

## **Kritika Sharma**

### **Company Secretary**

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#### **Report of Scrutinizer on Voting by Poll at 23<sup>rd</sup> Annual General Meeting**

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To

The Chairman  
Kellton Tech Solutions Limited  
Plot No. 1367, Road No. 45,  
Jubilee Hills,  
Hyderabad – 500 033  
Telangana

Held on 27<sup>th</sup> September, 2017 at Ebony Boutique Hotel, Door No. 8-2-120/C/198/192, Road No- 2 Banjara Hills, Near Annapurna Studio Hyderabad 500033, Telangana.

Dear Sir,

I, Kritika Sharma, Practicing Company Secretary bearing Membership Number: A39335, was appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 23<sup>rd</sup> Annual General Meeting of the Equity Shareholders of Kellton Tech Solutions Limited held on 27<sup>th</sup> September, 2017 at Ebony Boutique Hotel, Door No. 8-2-120/C/198/192, Road No- 2 Banjara Hills, Near Annapurna Studio Hyderabad 500033, Telangana, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one (1) ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company-/ Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

3. I did not find any poll papers invalid.



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Office at: #501, R.K. Vipanchi, Hyderguda, Hyderabad-500 029, Telangana

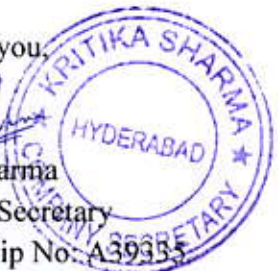
**Kritika Sharma**  
**Company Secretary**

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4. The result of the Poll is as per annexure attached herewith.
5. ~~A Compact Disc (CD) containing~~ a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary ~~Director~~ authorized by the Board for safe keeping.

Thanking you,

  
Kritika Sharma  
Company Secretary  
Membership No: A39335  
Certificate of Practice No: 14671



Hyderabad, 27<sup>th</sup> September, 2017



**Kritika Sharma**  
**Company Secretary**

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**Report of Scrutinizer on E-Voting Process & Vote by Poll at 23rd Annual General Meeting**

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

To  
The Chairman  
Kellton Tech Solutions Limited  
Plot No. 1367, Road No. 45,  
Jubilee Hills,  
Hyderabad – 500 033  
Telangana

Sir,

**Sub: Scrutinizer's Report on Remote E-Voting Process & Vote by Poll conducted pursuant to the provisions of Section 108 and 109 of the Companies Act, 2013 ('the Act') read with Rule 20 and 21(2) of Companies (Management and Administration) Rules, 2014 for 23rd Annual General Meeting**

The Board of Directors of Kellton Tech Solutions Limited ('the Company') have vide resolution passed on 1st September, 2017, decided to provide to the members of the company, a facility to exercise their rights on the resolutions as set out in the notice of 23rd Annual general Meeting to be held on 27th September, 2017 by way of electronic means as required under provisions of section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of Companies (Management and Administration) Rules, 2014 ('the Rules').

I, Kritika Sharma, Practicing Company Secretaries having Membership No. 39335 has been appointed as the Scrutinizer by the Board of Directors of the company vide resolution passed on 1st September, 2017, as required section 108 of the Act, read with Rule 20 of the Rules, for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisites majority for passing of resolution as contained in the notice convening the 23rd Annual General Meeting of the Company to be held on 27th September, 2017.

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

The notice dated 1st September, 2017 convening the 23rd Annual general Meeting of the company to be held on 27th September, 2017 along with the statement setting out the material facts under section 102 of the Act were sent to members of the company.



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The member of the company holding shares on the record date of 19<sup>th</sup> September, 2017 were entitled to vote on the resolutions proposed as set out in the notice of Annual General Meeting.

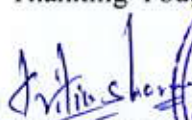

In this regard, I submit my report as under:

1. The e-voting period remained open from Friday, 24<sup>th</sup> September, 2017 at 09:00 A.M to Sunday, 26<sup>th</sup> September, 2017 at 05:00 P.M.
2. At the end of the e-voting period, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the company.
3. The details containing list of shareholders who vote for or against each of the resolutions that were put to vote were downloaded from the e-voting website of the CDSL ([www.evotingindia.com](http://www.evotingindia.com)).
4. Pursuant to Listing Agreement entered by the company, the company has also provided facility of voting through the physical ballot form to those members who do not have access to the e-voting facility. The physical ballot forms received by the Company were kept in my safe guard custody. Our report includes the results of voting through the physical ballot forms in addition to votes casted through e-voting website of CDSL by the eligible shareholders.
5. We have scrutinized the votes casted through electronic means and also through physical ballot forms for the purpose of this report.
6. The particulars of all the electronic votes casted by the members through e-voting process and votes casted by the members through physical ballot forms have been recorded in a register separately maintained for the purpose.
7. The result of the voting is as per annexure attached herewith.
8. The Register, all other papers and relevant records relating to voting shall remain in our custody until the chairman considers, approves and signs the minutes of aforesaid Annual General Meeting and the same are handed over to the Director for safe custody.

**Recommendation:**

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

Thanking You,

  
  
**Kritika Sharma**  
**Practicing Company Secretary**  
**Membership No: 39335**  
**Certificate of Practice No: 14671**  
Hyderabad, 27<sup>th</sup> September, 2017

Annexure of the Scrutinizer's Report

Results of Remote e-voting conducted for the 23rd Annual General Meeting of Kellton Tech Solutions Limited held on 27<sup>th</sup> September, 2017

Sr. No	Reso. No./ Item No.	Heading of the Resolution	Type of Resolution	Valid votes						Invalid Votes	
				Voting in Favour ( Assent)			Voted Against (Dissent)				
				No. of Members voted	No. of votes casted	% of valid votes	No. of Members voted	No. of votes casted	% of valid votes	No. of Members voted	No. of votes casted.
1.	1.	Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2017, the Report of the Board of Directors and the Report of the Auditors thereon; and the Audited	Ordinary	59	57,15,083	100	1	10	100	0	0









	terms of Employee stock options Scheme introduced from 27/12/2013 which was not yet exercised by employees																		
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**Annexure of the Scrutinizer's Report**

**Results of Poll conducted at 23rd Annual General Meeting of Kellton Tech Solutions Limited held on 27th September, 2017**

Sr. No	Reso. No./ Item No.	Heading of the Resolution	Type of Resolution	Valid votes						Invalid Votes	
				Voting in Favour ( Assent)			Voted Against (Dissent)				
				No. of Members voted (in Person or proxy)	No. of votes casted	% of valid votes	No. of Members voted (in Person or proxy)	No. of votes casted	% of valid votes	No. of Members voted (in Person or proxy)	No. of votes casted.
1.	1.	Adoption of the Audited Financial Statements of the Company for the financial year ended March 31,	Ordinary	15	3,05,79,234	100	--	--	0	0	0









6.	6.	Appointment of Ms. Kunda Kalpana as a independent director of the company for % years	Ordinary	15	3,05,79,234	100	--	--	0	0	0
7.	7.	To issue securities for an aggregate amount of Rs.175 Crores by way of QIP	Special	15	3,05,79,234	100	--	--	0	0	0
8.	8.	To Vary the terms of Employee stock options Scheme introduced from 27/12/2013 which was not yet exercised by employees	Special	15	3,05,79,234	100	--	--	0	0	0





**Annexure of the Scrutinizer's Report**

**Consolidated Results of e-voting and Poll conducted at 23rd Annual General Meeting of Kellton Tech Solutions Limited held on 27th September, 2017**

Sr. No	Reso. No./ Item No.	Heading of the Resolution	Type of Resolution	Valid votes						Invalid Votes	
				Voting in Favour (Assent)		Voted Against (Dissent)					
				No. of Members voted	No. of votes casted	% of valid votes	No. of Members voted	No. of votes casted	% of valid votes	No. of Members voted	No. of votes casted.
1.	1.	Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2017, the Report of the Board of Directors and the Report of the Auditors thereon; and the Audited consolidated	Ordinary	74	3,62,94,317	100	1	10	0	0	0





		for re- appointment																
4.	4.	To Appoint M/s. Sastri & Shah, Chartered Accountants (Firm Registration No. 001939S) as Statutory Auditors of the Company for a period of 5(five) years.	Ordinary	72		3,62,94,226	100	3	101	0	0	0	0	0	0	0	0	0
5.	5.	Appointment of Ms. Kunda Kalpana as the director of the company.	Ordinary	74		3,62,94,317	100	1	10	0	0	0	0	0	0	0	0	0
6.	6.	Appointment of Ms. Kunda Kalpana as a independent director of the company for % years	Ordinary	73		3,62,94,277	100	2	50	0	0	0	0	0	0	0	0	0
7.	7.	To issue securities for an aggregate amount of Rs.175 Crores by way of QIP	Special	73		3,62,94,277	100	2	50	0	0	0	0	0	0	0	0	0
8.	8.	To Vary the terms of	Special	73		3,62,93,817	100	2	510	0	0	0	0	0	0	0	0	0





[illegible]