM of the Company. The results along with the Scrutinizer's Report shall be placed on the Company's website [www.kelltontech.com](http://www.kelltontech.com) and on the website of M/s. XL Softech System Limited. Within two (2) days of passing of the resolutions at the AGM of the Company and be communicated to the Stock Exchanges.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

The following Explanatory Statements, as required under Section 102 of the Companies Act, 2013:

### **Item No.4**

Mr. Srinivasa Vijay Kumar Appana, was appointed as an Additional Director of the Company with effect from 15<sup>th</sup> January, 2019 by the Board of Directors under Section 161, 149 (1) of the Act.

In terms of Section 161(1) of the Act, Mr. Srinivasa Vijay Kumar Appana, holds office only upto the date of the forthcoming AGM but is eligible for appointment as a Director. Board of Directors of the Company upon recommendation of Nomination and Remuneration cum Compensation Committee has proposed the appointment of Mr. Srinivasa Vijay Kumar Appana, who has signified his intention to be appointed as Director of the Company.

The Directors are of the view that the appointment of Mr. Srinivasa Vijay Kumar Appana, as Director will be beneficial to the operations of the Company and hence said resolution being placed before the members for their approval.

Your Directors recommend that the said resolution may be passed as an Ordinary Resolution.

Except Mr. Srinivasa Vijay Kumar Appana, none of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in this resolution.

### **Item No.5**

Mr. Srinivasa Vijay Kumar Appana, was appointed as an Additional Director under Non executive Independent Capacity by the Board of Director upon the recommendation of Nomination and Remuneration cum Compensation Committee at their meeting held on 15.01.2019, subject to approval of members in the ensuing Annual General Meeting.

Mr. Srinivasa Vijay Kumar Appana, being eligible and offers himself for appointment as Independent Non-Executive Director of the Company and also submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act. On the recommendation of Nomination and Remuneration cum Compensation Committee and Board of Directors it is proposed to appoint him as non-executive



tive Independent Director for five (5) consecutive years commencing from 15.01.2019 upto period ended 14.01.2024, not liable to retire by rotation.

Your Directors recommend that the said resolution may be passed as an Ordinary Resolution.

Except Mr. Srinivasa Vijay Kumar Appana, none of the Directors and Key Managerial Personnel of the Company and their respective relatives, in any way concerned or interested, financially or otherwise, in the resolution.

## **Item No.6**

Members may note that on the recommendation of Nomination and Remuneration cum Compensation Committee and Board of Directors in their meetings held on 03.09.2019 has ratified the appointment of Mr. Niranjana Chintam w.e.f 01.11.2018 as a Whole Time Director of the Company for a period of 3 years and in compliance with provisions of Section 196, 197, 203 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule V of the Act and SEBI (LODR) Regulations, 2015, the Board of Directors has proposed the resolution before the members of the Company for re- appointment of Mr. Niranjana Chintam as Whole time Director of the Company for a further period of 3 (Three) years upto period ended 31.10.2021, on such remuneration, terms and conditions as recommended by the Nomination and Remuneration cum Compensation Committee.

Your Directors recommend that the said resolution may be passed as an Ordinary Resolution.

Except Mr. Krishna Chintam, none of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in this resolution.

## **Item No.7**

Members may note that on the recommendation of Nomination and Remuneration cum Compensation Committee and Board of Directors in their meetings held on 03.09.2019 has ratified the appointment of Mr. Krishna Chintam w.e.f 09.04.2018 as a Managing Director of the Company for a period of 3 years and in compliance with provisions of Section 196, 197, 203 and any other applicable provisions, of Companies Act, 2013, ("Act"), read with Schedule V of the Act and SEBI (LODR) Regulations, 2015, the Board of Directors has proposed the resolution before the members of the Company for i re- appointment of Mr. Krishna Chintam as Managing Director of the Company for a further period of 3 (Three) upto period ended 08.04.2021, on such remuneration, terms and conditions as recommended by the Nomination and Remuneration Cum Compensation Committee.

Your Directors recommend that the said resolution may be passed as an Special Resolution.





Except Mr. Krishna Chintam, none of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in this resolution.

## **Item No.8**

Members may note that on the recommendation of Nomination and Remuneration cum Compensation Committee and Board of Directors in their meetings held on 03.09.2019 has ratified the appointment of Mr. Karanjit Singh w.e.f 30.03.2018 as a Whole Time Director of the Company for a period of 3 years and in compliance with provisions of Section 196, 197, 203 and any other applicable provisions, of Companies Act, 2013, ("Act"), read with Schedule V of the Act and SEBI (LODR) Regulations, 2015, the Board of Directors has proposed the resolution before the members of the Company for the re- appointment of Mr. Karanjit Singh as Whole Time Director of the Company for a further period of 3 (Three) upto period ended 30.03.2021, on such remuneration, terms and conditions as recommended by the Nomination and Remuneration Cum Compensation Committee.

Your Directors recommend that the said resolution may be passed as an Ordinary Resolution.

Except Mr. Karan Jit Singh, none of the Directors, Key Managerial Personnel and their relatives may be deemed to be concerned or interested in the Resolution.

## **Item No.9**

Pursuant to the provisions of Section 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, Mr. Brijmohan Venkata Mandala was appointed as an non-executive Independent Director of the Company for a period of 5 (five) consecutive years which will end on 22.12.2019. He has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and is also eligible for appointment.

Members may note pursuant to the applicable provision of the Act and on the recommendation of Nomination and Remuneration cum Compensation Committee and Board of Directors and in compliance SEBI (LODR) Regulations, 2015 it is proposed to re-appoint Mr. Brijmohan Venkata Mandala as an non-executive Independent Director of the Company, for a period of 5 (five) consecutive years on the Board of the Company commencing w.e.f. 22.12.2019 upto period ended 21.12.2024.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the notice for the re-appointment of Mr. Brijmohan Venkata Mandala as an non-executive Independent Director of the Company.



Except Mr. Brijmohan Venkata Mandala, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 9. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

## **Item No.10**

As mentioned under item 10 above, the Wholly-Owned Subsidiaries of the Company contribute to a large extent to the revenue of the Company and therefore, have extensive working capital needs. The terms of sanction, as stipulated by Lenders to the subsidiaries inter alia include providing securities by the holding Company (by pledge of shares held by the Company in the Wholly-Owned Subsidiaries in favor of the Consortium of Banks in India or abroad).

As per Section 180(1)(a), the Company is required to obtain consent of the Shareholders by way of Special Resolution, if the transaction involves the selling, leasing, or otherwise disposing off the whole or substantially whole of an undertaking in which the investment of the Company exceeds 20% of its net worth. The investment of the Companies in its wholly owned subsidiaries is more than 20% of its net worth as per the audited financial statements of the Company. Therefore, the Company seeks the approval of its members for pledging of its shares held in its wholly-owned subsidiaries for availing credit facilities for its Subsidiaries.

The consent of the Members is sought by way of Special Resolution at item no.10 to facilitate provision of Securities to Lenders by way of pledge of shares of its subsidiaries. The Board recommends the Resolution for approval by the Members.

None of the Directors, Key Managerial Personnel and their relatives may be deemed to be concerned or interested in the Resolution.

## **Item No.11**

Pursuant to the provisions of Section 186 of the Companies Act, 2013, a company can give any loan, guarantee, provide security or make investment in shares, debentures etc. up to an amount of 60% of its paid up capital, free reserves and securities premium account or 100% of free reserves and securities premium account, whichever is higher.

A company may give loan, guarantee, provide security or make investment in shares, debentures etc. exceeding the above limits with the prior approval of shareholders by means of a special resolution.

Company is required to execute Corporate Guarantee(s) in favor of the lenders granting term loan and working capital facilities to the subsidiaries abroad and in India and hence it is put up before the members



to authorized Board of Directors for grant of loan, corporate guarantee, invests in other body corporate in excess of the aggregate of free reserves and securities premium account, and the aggregate outstanding amount of loans/ guarantees/ securities/ investments given/ provided/ made, from time to time for an aggregate amount not exceeding Rs. 200 Crores only, in favor of the secured lenders.

The Board recommends the Special Resolution set out at Item No. 11 of the Notice for approval by the members.

None of the directors, Key managerial personnel or their relatives are interested in the above said item of business.

By the order of the Board

For **Kellton Tech Solutions Limited**

Sd/-

**Krishna Chintam**  
**Managing Director**

DIN: 01658145

**Place:** Hyderabad

**Date:** 03/09/2019



### Details of the Directors seeking Appointment/Re-appointment at the forthcoming Annual General Meeting pursuant to clause 49 of the Listing Agreement)

<b>Name of Director</b>	<b>Mr. Appana Srinivasa Vijaya Kumar</b>
<b>Date of Birth</b>	21.12.1966
<b>Date of Appointment</b>	15.01.2019
<b>Qualification</b>	He holds a bachelor's degree in Electronics and Communication from Osmania University.
<b>Expertise in specific functional areas</b>	A S Vijay Kumar has over 27 years of experience as a Senior Management and Technology Professional. His core competency is in implementing IT Services in the Manufacturing, Information Technology, Energy and Government sector. He is an experienced professional and has made contributions in setting up sales, support, installation and implementation of services and solutions for organizations like Blue Star Limited, Satcom Technologies and is also acts as a consultant for the public sector on the Digital India initiative undertaken by the Government of India.
<b>List of other companies in which directorship is held as on March 31, 2019*</b>	<ul style="list-style-type: none"> <li>Satcom Technologies Private Limited</li> </ul>
<b>Chairman/Member of the Committees of the Board of the other Companies in which he/she is a director as on March 31, 2019*</b>	Nil
<b>Equity Shares held in the Company</b>	0
<b>Relationship between Directors inter-se</b>	Nil

<b>Name of Director</b>	<b>Mr. Niranjan Chintam</b>
<b>Date of Birth</b>	29.06.1967
<b>Date of Appointment</b>	01.11.2015
<b>Qualification</b>	Graduated from Wharton Business school with an MBA. Holds an Engineering Degree in India.
<b>Expertise in specific functional areas</b>	<p>Niranjan spearheaded the expansion drive of Kellton Tech and oversaw a series of acquisitions and capacity building measures that put Kellton Tech on the Global IT map.</p> <p>Under his leadership, Kellton Tech became around 1000 member strong organization and earned a place in top 50 fastest growing IT companies in India.</p> <p>With over two decades of global diversified experience, Niranjan lived and worked on the three continents and in eight countries, managing globally dispersed teams. He created and implemented strategies for Fortune 500 companies and government agencies in the US and India.</p>
<b>List of other companies in which directorship is held as on March 31, 2019*</b>	<ul style="list-style-type: none"> <li>Kellton Securities Private Limited</li> <li>Kellton Commodity And Derivatives Private Limited</li> <li>Kellton Dbydx Software Private Limited</li> <li>Kellton Financial Services Private Limited</li> </ul>
<b>Chairman/Member of the Committees of the Board of the other Companies in which he/she is a director as on March 31, 2019*</b>	Nil
<b>Equity Shares held in the Company</b>	0



<b>Relationship between Directors inter-se</b>	Brother to Mr. Krishna Chintam.
<b>Name of Director</b>	<b>Mr. Krishna Chintam</b>
<b>Date of Birth</b>	01.02.1969
<b>Date of Appointment</b>	09.04.2015
<b>Qualification</b>	Graduated from Andhra University with a with a Bachelor's in Electrical and Electronics Engineering. He Holds a Master's Degree in Electrical Engineering from Virginia Tech, Virginia, US. He pursued MBA from Kellogg School of Business, Northwestern University, Chicago.
<b>Expertise in specific functional areas</b>	<p>Krishna was jointly instrumental in orchestrating Kellton Tech's acquisition strategy that fuelled its inorganic growth and over-saw the organic strengthening of the organization.</p> <p>Krishna is a seasoned serial entrepreneur with over two decades of experience in information technology, marketing, finance, strategy and operational management. He is also a key member in the governing and advisory boards of several Organizations in the finance, technology and security domain.</p> <p>His Boundless entrepreneurial spirit and innate people skills helped him establish and nurture a series of businesses that were later acquired by global Organizations. Under his leadership, these companies' tentacles reached far and wide, and from locally operated Organizations spread across the world. His business acumen also extends to the industries telecom, consulting, federal, and bioinformatics.</p>
<b>List of other companies in which directorship is held as on March 31, 2019*</b>	<ul style="list-style-type: none"> <li>• Kellton Securities Private Limited</li> <li>• Kellton Commodity And Derivatives Private Limited</li> <li>• Kellton Dbydx Software Private Limited</li> <li>• Kellton Financial Services Private Limited</li> <li>• Avid Software Solutions (India) Private Limited</li> </ul>
<b>Chairman/Member of the Committees of the Board of the other Companies in which he/she is a director as on March 31, 2019*</b>	Nil
<b>Equity Shares held in the Company</b>	11,42,286
<b>Relationship between Directors inter-se</b>	Brother to Mr. Niranjana Chintam.

<b>Name of Director</b>	<b>Mr. Karanjit Singh</b>
<b>Date of Birth</b>	17.12.1968
<b>Date of Appointment</b>	30.03.2015
<b>Qualification</b>	Graduated from prestigious National Institution of Industrial Engineering, Mumbai, India with a Master's degree in Industrial Engineering. Holds a Bachelor's degree in Electrical and Electronic Engineering.



<b>Expertise in specific functional areas</b>	<p>Karanjit leads the company's focus on cutting –edge technologies to provide new business offerings.</p> <p>Under his leadership, the company expanded its product and service portfolio and developed innovative solutions that earned it global appreciation.</p> <p>Karanjit holds more than 27 years of experience of working with large enterprises and SMEs on both Enterprise and consumer Internet applications. Prior to joining Kellton Tech, Karanjit had a very successful stint as a director of product development with JDA software</p>
<b>List of other companies in which directorship is held as on March 31, 2019*</b>	Nil
<b>Chairman/Member of the Committees of the Board of the other Companies in which he/she is a director as on March 31, 2019*</b>	Nil
<b>Equity Shares held in the Company</b>	3,73,490
<b>Relationship between Directors inter-se</b>	Nil

<b>Name of Director</b>	<b>Mr. Brijmohan Venkata Mandala</b>
<b>Date of Birth</b>	23.12.1966
<b>Date of Appointment</b>	22.12.2014
<b>Qualification</b>	He has a Master's degree in Computer Engineering from ODU, Virginia and a B.Tech degree from Siddhartha Engineering College, Andhra Pradesh.
<b>Expertise in specific functional areas</b>	<p>Brijmohan Mandala has over 30 years of experience as Senior Management and Technology expert. His Core competencies include Entrepreneurship, Healthcare, IT Solutions and E-Governance.</p> <p>He Started his career as research assistant on a NASA sponsored project and later worked on multiple Oracle projects in the US and India.</p> <p>Currently he is the CEO of Anion Healthcare Services, a company that is focused on Healthcare BPO operations. He is also an independent director of KelltonTech Solutions Limited, a listed Software Services company into the SMAC, Digital and IoT space.</p>
<b>List of other companies in which directorship is held as on March 31, 2019*</b>	<ul style="list-style-type: none"> <li>• Inventcorp Technologies Limited</li> <li>• Kellton Dbydx Software Private Limited</li> <li>• Avid Software Solutions (India) Privatelimited</li> <li>• Freedom Ehealth Management Privatelimited</li> <li>• E Vaidya Private Limited</li> </ul>
<b>Chairman/Member of the Committees of the Board of the other Companies in which he/she is a director as on March 31, 2019*</b>	Nil
<b>Equity Shares held in the Company</b>	2,00,000
<b>Relationship between Directors inter-se</b>	Nil



<b>Name of Director</b>	<b>Mr. Srinivas Potluri</b>
<b>Date of Birth</b>	10.09.1965
<b>Date of Appointment</b>	31.12.2009
<b>Qualification</b>	Graduated from Mumbai University with a Bachelor's in Environmental Engineering. He holds a Master's in Environmental Engineering from Virginia Polytechnic Institute and State University, Virginia, US. He pursued MBA from Kellogg School of Management, US.
<b>Expertise in specific functional areas</b>	<p>Srinivas leads Kellton Tech's US operations and provides direction to the regional business while aligning it to global objective.</p> <p>Srinivas has over 29 years of global experience in engineering and technology services with a special focus on systems integration and large system deployments. His diverse experience includes automotive, financial, healthcare, Telecommunications and Commodities industries.</p> <p>Prior to joining Kellton Tech, Srinivas worked at Parsons, Prince Waterhouse Coopers(PwC) and France Telecom. He was involved in various projects for the Department of Treasury, EPA and state public departments at Parsons. At, PwC, he was a management consultant focused on addressing the IT needs of Fortune 500 clients such as GM, Keebler, Warnaco, and Tetra-Pak. In the financial Sector, Srinivas has consulted with Citizens Bank to set up their Online Banking System. With France Telecom, he developed, managed and maintained their business service Systems and was instrumental in setting up a captive to transfer IT operations from centres around the world to India.</p>
<b>List of other companies in which directorship is held as on March 31, 2019*</b>	Nil
<b>Chairman/Member of the Committees of the Board of the other Companies in which he/she is a director as on March 31, 2019*</b>	Nil
<b>Equity Shares held in the Company</b>	3,33,332
<b>Relationship between Directors inter-se</b>	Nil

*\*Directorships and Committee memberships in Kellton Tech Solutions Limited and its committees are not included in the aforesaid disclosure. Also directorships in Foreign Companies and Section 8 Companies and their Committee memberships are excluded. Memberships and chairmanship of Audit Committees, Nomination and Remuneration Committee and Stakeholder's relationship Committees of only Public companies have been included in the aforesaid tables.*

# KELLTON TECH SOLUTIONS LIMITED



## KELLTON TECH SOLUTIONS LIMITED

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

Form No. MGT-11

### Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID

I/We, being the member(s) of \_\_\_\_\_ shares of the above named company. Hereby appoint

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25<sup>th</sup> Annual General Meeting of the company, to be held on the Friday, September 27<sup>th</sup>, 2019 at 11:00 a.m. at Ebony Hotel, Door no. 8-2-120/C/198/192, Road Number 2, Banjara Hills, Near Annapurna Studio, Hyderabad, Telangana-500034 to transact the following business and at any adjournment thereof in respect of such resolutions as are indicated below:





## Resolution No.

Sl. No.	Resolution(S)	Vote	
		For	Against
1	To receive, consider and adopt (i) the audited standalone financial statements of the Company for the financial year ended 31st March, 2019, the Reports of the Board of Directors and the Auditors thereon. (ii) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 and the Report of the Auditors thereon		
2.	To appoint a Director in place of Mr. Srinivas Potluri, who retires by rotation and, being eligible, offers himself for re-appointment.		
3.	To re-appoint M/s. PARY & Co, Chartered Accountants as Statutory Auditors of the Company		
4.	To appoint Mr. Srinivasa Vijay Kumar Appana as Director of the Company		
5.	To appoint Mr. Srinivasa Vijay Kumar Appana as an Independent Director of the Company		
6.	To re-appoint Mr. Niranjan Chintam as Whole-Time Director of the Company		
7.	To re-appoint Mr. Krishna Chintam as Managing Director of the Company		
8.	To re-appoint Mr. Karanjit Singh as Whole-Time Director of the Company		
9.	To re-appoint Mr. Brijmohan Venkata Mandala as an Independent Director of the Company		
10	To authorize Board of Directors to pledge of shares of subsidiaries for availing loans		
11.	To authorise Board of Directors to give loan, provide Corporate Guarantee/ security and invest in the securities of other body corporate		

**\* Applicable for investors holding shares in Electronic form.**

Signed this \_\_\_\_ day of \_\_\_\_ 20\_\_

Signature of Shareholder

Signature of Proxy holder

Affix Re. 0.15  
revenue Stamp

Signature of the  
shareholder  
across revenue  
stamp

### Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the company



## KELLTON TECH SOLUTIONS LIMITED

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

### ATTENDANCE SLIP

25<sup>th</sup> Annual General Meeting on Friday, September 27<sup>th</sup>, 2019 at 11:00 a.m. at Ebony Hotel, Door no. 8-2-120/C/198/192, Road Number 2, Banjara Hills, Near Annapurna Studio, Hyderabad, Telangana-500034

Full name of the members attending \_\_\_\_\_ (In block capitals)

Ledger Folio No./Client ID No. \_\_\_\_\_ No. of shares held: \_\_\_\_\_

Name of Proxy \_\_\_\_\_

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the 25<sup>th</sup> Annual General Meeting of Kellton Tech Solutions Limited held at Ebony Hotel, Door no. 8-2-120/C/198/192, Road Number 2, Banjara Hills, Near Annapurna Studio, Hyderabad, Telangana-500034 on Friday, September 27<sup>th</sup>, 2019.

(Member's /Proxy's Signature)

Note:

1. Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
2. The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.
3. A Proxy need not be a member of the Company.
4. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

*No Gifts, Gift Coupons, Cash in lieu of Gifts will be given at the AGM to any member.*



## ROUTE MAP TO VENUE OF ANNUAL GENERAL MEETING (AGM)



### **AGM VENUE :**

#### **EBONY HOTEL**

DOOR NO. 8-2-120/C/198/192, ROAD NUMBER 2  
BANJARA HILLS, NEAR ANNAPURNA STUDIO  
HYDERABAD, TELANGANA -500034

ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING ON FRIDAY SEPTEMBER 27<sup>TH</sup> 2019  
AT 11 AM AT EBONY HOTEL, DOOR NO. 8-2-120/C/198/192, ROAD NUMBER 2, BANJARA HILLS, NEAR  
ANNAPURNA STUDIO, HYDERABAD, TELANGANA-500034