

Driving Innovation Delivering Value



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Disclaimer:

This document contains statements about expected future events and financials of Kaynes Technology India Limited ('The Company'), which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is a significant risk that the assumptions, predictions, and other forward-looking statements may not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as several factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the Management Discussion and Analysis section of this Annual Report.

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Investor Information

Market Capitalisation	₹ 304,230 Mn
(as on 31 March, 2025):	
CIN:	L29128KA2008PLC045825
BSE Code:	543664
NSE Symbol:	KAYNES
Dividend Declared:	Nil
AGM Date:	11 September, 2025
AGM Venue:	Registered office at 23-25, Belagola Food Industrial Estate, Metagalli P.O., Mysuru - 570 016, Karnataka
AGM Mode:	Video Conferencing/Other Audio-Visual Means

An electronic version of this report is available online at:

<https://www.kaynestechology.co.in/investors.html>



Or scan this QR code to navigate investor-related information

About the Report

This report has been prepared in accordance with the principles of Integrated Reporting (IR) as outlined by the International Integrated Reporting Council (IIRC), with a focus on addressing the expectations of diverse stakeholders. As the Company's principal communication document, it presents Kaynes Technology India Limited's 'Kaynes Technology', 'We', or 'the Company') strategies, business model, and the significant economic, social, and environmental impact it creates. It also provides an overview of our operational and financial performance to illustrate how we manage our business and deliver value. In line with our strategy, the Report identifies material issues that may influence our ability to create sustainable value and covers the social and environmental aspects that have long been integral to our practices, reflecting our continued progress in monitoring and disclosing relevant and material data in these areas.

Scope and Boundary

This report adopts a holistic approach and presents information on the operational and business developments for the year ended 31 March, 2025. It covers all business segments across geographies and outlines the activities they undertake to create value in the short, medium, and long term. The performance of subsidiaries is included within the consolidated financial information.

Assurance

The Company's Board acknowledges its responsibility to ensure the integrity of this report. The Directors confirm that they have reviewed its contents and believe it addresses the material issues and provides a fair representation of the Company's integrated performance.

Reporting Framework

Committed to adopting best practices in reporting to promote transparency and strengthen stakeholder engagement, the content and structure of this integrated report are guided by the framework of the International Integrated Reporting Council (IIRC). The Company fully complies with NSE and BSE listing requirements and SEBI guidelines. The statutory reports, including the Board's Report, Management Discussion and Analysis (MD&A), Report on Corporate Governance, and the Business Responsibility and Sustainability Report (BRSR), are prepared in accordance with the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the prescribed Secretarial Standards.



Navigating Our Report

This report serves as a guided response to the key questions shaping our journey, performance, and future direction at Kaynes Technology.



What defines Kaynes Technology and where do we come from?

Where to look?

- ▶ About Us - Page 12
- ▶ KPIs for FY 2024-25 - Page 8
- ▶ Driving Innovation Delivering Value - Page 4
- ▶ Then & Now - Page 6

What will you find?

- ▶ A concise overview of Kaynes Technology's heritage, offerings, and positioning
- ▶ Our FY 2024-25 key metrics that signal operational strength and growth
- ▶ The central theme that captures our strategic focus and identity for the year
- ▶ A six-year snapshot of our evolution in scale, capabilities, and strategic depth

How is Kaynes Technology shaping its future and what does the leadership envision?

Where to look?

- ▶ The Road Ahead - Page 10
- ▶ From the Chairperson's Desk - Page 26
- ▶ Insights from Our Managing Director - Page 28
- ▶ CEO's Address to Stakeholders - Page 30
- ▶ CFO's Message - Page 32

What will you find?

- ▶ Our long-term strategic direction and roadmap for transformation
- ▶ Leadership commentary on financial performance, resilience, and expansion
- ▶ Key insights into execution priorities and near-term outlook

What does Kaynes Technology offer and how are its solutions creating value?

Where to look?

- ▶ Our Business - Solutions We Offer - Page 16
- ▶ Our Product Portfolio - Page 22
- ▶ New Frontiers - Page 34

What will you find?

- ▶ A comprehensive view of Kaynes Technology's service offerings and capabilities
- ▶ Sector-specific products and integrated manufacturing models
- ▶ Innovation updates and new business areas like OSAT, PCB and Smart Metering

How is Kaynes delivering value across multiple stakeholder groups?

Where to look?

- ▶ Stakeholder Engagement - Page 46
- ▶ ESG Capitals
 - o Financial Capital - Page 50
 - o Manufacturing Capital - Page 54
 - o Intellectual Capital - Page 60
 - o Human Capital - Page 64
 - o Social & Relationship Capital - Page 68
 - o Natural Capital - Page 72

What will you find?

- ▶ Material engagement efforts and stakeholder priorities
- ▶ ESG-led performance across financial, social, environmental, and innovation dimensions
- ▶ How each capital supports integrated value creation

Driving Innovation Delivering Value

What does it take to transform
from a contract manufacturer into
a national technology architect



We are reimagining what Indian electronics can be, not just assembling components, but shaping high-impact technologies. Our foray into OSAT and HDI PCB manufacturing marks a tectonic shift towards self-reliance and global competitiveness. Our investments in Kavach and onboard railway electronics enhance national safety. Our space tech venture, led by ex-ISRO scientists, signals our readiness to build for the next frontier.

Strategic acquisitions such as Sensonic and Iskraemeco are not just expansions, but accelerators. They unlock access to critical markets, high-margin customers, and long-cycle demand across sectors like energy, medical, telecom, and smart infrastructure.

Yet innovation, for us, is not a spark, but a discipline. Our operational discipline, customer-centric expansion, and financial resilience are delivering measurable value with growing margins, sustained cash generation, and a future-ready manufacturing backbone.

Because for
Kaynes, technology
is a means.
Impact is the end.

And this is
only the
beginning.



Then & Now

From Building Capacity to Creating Value

A six-year evolution in scale, capability, and strategic depth

Over the past six years, Kaynes Technology has transitioned from a focussed electronics manufacturing player into an integrated technology company with end-to-end capabilities across design, manufacturing, testing, and semiconductor packaging. This transformation is not only reflected in the scale of operations but in the depth of value creation spanning new business verticals, global expansion, and future-ready investments.



Revenue

FY 2019-20
₹ 3,682 Mn

FY 2024-25
₹ 27,218 Mn

Order Book

FY 2019-20
₹ 3,522 Mn

FY 2024-25
₹ 65,969 Mn

Manufacturing Facilities

FY 2019-20
8

FY 2024-25
16

Capex

FY 2019-20
₹ 119 Mn

FY 2024-25
₹ 3,919 Mn

Export Presence

FY 2019-20
21%

FY 2024-25
9%

Verticals Served

FY 2019-20
6

FY 2024-25
6

Employees

FY 2019-20
1,625

FY 2024-25
6,199

Global Footprint (No. of Countries)

FY 2019-20
2

FY 2024-25
6

KPIs for FY 2024-25

Key Performance Indicators: FY 2024-25



Financial Capital

Increase in revenue

51%

Increase in EBITDA

62%

PAT

₹ 2,934 Mn

ROCE

19%



Manufacturing Capital

Order book

₹ 65,969 Mn

Capex

₹ 3,919 Mn

Total manufacturing units

16

Service centres

2



Intellectual Capital

R&D spend

₹ 650 Mn

No. of Engineers

400+

R&D centres

6



Human Capital

Total no. of employees

6,199

No. of employees onboarded in FY 2024-25

2,760

Training hours per employee

36

Attrition rate

12.5%



Social & Relationship Capital

No. of community engagement initiatives undertaken

12

Lives touched through CSR activities

475,000

CSR spend as % of profit

1.05%



Environment Capital

Total energy consumed from renewable sources

4,547 GJ

Total waste generated

772 MT

Total Scope 1 emissions

981 MT CO₂e

Total Scope 2 emissions

10,289 MT CO₂e

Total volume of water consumption

82,030 KL



The Road Ahead

With FY 2024-25 marking a year of critical investments and deliberate strategic shifts, Kaynes is entering a phase of accelerated transformation. The next two years are poised to unlock significant value across verticals, geographies, and technologies, as we expand our role as a fully integrated, design-led electronics manufacturing partner.

FY 2024-25: Strong Foundations

- Broadened industry coverage through increased traction in defence, aerospace, and medical electronics, aligned with long-term national and global demand themes
- Initiated construction of the HDI PCB facility in Oragadam (Chennai) and OSAT facility in Sanand (Gujarat), reinforcing Kaynes' transition into a vertically integrated electronics player
- Strengthened capacity through commencement of operations at the Pune factory, supporting high-mix, low-to-medium volume manufacturing
- Augmented global capabilities through a controlling stake in Sensonic, a Swiss-German AI-based rail safety firm
- Deepened customer engagement across OEM segments, resulting in a robust order book of ₹ 65,969 Mn, supported by strong inflows from industrial, automotive, and strategic electronics customers
- Embedded new competencies in rail safety electronics (KAVACH systems) and AI-driven monitoring through cross-functional collaboration across acquired entities and in-house platforms



FY 2025-26: Scaling High-Growth Verticals

- Planned commissioning of HDI PCB and OSAT plants, expanding addressable opportunities in miniaturised PCBs, chip-scale packaging, and complex substrate solutions
- Acceleration of smart manufacturing technologies across facilities, including AI-driven production systems, robotics-enabled automation, and blockchain-supported supply chain traceability
- Expansion of the product portfolio to include embedded platforms, smart control modules, and co-developed ODM IPs across mobility, industrial automation, and power electronics
- Growing focus on advanced technology verticals, including space-grade electronics, satellite communications, and high-reliability defence systems, in alignment with national strategic initiatives
- Emphasis on export-led growth, with sharper geographic expansion into Europe and the Americas, tapping OEMs seeking India-based alternatives to China through organic investments and targeted inorganic actions
- Pursuing opportunities in emerging technology areas such as clean energy, electronics, medical wearables, and industrial IoT to diversify into high-value, future-ready applications
- Continuing commitment to ESG-oriented engineering, including energy-efficient product design, responsible material sourcing, and greener manufacturing practices



About Us

Kaynes Technology: Innovating with Precision. Building with Purpose

What does it take to power the world of tomorrow? At Kaynes Technology India Limited ('Kaynes,' 'We,' 'The Company'), we know it takes more than precision or scale. It demands vision, depth, and the capability to connect industries, geographies, and technologies through seamless execution.

As one of India's earliest and most integrated players in Electronics System Design and Manufacturing (ESDM), Kaynes is redefining how complex electronics are designed, built, and delivered. From mission-critical defence systems to intelligent mobility platforms, from industrial automation to smart energy and healthcare solutions, our technologies are embedded in products that matter, across sectors, continents, and generations.

Who We Are?

Kaynes Technology India Limited is an integrated Electronics System Design and Manufacturing (ESDM) partner with over 37 years of operational experience. We collaborate with global OEMs and Tier I players across sectors to design, build, and support high-performance, high-reliability electronic solutions.

Headquartered in Mysuru, our model spans the entire electronics value chain, combining embedded design, advanced manufacturing, and lifecycle support into a cohesive offering.

What We Do?

We serve diverse industries where quality, traceability and responsiveness are non-negotiable. With domain-specific know-how and design-to-delivery capability, we build electronic systems that power tomorrow's industrial and digital ecosystems.

Industry Verticals

- ▶ **Automotive:** Products for smart mobility, power electronics
- ▶ **Industrial and EV:** Automation, control systems, power & energy management, smart meters, AMI infrastructure, grid-interface electronics and EV systems
- ▶ **Aerospace & Defence:** Avionics, surveillance, and secure communications
- ▶ **Railways:** Signalling systems, smart infrastructure, onboard electronics
- ▶ **Medical:** Diagnostic and monitoring equipment, safety-critical modules
- ▶ **IoT, IT and Consumer Devices:** Connected products, wearables, edge hardware

Solutions We Offer

We offer tailored and scalable services with complete ownership across the product lifecycle.

- ▶ **Embedded Design and Development:** Concept-to-prototype product engineering and embedded software
- ▶ **Box Build and Systems Integration:** End-to-end electro-mechanical integration and testing
- ▶ **Build-to-Print/Build-to-Spec:** Precision manufacturing aligned to customer IP and specifications
- ▶ **Lifecycle Support and Services:** Post-sales support, service integration, and upgrades

Where We Stand Today?

Our positioning is built on a combination of deep capabilities, strategic focus, and consistent execution. We are not a volume-first manufacturer; we are a complexity-ready, precision-led partner to some of the world's most trusted brands.

Core Capabilities

- ▶ **Full-Cycle Integration**
Embedded design seamlessly integrated with PCBA and box-build, enabling rapid design-to-production and early engagement in the product lifecycle.
- ▶ **Sector-Centric Manufacturing**
High-reliability processes for automotive & EV, aerospace, defence, smart infrastructure, and medical electronics, including EV subsystems, rugged aerospace systems, and mission-critical energy, metering, and IoT solutions.
- ▶ **Backward Integration in Progress**
Captive HDI PCB and OSAT facilities to enhance cost, quality, turnaround time, and expand into the semiconductor value chain.
- ▶ **Digital-First Operations**
Enterprise-wide digital systems for full traceability, compliance, faster customisation, and reduced time-to-market.
- ▶ **Pan-India and Cross-Border Infrastructure**
16 plants in India and strategic acquisitions in Europe and North America to stay close to customers and markets.

Strategic Differentiators

- ▶ **Balanced and Resilient Industry Mix**
A diversified vertical presence, with industrial and automotive segments contributing significantly to revenue stability and scale.
- ▶ **Design-Led, Engineering-Backed Execution**
High recall among OEMs for our ability to deliver customised, high-quality solutions with embedded design and application engineering support.
- ▶ **Future-Ready Capacity Creation**
Facilities under development in Sanand and Chennai are aligned to strategic verticals and incorporate next-gen technology capabilities.
- ▶ **People and Leadership Depth**
A diverse and inclusive workforce, domain-specialist leadership at plant and vertical levels, and strong governance frameworks drive sustainable value creation.
- ▶ **Innovation in Mission-Critical Applications**
Proven expertise in low-volume, high-complexity aerospace and defence programmes meeting global reliability standards.

Corporate Snapshot

37 Years
of Operational Legacy

4,852
Permanent Employees

IATF 16949, AS9100D, ISO 13485,
ISO 14001, ISO 9001, ISO 45001
Global Certifications

Client Presence in **30+**
Countries across **3** Continents

16
Manufacturing Infrastructure

2
Service Centres

6
R&D Centers

DID YOU
KNOW?

India's Most Certified EMS Company

Kaynes holds one of the highest numbers of global quality certifications among EMS Companies in India, including AS9100D (Aerospace), IATF 16949 (Automotive), ISO 13485 (Medical Devices), and Nadcap for select operations, a rare distinction that reflects the Company's capability to serve high-reliability sectors.

Our Business – Solutions We Offer

Engineering Intelligence, Delivering Excellence

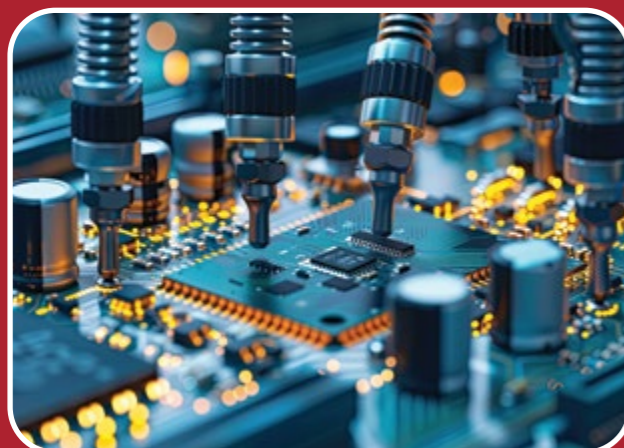
At Kaynes, we are building intelligent ecosystems that support the full product lifecycle. With a deep-rooted design-led approach, we offer integrated solutions across the ESDM value chain, from ideation to industrialisation, mass production to maintenance. Our end-to-end capabilities are designed to serve the evolving needs of global OEMs, enable next-generation technologies, and shorten time-to-market for our customers.

Our Business: Solutions We Offer

Kaynes offers an end-to-end portfolio of capabilities across six strategic verticals, delivering value at every stage of the customer value chain.



Our Business – Solutions We Offer



OEM Turnkey Solutions for Box Build

- ▶ Expertise in 'Build to Print' and 'Build to Specifications' services, delivering sub-systems and complete assemblies.
- ▶ Flexible, high-mix manufacturing for complex mechatronic products, electromechanical systems, and smart control panels.
- ▶ Growing share of box build revenue, now contributing 42% to OEM segment revenue, up from 39% last year.

OEM Turnkey Solutions for Printed Circuit Board Assemblies (PCBAs)

- ▶ High-reliability PCBA manufacturing with end-to-end capabilities, including magnetics, cable harnessing, plastics, and value-added assemblies.
- ▶ Extensive experience in prototyping to volume production with stringent quality control and testing infrastructure.
- ▶ Trusted partner for automotive, industrial, and strategic electronics OEMs across 30+ countries.

ODM Services

- ▶ Design-led offerings for smart devices, streetlighting, metering, BLDC motors, gallium nitride-based charging systems, and automotive control units.
- ▶ Strengthened ODM proposition through proprietary IPs, reference designs, and full-stack IoT platform integration.
- ▶ Includes ODM product verticals like Bluetooth modules, wireless gateways, ECUs, and industrial sensors.

Product Design and Engineering

- ▶ Comprehensive range of engineering services offered, featuring embedded design, firmware and software development, mechanical design, prototyping, regulatory/certification support.
- ▶ Product design and prototyping services include Design for Manufacturability (DFM), Design for Serviceability (DFS), Design for Testing (DFT).
- ▶ Focus on ensuring optimal performance, reliability, and ease of manufacturing.



IoT Solutions

- Specialises in canvas-to-cloud Industrial IoT (IIoT) solutions that enable OEMs to upgrade legacy systems with smart, connected capabilities.
- Integrates sensors, microcontrollers, embedded software, and connectivity stacks to create intelligent, data-driven systems.
- Competitive edge through proprietary IoT IPs, pre-engineered accelerators, and hardware-software reference platforms that reduce development time and integration risks.
- Comprehensive portfolio includes cloud-managed services, device-level intelligence, vertical-specific solutions, IoT analytics platforms, and ODM design for connected devices.
- Key deployments include transformer health monitoring, compressor diagnostics, and predictive maintenance for energy and industrial assets.



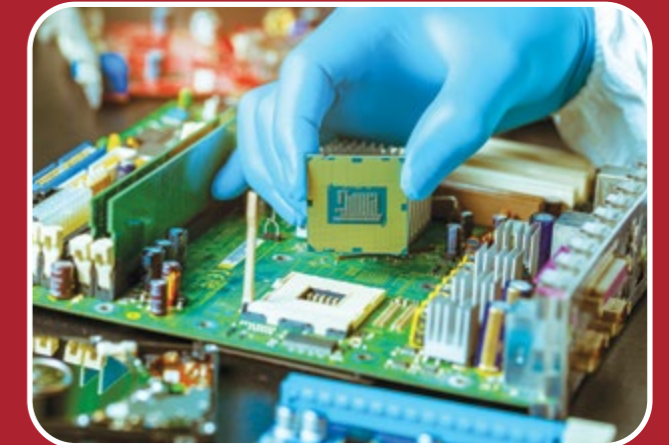
Cable Harness

- Delivers end-to-end solutions for cable harnesses and assemblies, from design and prototyping to testing and volume production.
- Expertise in multi-core, shielded, and custom cable systems for high-reliability applications.
- Supports integration with PCBAs and box builds for automotive, aerospace, and medical OEMs.



Automated Test Equipment and Functional Tester

- Specialisation in custom designing and building, testing hardware for automated test equipment, including firmware flashing fixtures, PCBA fixtures, and end-of-line testers.
- Develops embedded firmware and test software to enable high-throughput production validation.
- Enhances customer productivity and reduces reliance on skilled test resources.



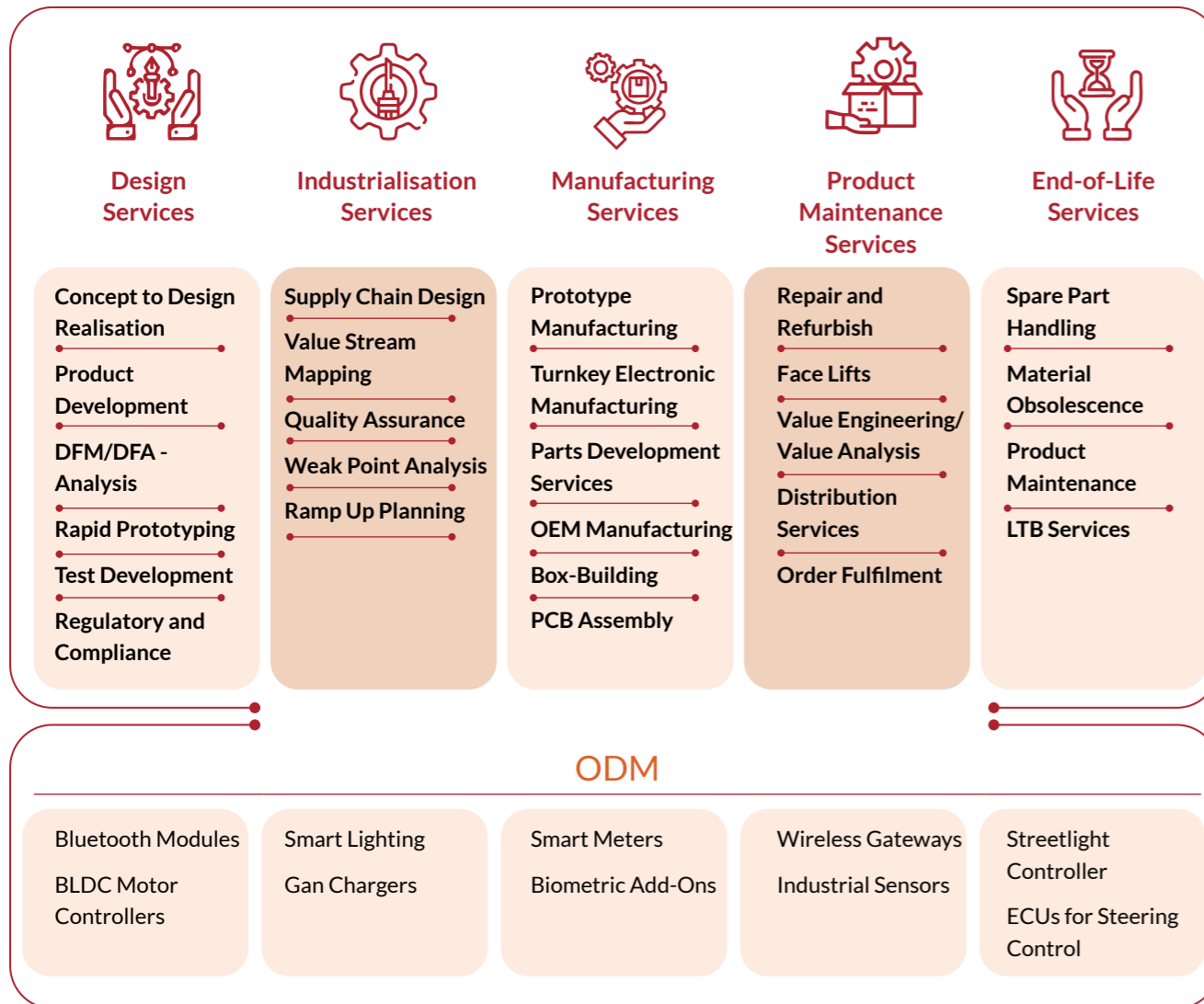
End-of-life Services

- Provides repair and refurbishment services for electronic cards across railway, aerospace, defence, and industrial sectors.
- Offers reengineering solutions, custom test setup development, and component-level electronic repairs.
- Supports the avionics segment with specialised maintenance and critical repair capabilities.



Leading ESDM Player with End-to-End Design and Engineering Capabilities

Offerings Spanning the Entire Customer Value Chain

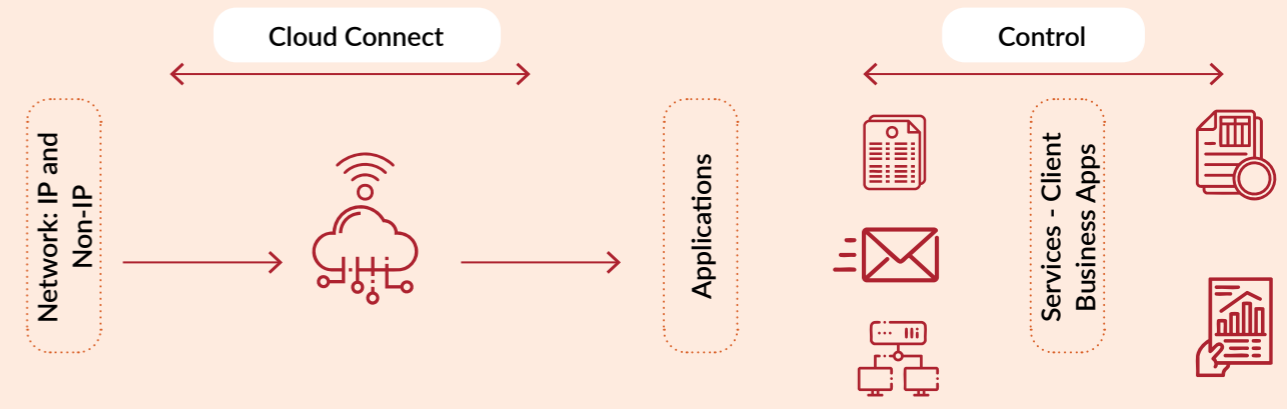
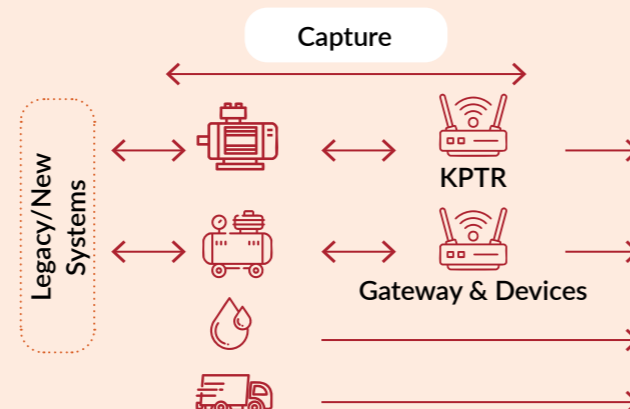


DID YOU KNOW?

Among the First to Support ISRO Programmes

Kaynes has been a trusted partner for ISRO for over a decade, delivering mission-critical assemblies and sub-systems for major space missions, a testament to the Company's credibility in the defence and aerospace domain.

End-to-end connected asset platform, including business applications, managed cloud service, and ODM Device solution



Our Product Portfolio

Innovating across Industries, Widening Product Portfolio

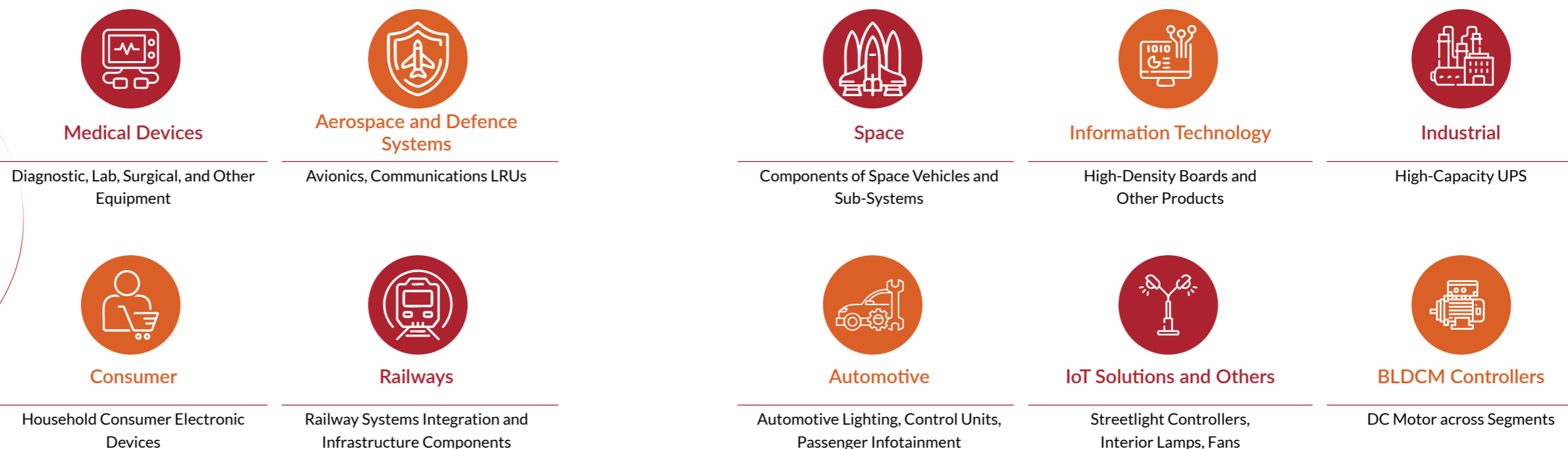
From smart infrastructure to space-grade electronics, our domain-driven product portfolio is designed to enable transformation across diverse, high-growth verticals. With a deep understanding of application-specific requirements and robust design-to-manufacture capabilities, we continue to deliver distinctive, high-impact products that shape the next generation of technology across industries.



Our Product Portfolio

Kaynes Technology India Limited

Application Specific Product Roadmap



Our Product Range Encompasses the Following Key Verticals:

Automotive



Cluster PCBA LED Headlamp/Tail Lamp/LED Position Lamp/DRL PCBA



Switches PCBA¹ BCU Master/BCU Slave PCBA

Industrial and EV

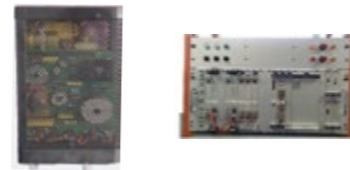


Engine Control Panel BLE Module



Street Light Controller Precision Bridge and Strain Gage

Railways



UM71 - Receiver ETCS Cubicle



SDTC Cubicle SDTC Card File

Aerospace, Outerspace & Strategic Electronics



Endoscopy Cart & ICP Sensor Module X-ray & Dental X-ray Machine



Controller Units Protein & Clinical Chemistry Analysers



HH Sonar Mission Critical Products²



ESAF ATE & LRU Cable Assemblies

IOT/IT, Cons and Others



Bar Code Scanner & RFID Gateway PLC & Asset Condition Monitoring Gateway



Sensors Industrial HMI Reader & Industrial Tablet

¹ Headlamp level switch/Steering control switch/Windowlift motor/Rocker switch PCBA

² Kaynes has been a valuable industry partner for soft landing of Chandrayaan-3 & launch of Aditya-L1 missions

Product-Level Edge

Designed for real-world performance across core verticals

Each product is engineered to meet stringent, sector-specific standards for reliability, safety, and compliance, whether in EV controllers, defence-grade PCBAs, or rail safety systems. This precise alignment ensures seamless integration into customer platforms and extends in-field lifecycles.

Deep integration with upstream and downstream technologies

With HDI PCB manufacturing and OSAT capabilities coming online, we now have greater control over critical inputs such as board density, component packaging, and embedded traceability, a key differentiator for automotive and aerospace OEMs.

Embedded intelligence through IoT and proprietary IPs

Products developed in-house increasingly feature smart diagnostics, wireless connectivity, and data-ready firmware, powered by reusable IP blocks and cloud-connected accelerators. This enhances both their standalone utility and their role within integrated systems.

Co-development and industrialisation capabilities across geographies

From India-led design to North America-based prototyping, we provide global OEMs with a distributed, resilient, and cost-effective productisation model, especially suited to export-driven industries.

Sustainability built into design choices

We are now optimising our products not only for performance, but also for energy efficiency, material traceability, and end-of-life recoverability, enabling long-term value creation for customers with ESG-linked goals.



From the Chairperson's Desk

**Driving Innovation.
Delivering Value.**



We also continued to improve key operating metrics, including inventory and working capital cycles, while maintaining prudent capital allocation. Our order book surged to ₹ 65,969 Mn by the end of FY 2024-25, underpinned by a growing share of long-cycle, high-visibility contracts.

Dear Shareholders,

It gives me immense pleasure to present to you the Annual Report for FY 2024-25, a landmark year in our journey of transformation, value creation, and purposeful innovation.

Over the past few years, Kaynes Technology India Limited has set its sights on becoming not just a participant, but a catalyst in India's electronics manufacturing ecosystem. FY 2024-25 marked a significant step in that direction. Amid evolving global dynamics and macroeconomic uncertainty, our Company remained resilient, agile, and forward-looking, delivering robust growth while laying strong foundations for the future.

Navigating the Global Landscape

The global economy in FY 2024-25 continued to navigate complex crosscurrents: supply chain recalibrations, persistent geopolitical shifts, and the reshaping of global sourcing models. Against this backdrop, India stood tall, as a beacon of stability and a rising force in global manufacturing and digital innovation. At Kaynes, we

aligned ourselves closely with this momentum, capitalising on policy tailwinds and shifting global narratives that favour trusted, high-tech manufacturing destinations like India.

Riding India's Growth Engine

India's thrust on self-reliance, infrastructure modernisation, and digital public goods continues to create fertile ground for innovation-led companies like ours. Our strategy remains centered around creating value by participating in high-growth, high-impact sectors from railways and space to electric mobility, smart metering, and semiconductors. With our continued investments and operational expansion, Kaynes is poised to play a pivotal role in India's vision to become a global hub for electronics design and manufacturing.

Strong Execution, Sustainable Growth

FY 2024-25 marked a year of disciplined execution and strategic progress. Our order book grew to ₹ 65,969 Mn by the end of the year, supported by a healthy mix of long-cycle and high-visibility contracts. We also continued to strengthen our operating fundamentals, optimising inventory, tightening working capital cycles, and ensuring efficient capital allocation. These achievements reflect our focus on sustainable growth and long-term value creation.

Innovation at the Core

At Kaynes, innovation is not incidental, it is intentional. FY 2024-25 saw us strengthening our position across high-tech, high-impact areas. We advanced construction of our OSAT and HDI PCB manufacturing facilities, with commissioning targeted by the end of 2025 and revenues expected to flow from Q4 FY 2025-26. These facilities mark our evolution into a fully integrated EMS player, capable of advanced packaging, chip assembly, and high-density electronics manufacturing. Our OSAT business will focus largely on advanced packaging, a strategic area expected to make a significant contribution to our business.

In parallel, we made significant progress in the railway sector. With investments in Kavach (Train Collision Avoidance System) and the acquisition of Sensonic, a global AI-driven rail safety solutions Company, we are positioning ourselves as an Original Design Manufacturer (ODM) capable of supplying cutting-edge safety electronics to all key stakeholders in the railway ecosystem.

New Verticals. New Frontiers.

FY 2024-25 also marked our strategic push into high-potential, high-volume sectors. With the Iskraemeco India acquisition, we are building end-to-end capabilities in smart meter manufacturing, including molding, PCB assembly, testing, and software. The scale of opportunity in this sector with 250 Mn smart meters yet to be implemented is significant, and we aim to become India's largest smart meter manufacturer with a targeted 15-20% market share.

Building the Future Today

We have also launched Kaynes Space Tech, a forward-looking venture led by ex-ISRO scientists focussed on high-precision manufacturing for satellite and launch vehicle components. This initiative aligns with our aspiration to contribute meaningfully to national security and next-generation space technologies. Our core EMS business remains self-funded and operationally cash-generating, supporting our 50-60% annual growth trajectory while keeping leverage in check. At the same time, we continue to invest in talent and leadership bandwidth to ensure that we scale without compromising on quality or execution.

Gratitude and Commitment

None of this would be possible without the unwavering support of our customers, partners, investors, and employees. To all our stakeholders, thank you for your trust, your confidence, and your partnership. It fuels our passion and drives our ambition.

As we step into the next phase of our journey, we remain deeply committed to our purpose, not just driving innovation and delivering value, but doing so with integrity, intelligence, and impact.

Savitha Ramesh

Executive Chairperson and Whole Time Director

Insights from Our Managing Director

It was a year marked by record performance. We achieved a revenue of ₹27,218 Mn, up from ₹18,046 Mn in the previous year. Our order book expanded to ₹65,969 Mn, reflecting strong visibility and customer trust. We continued to enhance margins while investing in future capabilities.

How would you describe the overall context in which Kaynes operated during FY 2024-25?

FY 2024-25 was not just a year of growth for Kaynes Technology, it was a year of strategic elevation. We transitioned from strength to scale, from ambition to execution, and from being a trusted EMS player to shaping the future of electronics manufacturing in India. Globally, the macroeconomic environment showed signs of recovery with easing inflation and stabilising monetary policy in key markets. However, geopolitical realignments and supply chain recalibrations continued to affect technology sectors. Amidst this, India sustained its position as one of the world's fastest-growing economies. The Government's continued emphasis on manufacturing, technology localisation, and electronic self-reliance created an enabling environment for companies like Kaynes to thrive.

What were the key achievements and operational highlights for Kaynes in FY 2024-25?

It was a year marked by record performance. We achieved a revenue of ₹ 27,218 Mn, up from ₹ 18,046 Mn in the previous year. Our order book expanded to ₹ 65,969 Mn, reflecting strong visibility and customer trust. We continued to enhance margins while investing in future capabilities.

Operationally, we scaled up to 16 manufacturing facilities, including developments in HDI PCB and OSAT capacities. We also made significant investments of ₹ 3,919 Mn in capital expenditure, including intangible assets, to build infrastructure that supports long-term scalability. These investments are a reflection of our belief in the quality of our pipeline and our customers' confidence in our delivery.

How is the Company balancing its legacy business with new verticals?

Our core EMS and design-led services portfolio continues to form the backbone of our business, spanning high-growth verticals such as automotive and electric vehicles, industrial automation, aerospace and defence, healthcare electronics, and IoT-based smart infrastructure. Our reputation as a full-lifecycle partner from prototyping to volume manufacturing

has been key to sustaining long-term relationships across global OEMs.

Building on this foundation, we are now investing in verticals that deepen our participation across the electronics value chain. These include smart metering, high-density interconnect (HDI) printed circuit boards, outsourced semiconductor assembly and testing (OSAT), and AI-enabled railway safety systems. These initiatives are not a departure from our core area. They are designed to strengthen our IP base, improve margins, and deliver vertically integrated solutions across critical sectors.

Could you elaborate on each of these new verticals and how they support Kaynes' strategic vision?

Certainly. Each vertical has a strong rationale rooted in national importance and long-term profitability:

- ▶ **Smart Metering:** This is expected to be a key national enabler. The Government of India has targeted the deployment of 250 Mn smart meters under the Revamped Distribution Sector Scheme (RDSS). According to internal assessments, the execution is being overseen by the Ministry of Power and a high-level task force, underscoring the urgency and scale of this opportunity. We are among the few companies with end-to-end capabilities from hardware and embedded systems to edge analytics making us a one-stop partner for utilities.
- ▶ **HDI PCBs:** India is still dependent on imports for HDI boards. Our facility in Chennai, focussed on advanced multilayer boards, is expected to plug this gap and align with the goals of self-reliance under Make in India and the ECMS scheme.
- ▶ **OSAT:** The establishment of our OSAT facility through Kaynes Semicon is a strategic forward integration. It complements our EMS and PCB businesses and positions us uniquely as the only Indian company offering all three under one roof. The facility includes six divisions OSAT, ATE (Automated Test Equipment), Reliability and Failure Analysis, R&D, System Solutions, and ODM, each with revenue-generating potential.
- ▶ **Railway Safety Systems:** Through our acquisition of Sensonic in Austria, we are introducing AI-led vibration sensing and monitoring systems that enhance railway safety and signalling under initiatives like Kavach. These solutions address national priorities around transport safety, security, and predictive infrastructure management.

What were some of the Company's key strategic and inorganic initiatives this year?

We strengthened our global footprint through the acquisition of Sensonic and continued operational integration of Digicom Electronics in the US. These moves not only expand our access to technology and customers but also bring new capabilities to the Kaynes ecosystem.

On the domestic front, we invested significantly in capacity building, particularly at our upcoming HDI PCB facility and the semiconductor packaging plant at Sanand. These projects represent our commitment to long-term capability building rather than just short-term gains.

How do you see Kaynes positioned for the future? What is the road ahead?

We are positioning Kaynes as a next-generation technology manufacturer with a deep focus on IP, vertical integration, and strategic partnerships. The next 2-3 years will be a period of execution and consolidation across our new verticals. Smart Metering is expected to contribute 25 to 30% of our turnover in the coming years. The OSAT division will require significant investment in FY 2025-26, with revenue contribution picking up thereafter.

We are also expanding our R&D capabilities to support innovation in packaging, edge analytics, and custom design solutions. Across our portfolio, the aim is to deliver products that are not just manufactured in India but designed, differentiated, and globally competitive.

Is there a message you would like to leave with your shareholders?

We are at an inflection point. The groundwork we have laid over the past few years across infrastructure, leadership, customer partnerships, and vertical entry is beginning to translate into results. At the same time, we are mindful that sustainable growth requires financial discipline, operational resilience, and innovation-led differentiation.

On behalf of the entire Kaynes team, I thank you for your continued trust. We are committed to building a Company that creates value not only through numbers but through relevance, capability, and purpose.

Ramesh Kunhikannan
Managing Director

CEO's Address to Stakeholders

FY 2024-25 was the year we meaningfully advanced four new verticals, smart metering, HDI PCBs, OSAT, and AI-enabled railway safety systems. Each of these represents not just a commercial opportunity but a strategic move towards value chain integration, higher IP ownership, and platform-led differentiation.

FY 2024-25 was a year of decisive transformation for Kaynes Technology, a period where we matured our strategic focus, scaled execution across multiple fronts, and laid strong foundations for long-term value creation. As we evolved from a primarily EMS-led model to a vertically integrated, innovation-led enterprise, our actions were guided by one objective: to prepare Kaynes for leadership in the future of global electronics manufacturing.

Broadening the Definition of Kaynes

What defines Kaynes today is not just our ability to deliver complex electronic manufacturing services, but our capacity to architect, design, engineer, and scale end-to-end solutions. Over the years, we have earned the trust of some of the world's most demanding OEMs across sectors like automotive and EVs, aerospace and defence, industrial automation, and healthcare electronics. In FY 2024-25, we continued to honour that trust, expanding our footprint, deepening our customer relationships, and enhancing the agility and robustness of our operations.

With 16 manufacturing facilities, including upcoming capacities in high-density interconnect (HDI) PCBs and outsourced semiconductor assembly and testing (OSAT), our physical and technological infrastructure is scaling in alignment with our customer commitments. We invested ₹ 3,919 Mn in capex during the year, focussed on building long-cycle assets that support our multi-vertical future.

Strategic Leaps across High-Value Verticals

FY 2024-25 was the year we meaningfully advanced four new verticals, smart metering, HDI PCBs, OSAT, and AI-enabled railway safety systems. Each of these represents not just a commercial opportunity but a strategic move towards value chain integration, higher IP ownership, and platform-led differentiation.

Our work in smart metering reflects our readiness to serve national-scale deployments with full-stack capabilities from hardware to embedded software and edge analytics. In HDI PCBs, our upcoming Chennai facility will help reduce import dependency in a segment vital to telecom, defence, and mobility. The OSAT business, through Kaynes Semicon, is designed as a comprehensive platform encompassing six divisions: assembly, ATE, reliability and failure analysis, R&D, system solutions, and ODM. And in railway safety, our technology-led systems are bringing advanced sensing and analytics into India's next-generation rail infrastructure.

What ties these together is not adjacency, but intentionality. These verticals were chosen not only for their margin potential, but also for their ability to enhance our engineering depth and global relevance.

Expanding through Inorganic Actions

In FY 2024-25, our inorganic strategy was sharply aligned with capability acquisition and international expansion. The acquisition of Sensonic GmbH in Austria brought into the Kaynes fold a highly differentiated solution in the form of distributed acoustic sensing for railway safety and monitoring. This aligns well with national initiatives such as Kavach and with global rail infrastructure modernisation trends.

Further strengthening our portfolio, we acquired Iskraemeco India to deepen our position in the smart metering space. This acquisition expands our capabilities in embedded and communication technologies for next-generation meters and enhances our ability to serve utility-scale deployments with intelligent, integrated metering solutions tailored to the evolving needs of the power distribution ecosystem.

We also deepened the integration of Digicom Electronics in the US, which has opened new avenues for customer acquisition and technology collaboration in North America. Through these steps, we are not only extending our presence geographically but also diversifying our solution portfolio and accessing deeper design and testing capabilities.

Inorganic actions for us are not transactional. They are part of a broader strategy to ensure that our growth is backed by complementary capabilities, culturally aligned teams, and sustainable synergy.

Looking Ahead

The years ahead will require Kaynes to act with agility, think like a technology company, and lead like an innovation partner. We are strengthening our research and development backbone to build proprietary designs, accelerating edge computing capability, and laying the ground for scalable platforms across multiple verticals. Our planned investments across Sanand, Chennai, Mysuru, Pune, and within the broader Kaynes Semicon ecosystem are aimed at positioning us not just for India's opportunity, but for global relevance.

Rajesh Sharma
Chief Executive Officer

CFO's Message

We are also exploring strategic financing options that align with our growth plans while protecting shareholder value, including performance-linked incentives, government schemes under ECMS and PLI, and targeted institutional support.

FY 2024-25 was a pivotal year for Kaynes Technology, not only in terms of topline growth but also in how we deployed capital, enhanced margins, and strengthened our financial resilience. As we expand into high-potential verticals and integrate key acquisitions, our financial strategy remains anchored in disciplined growth and sustainable value creation.

Navigating a Dynamic External Environment

The year was shaped by an improving global macroeconomic environment, with moderating inflation and easing monetary policy in several economies. However, technology supply chains continued to experience the aftershocks of prior disruptions, compounded by ongoing geopolitical realignments. Domestically, India sustained its trajectory as one of the fastest-growing economies, underpinned by government-led manufacturing reforms, semiconductor and electronics policies, and strong investor sentiment. This environment provided a supportive backdrop for Kaynes' continued evolution as a vertically integrated, design-led electronics manufacturing player.

Robust Financial Performance

Kaynes delivered its strongest financial performance to date in FY 2024-25, with revenue growing 51% year-on-year to ₹ 27,218 Mn, compared to ₹ 18,046 Mn in FY 2023-24. This growth was broad-based across verticals and driven by both organic expansion and strategic initiatives.

Operating EBITDA for the year stood at ₹ 4,107 Mn, translating into a margin of 15.1%, a significant improvement from 14.1% in the previous fiscal. Profit After Tax (PAT) rose to ₹ 2,934 Mn, reflecting continued operating leverage, efficient cost management, and a shift towards higher-margin offerings.

Our improved working capital management also contributed to this performance, helping reduce financing costs and increase cash efficiency. These outcomes reaffirm our ability to execute financially sound growth even as we diversify our portfolio and scale up investments.

Capital Allocation Strategy

During FY 2024-25, we undertook a capital expenditure of ₹ 3,919 Mn, including investments in intangible assets. A significant portion was directed towards our HDI PCB facility in Chennai, OSAT and semiconductor packaging project at Sanand, and other capacity expansion projects under the Kaynes Semicon umbrella. These investments were aligned with our long-term roadmap and supported by our strong cash flows and prudent financial planning.

Our capital allocation continues to be guided by three principles:

Building long-term capacity and IP in high-margin verticals

Strengthening backward integration for greater control and cost efficiencies

Maintaining healthy leverage levels, ensuring debt remains manageable as we scale

Order Book Strength and Revenue Visibility

Our order book stood at ₹ 65,969 Mn at the end of FY 2024-25, up significantly from ₹ 41,152 Mn a year ago. This robust pipeline is a direct result of our multi-vertical customer engagement and solution-led positioning. With several new accounts added in key verticals, including Industrial and EV, aerospace, defence, and smart infrastructure, we now enjoy better revenue visibility across FY 2025-26 and beyond.

Additionally, early-stage orders from new verticals such as smart metering and railway safety systems have started to contribute, with larger-scale monetisation expected from FY 2025-26 onwards. The OSAT facility is also expected to commence commercial production in phases, creating a diversified annuity-like revenue stream over time.

Key Financial Strategies

As we scale, our finance function is playing a more strategic role in supporting growth. This includes:

Enhancing digitisation and analytics to improve decision-making across capex, working capital, and profitability

Enabling risk-adjusted expansion by modelling different demand and margin scenarios across new verticals

Developing internal benchmarks and efficiency trackers for all major projects and facilities

Strengthening cost governance frameworks, especially in areas like semiconductor assembly and smart metering, where margins are sensitive to scale and technology efficiency

We are also aligning closely with ESG-linked metrics in financial decision-making, ensuring that our investments support both performance and long-term sustainability.

Outlook and Future Financial Goals

Looking ahead, our objective is to sustain the positive growth momentum over the next few years, supported by the rising contribution from high-margin verticals. We expect to see similar trends in operating performance, aided by higher productivity, better fixed-cost absorption, and the benefits of backward integration.

From a capital standpoint, FY 2025-26 will be a significant investment year, particularly for Kaynes Semicon, where capex will be deployed across functions, including OSAT, Automated Test Equipment (ATE), and R&D. While revenue contribution will remain limited in the current year, we expect profitability from these investments to begin materialising from FY 2026-27. Importantly, our leverage position remains healthy, providing sufficient headroom to support these long-cycle, high-impact projects.

We are also exploring strategic financing options that align with our growth plans while protecting shareholder value, including performance-linked incentives, government schemes under ECMS and PLI, and targeted institutional support.

Closing Note

FY 2024-25 validated the robustness of our financial strategy, one that balances ambition with accountability. As we move forward, I remain confident in our ability to deliver sustainable financial outcomes through disciplined execution, strategic foresight, and a sharp focus on value creation.

I thank our investors, customers, and employees for their trust, and look forward to your continued support in this exciting phase of Kaynes' journey.

Jairam P. Sampath

Whole Time Director and Chief Financial Officer

New Frontiers

Expanding New Frontiers, Emerging Business Segments

At Kaynes, we are expanding beyond conventional boundaries. As a design-first electronics partner to global OEMs, we are entering a new phase, one where the future is defined by what we engineer today. From intelligent infrastructure to advanced chip packaging, our investments in deep-tech domains are sharpening our engineering advantage, broadening our addressable markets, and unlocking sustained value.

Each of our new ventures, Smart Metering, Advanced Semiconductor Packaging (OSAT), High-Density Interconnect PCBs, and AI-Powered Railway Safety is rooted in market relevance and supported by favourable policy, customer demand, and global trends. These are not peripheral pilots; they are focussed, high-conviction

initiatives that align with India's technology vision and the shifting contours of the global electronics landscape.

We view these verticals not only as engines of future growth, but as strategic platforms to deepen value chain integration, enhance margin potential, and scale our presence in critical sectors, including energy, mobility, infrastructure, connectivity, and safety.



New Growth Engines



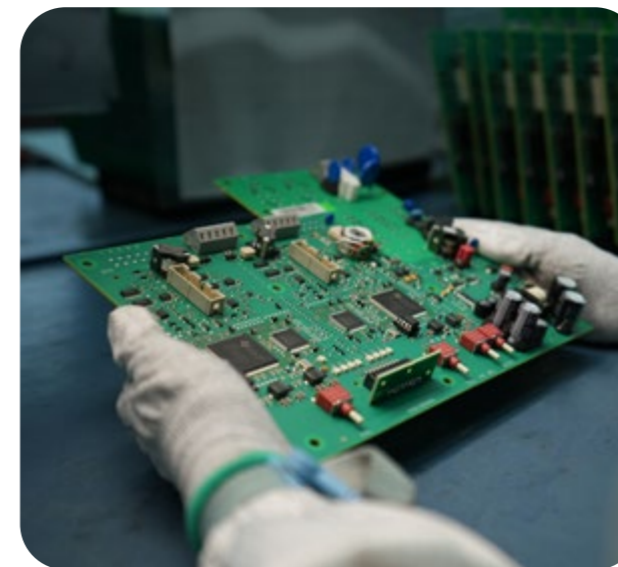
Smart Metering and Grid Intelligence

Data-driven energy management and utility digitisation



Advanced Semiconductor Packaging (OSAT)

Chip-scale packaging and assembly aligned to India's silicon push



High-Density Interconnect PCBs

Miniaturised, high-performance electronics across core sectors



AI-Powered Railway Intelligence

Smart safety and monitoring systems for national infrastructure

Smart Metering & Grid Intelligence

Engineering Smart Metering, Unlocking Grid Intelligence

What's the Opportunity

India's power distribution sector is entering a decisive phase of transformation. Under the Revamped Distribution Sector Scheme (RDSS), the mandate to deploy over 250 Mn smart meters has created a vast runway for scale, with fewer than 10% installed to date. For Kaynes, this opportunity is not just about volume but about delivering the intelligence layer behind India's future grid.

Smart meters are increasingly becoming a critical element of household energy management by enabling real-time monitoring, grid optimisation, and integrated electricity governance. Through its acquisition of Iskraemeco India, Kaynes has developed strong in-house capabilities in design, edge analytics, and system integration, positioning the Company well to meet the growing demand from utilities for secure, scalable, and comprehensive smart metering solutions. Kaynes' integrated approach combines both product and platform offerings while balancing cost and quality, enabling it to capture a significant share of the rapidly expanding smart metering market, which is estimated to be worth approximately ₹ 65,000 Mn and poised for robust growth.

DID YOU KNOW?

"Kaynes' smart meter facility in Hyderabad can manufacture one meter every nine seconds, with a planned annual capacity of 4 Mn units."

CXO-Led Strategic Vision

A message from Madan Mohan Chakraborty, CEO, Iskraemeco India, Kaynes subsidiary

The smart metering revolution in India is about reinforcing the core of the country's energy infrastructure. With Kaynes' backing, Iskraemeco India is developing integrated metering solutions that respond to real-world utility challenges at scale. Our capabilities span across hardware, software, edge analytics, and complete system delivery, empowering utilities to create more transparent, efficient, and resilient grids. Backed by a state-of-the-art facility in Hyderabad and early success with key state-level deployments, we are well-positioned to scale both reach and impact.

Smart metering is the only Kaynes product that connects directly with consumers, giving it a unique place within the Group's portfolio. Our strategy centres on expanding volumes, diversifying product variants, and entering new geographies. With a projected contribution of 25–30% to Group revenues over the next few years, the business is also evolving into adjacent domains such as railway signalling and industrial automation.

We view this as a meaningful opportunity to contribute to a critical national initiative, and remain committed to supporting its long-term success.

Sector Alignment

Kaynes' smart metering strategy is directly aligned with:

- ▶ **RDSS (Revamped Distribution Sector Scheme):** Enabling utility digitisation through phased smart meter rollouts
- ▶ **Smart Cities Mission:** Integrating intelligent infrastructure across metros and Tier-2 cities
- ▶ **Digital Public Infrastructure:** Embedding data intelligence and energy traceability at the household level
- ▶ **Make in India for Energy:** Supporting self-reliance in metering hardware and system-level integration

What Sets Us Apart

- ▶ One of the few Indian companies with in-house design for embedded system (hardware and firmware), universal software, edge analytics, and full (meter to cash) solution delivery
- ▶ Confirmed orders from utilities in Gujarat, West Bengal, and Kerala, with several other bids under evaluation
- ▶ Cost advantage and independence from external vendors, enabling quality and price leadership
- ▶ Hyderabad facility located on 46-acre land, with planned vertical integration for PCB, bare board, and semicon
- ▶ Integrated operations with Kaynes Mysuru plant for seamless component development and supply

Impact Outlook

- ▶ Multi-year utility contracts create a robust and scalable revenue model
- ▶ Enables Kaynes to transition into a product-plus-intelligence Company with long-term domestic and export relevance
- ▶ Opens pathways into smart grid platforms, AI-based demand-response systems, and connected energy infrastructure
- ▶ Aligned with national priorities in digital governance, sustainability, and household-level energy transparency



OSAT

Advanced Semiconductor Packaging (OSAT) Building the Backbone of India's Chip Future

What's the Opportunity

As chip design globalises and demand for post-fab integration accelerates, Outsourced Semiconductor Assembly and Testing (OSAT) has emerged as a high-value, margin-accretive opportunity. With the industry projected to reach US\$ 71 Bn by FY 2028–29, advanced packaging is becoming a key differentiator for both fabless and integrated device manufacturers. As backend manufacturing gains strategic importance, India is stepping in to address global supply chain imbalances and Kaynes is proud to be among the few Indian companies building OSAT capabilities from the ground up.

Through its greenfield OSAT facility in Sanand, Kaynes is bridging a key ecosystem gap, becoming the only Indian player offering an integrated platform spanning EMS, bareboard PCB, and OSAT. This strategic expansion not only advances the Make in India vision but also strengthens the nation's semiconductor self-reliance in a globally constrained market.

CXO-Led Strategic Vision

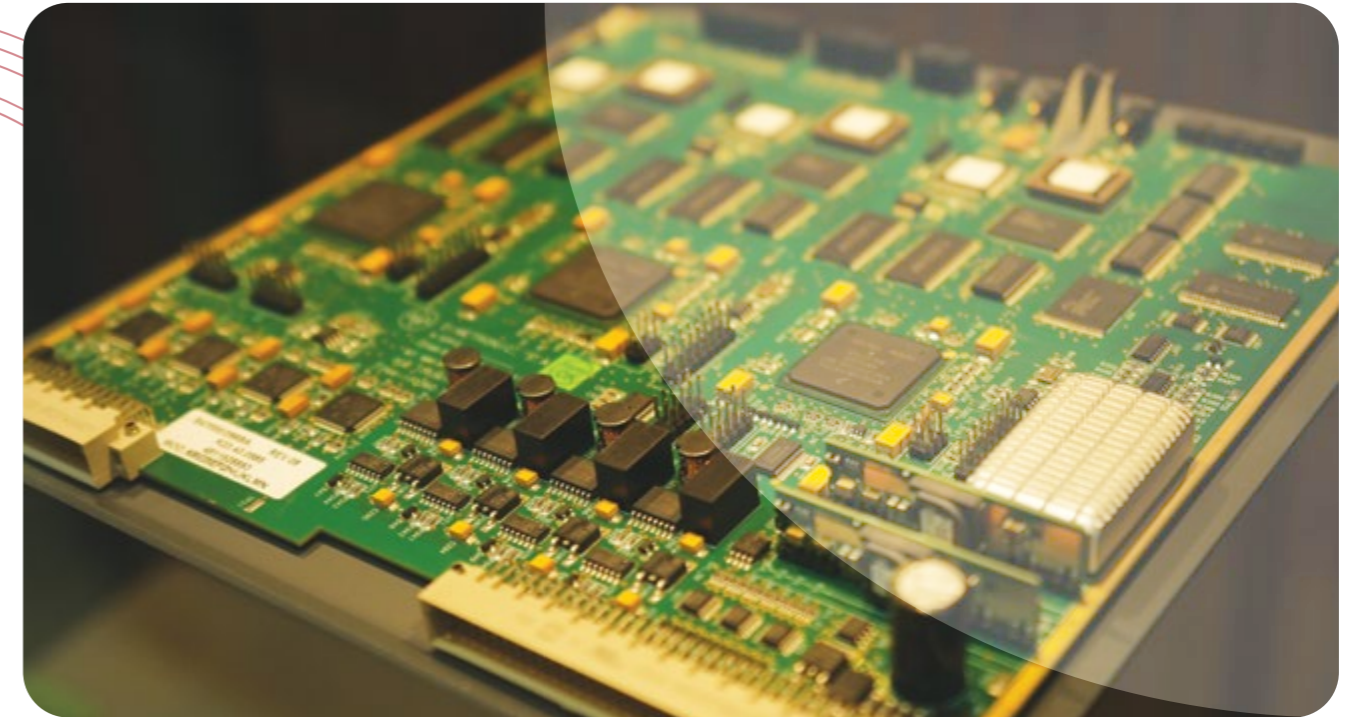
A message from Raghu Panicker, CEO, Kaynes Semicon

India's semiconductor ecosystem is entering a critical build phase, and advanced packaging is emerging as one of its most immediate priorities. At Kaynes, we are establishing the foundation for a world-class OSAT facility that combines precision engineering, international collaboration, and scale aligned with national policy priorities. Our focus is on delivering backend solutions that meet global benchmarks while serving the strategic needs of domestic and international chipmakers. This move is a meaningful step towards self-reliance and deeper value capture across the semiconductor value chain.

This vertical is not just a backward integration of our EMS capabilities, it's a leap into high-impact value creation. Our immediate focus is to operationalise a pilot line, begin customer sample qualification, and build momentum towards full-scale production. Over the long term, we aspire to be a leader in advanced packaging, supported

by six specialised divisions under Kaynes Semicon, each geared to drive innovation and revenue.

This journey represents a strategic inflection point for the Group, one that allows us to deepen capability, strengthen domestic supply chains, and contribute meaningfully to India's semiconductor ambition.



DID YOU KNOW?

"Kaynes' upcoming OSAT facility in Sanand is designed to handle 6.3 Mn chips per day, making it one of India's most ambitious backend semiconductor projects under the PLI scheme."

What Sets Us Apart

- ▶ OSAT facility being developed with a ₹ 43,000 Mn investment at Sanand, with Kaynes contributing ₹ 8,000 Mn as equity
- ▶ In-house R&D team of over 100 experts in embedded design, system integration, and packaging, a differentiator in the EMS space
- ▶ R&D collaboration with IIT Bombay in progress to advance packaging IP and fast-track innovation
- ▶ Global tie-ups with international OSAT players and Ponni Tech (Malaysia) for execution, distribution, and knowledge-sharing

Sector Alignment

- ▶ Aligned with the India Semiconductor Mission, which provides capital and policy support to develop chip manufacturing and packaging capabilities
- ▶ Supported under the PLI scheme for semiconductors and display fabs, with 50% central and 25% state capex subsidy on eligible spends
- ▶ Addresses the national goal of reducing dependency on traditional chip packaging hubs and strengthening domestic semiconductor resilience
- ▶ Complements PLI initiatives across IT, telecom, and electronics manufacturing, where Kaynes already has an active presence

Impact Outlook

- ▶ FY 2025–26 will be an investment year, with commercial rollout expected by Q4
- ▶ Short-term revenue impact will be limited, but long-term contribution is projected to reach ₹ 45,000 Mn annually at full capacity
- ▶ Key clients in the Power MOSFET and Industrial segment expected to drive early offtake
- ▶ Strategic ambition is for OSAT to contribute 30% of Kaynes Group revenues over the next 4–5 years
- ▶ Vertical integration across OSAT, EMS, and PCB enhances supply chain control, margin accretion, and technology ownership

HDI PCBs

High-Density Interconnect PCBs Precision in Layers, Enabling the Devices of Tomorrow

What's the Opportunity

As the electronics industry shifts towards compact, high-speed, and multilayered architectures, High-Density Interconnect (HDI) PCBs are emerging as a fundamental building block across industries from EVs and telecom to aerospace, defence, and smart energy systems.

This greenfield expansion is strategically timed amid global supply chain realignments and policy tailwinds such as the 'Make in India' programme. By localising production of advanced multilayer PCBs, Kaynes is not only enabling import substitution but also reinforcing India's electronics self-reliance.



DID YOU KNOW?

India sources nearly 90% of its HDI PCBs through imports. Kaynes' upcoming Tamil Nadu facility is set to localise production in this critical segment, supporting sectors from telecom to defence.



CXO-Led Strategic Vision

A message from Kumar Subramaniam, CEO, Kaynes Circuits

India's semiconductor and electronics ecosystem requires a robust domestic backbone, and HDI PCBs are central to that vision. At Kaynes, we are leveraging our early-mover advantage to become the first Indian Company to deliver complex, multilayer HDI boards at global standards. Our upcoming state-of-the-art facility in Tamil Nadu, the first of its kind in the country, will have the capability to manufacture multilayer PCBs up to 74 layers, HDI PCBs up to 8 layers, and flexible PCBs for critical applications in aerospace, defence, AI, backplanes, drones, medical devices, telecom infrastructure, smartphones, wearables, and other advanced domains.

Designed for both low and high-mix production, and powered by Industry 4.0 and advanced automation technologies, this facility will serve as a strategic anchor, tightly integrated with our EMS and OSAT platforms. This vertical is more than just a new line of business; it is a national milestone and a fundamental capability that strengthens every other part of our ecosystem, while aligning with the government's vision of fostering self-reliance and global competitiveness in high-tech electronics manufacturing.

Sector Alignment

- ▶ Directly aligned with India's Make in India and PLI schemes for electronics manufacturing
- ▶ Addresses increasing demand for high-performance, space-efficient PCBs in EVs, aerospace, telecom, and industrial automation
- ▶ Complements Kaynes' broader ambition to become a fully integrated design-to-distribution electronics platform

What Sets Us Apart

- ▶ Kaynes is one of the first Indian companies to establish a dedicated HDI PCB fabrication facility
- ▶ The Chennai unit is designed to produce advanced, high-layer count boards using state-of-the-art equipment and environmentally friendly processes
- ▶ Enables backward integration with Kaynes' existing EMS and upcoming OSAT offerings
- ▶ Leverages Kaynes' existing certified quality systems, global accreditations, and design-led expertise for complex electronics
- ▶ Designed to deliver superior multilayer PCB performance across critical applications

Impact Outlook

- ▶ Strengthens customer relationships by offering an integrated design-to-fabrication solution within a single ecosystem
- ▶ Improve margin profile by internalising a high-value capability previously outsourced to external partners
- ▶ Establishes Kaynes as a market leader in domestic HDI manufacturing, with long-term plans to move into more advanced board technologies and serve high-potential international markets

AI-Powered Railway Intelligence Redefining Rail Safety through Data and Design

What's the Opportunity

India's railway network, one of the largest in the world, is undergoing a strategic upgrade, with digitalisation, automation, and AI-led safety systems driving the transformation. AI-powered platforms like Kavach, vibration-based monitoring systems, and predictive analytics are becoming essential to enhancing signalling efficiency and infrastructure reliability. The opportunity spans both public and private rail corridors, with safety technologies emerging as a vital enabler in the next phase of long-term infrastructure modernisation.

Railway safety is no longer limited to hardware, it now starts with sensing and culminates in data-driven intelligence. Through our investment in Sensonic and the development of Kavach-aligned systems, we are integrating AI, precision engineering, and deep understanding of public infrastructure. This vertical presents significant, recurring opportunities both in India and internationally, and positions Kaynes to play a meaningful role in the future of rail safety and modern mobility.

DID YOU KNOW?

Kaynes' acquisition of Sensonic GmbH brought into India a rail safety technology already trusted by European networks – proprietary distributed acoustic sensing, now being adapted for the nation's Kavach train protection system.

Sector Alignment

- ▶ Aligned with Indian Railways' safety modernisation roadmap, where Kavach is being deployed as a national train protection system
- ▶ Supported by India's public-private infrastructure investment plans, targeting safety upgrades across urban and intercity networks
- ▶ Taps into global trends of AI adoption in transport safety, from Europe's rail corridors to ASEAN's metro systems

What Sets Us Apart

- ▶ Acquisition of Austria-based Sensonic GmbH, giving Kaynes proprietary capabilities in vibration sensing and AI-based rail monitoring
- ▶ Ongoing proof-of-concept (PoC) development for Kavach technologies, with rollout expected to begin post-validation
- ▶ Ability to integrate railway safety tech with in-house EMS, design, and product lifecycle capabilities, reducing time-to-deploy
- ▶ Strong track record in rail electronics: control cubicles, signal detection modules, and mission-critical onboard units are already part of Kaynes' rail portfolio

Impact Outlook

- ▶ Strengthens Kaynes' presence in public infrastructure electronics with long-cycle, high-reliability demand
- ▶ Opens new revenue pathways via global rail-tech deployments, supported by Sensonic's European credentials
- ▶ Reinforces Kaynes' ability to act as a system-level player, not just a component manufacturer, in critical national and international railway projects























Business Model Reflecting Value Creation

Unifying Design and Execution, Building Lasting Value

Our value creation model reflects the strength of Kaynes' integrated business by combining design, manufacturing, and emerging technologies.

By aligning each capital with core processes and stakeholder needs, we transform inputs into sustained, high-impact outcomes. Every element of the model supports our long-term growth vision while advancing both national objectives and global priorities.

Capital	Inputs	How We Create Value	Outputs	Outcomes	SDGs Impacted	Key Focus Areas
 Financial Capital	<ul style="list-style-type: none"> ₹ 65,969 Mn Order book (as on 31 March, 2025) Capex incentives for OSAT & HDI (50–75%) Healthy debt-to-equity ratio 	<ul style="list-style-type: none"> Strategic capital deployment in high-growth verticals Cost-efficient execution and procurement discipline Policy-linked capital leverage 	<ul style="list-style-type: none"> ₹ 27,218 Mn Revenue ₹ 4,107 Mn EBITDA ₹ 2,934 Mn PAT ₹ 3,100 Mn deployed in HDI ₹ 1,600 Mn in OSAT infra ₹ 2,100 Mn across vertical expansions 	<ul style="list-style-type: none"> Margin accretion Strengthened balance sheet Improved investor visibility 	 	<ul style="list-style-type: none"> Capital productivity Profitability Strategic reinvestment
 Manufactured Capital	<ul style="list-style-type: none"> 16 operational facilities New meter line (4 Mn units/year capacity) HDI (Chennai) under construction OSAT groundwork (Sanand) 20,000 sq. ft. US plant (Digicom) 	<ul style="list-style-type: none"> AI-enabled SMT lines Multi-product, high-mix manufacturing Export-compliant infrastructure 	<ul style="list-style-type: none"> 1.56 Mn Meters produced 98,000 cable harness sets 2.8 Lakhs PCBAs 32% YoY SMT efficiency gain 	<ul style="list-style-type: none"> Increased manufacturing agility High throughput for OEM/ODM Vertical integration scalability 	 	<ul style="list-style-type: none"> Smart infrastructure Throughput efficiency Manufacturing resilience
 Intellectual Capital	<ul style="list-style-type: none"> 400+ embedded engineers SnapShot platform enhancements IIT Bombay OSAT R&D partnership Internal IP systems (test jigs, firmware) 	<ul style="list-style-type: none"> Platformised design cycles Cross-vertical IP reuse Sector-aligned innovation (EV, Power, Rail) 	<ul style="list-style-type: none"> 3 ODM platforms launched (Lighting, BLDC, GaN) 100% in-house test automation in 4 units AI-led rail safety deployed (Sensonic) 	<ul style="list-style-type: none"> Faster time-to-market IP-driven product stickiness Innovation-led margin gain 	 	<ul style="list-style-type: none"> ODM strength IP reuse Design agility
 Human Capital	<ul style="list-style-type: none"> 6,199 total employees 35% women in SMT roles 22,000+ training hours 200+ employees cross-trained in new verticals 	<ul style="list-style-type: none"> Internal mobility programmes Skill-building for OSAT, HDI, ODM Inclusive workplace development 	<ul style="list-style-type: none"> 210 employees transitioned to high-skill roles 98% retention in SMT units 100% EHS & quality compliance 	<ul style="list-style-type: none"> Future-ready talent pipeline Workforce resilience Higher productivity per person 	  	<ul style="list-style-type: none"> Talent agility Knowledge continuity Inclusive growth
 Natural Capital	<ul style="list-style-type: none"> SMT scrap rate <1% 14% drop in energy/unit Green ODM designs adopted 46-acre Hyderabad expansion with ESG focus 	<ul style="list-style-type: none"> Lifecycle-focussed product design Sustainable plant planning Low-waste SMT execution 	<ul style="list-style-type: none"> 1.2 GWh energy savings 60% SKUs recyclable-design compliant 2 facilities pre-certified green 	<ul style="list-style-type: none"> Reduced carbon intensity ESG tender eligibility Green product competitiveness 	 	<ul style="list-style-type: none"> Green electronics Energy optimisation Compliance readiness
 Social & Relationship Capital	<ul style="list-style-type: none"> Executed 3.5 Mn Meter order (Gujarat) Projects in Kerala, West Bengal Rail pilots via Sensonic (India) CSR across 5 districts 	<ul style="list-style-type: none"> Co-development with infra clients OEM partnerships via Digicom, Transparent milestone execution 	<ul style="list-style-type: none"> 1.56 Mn meters delivered 2 railway zones on-boarded 3 new OEM accounts added 	<ul style="list-style-type: none"> Expanded infra trust Public sector positioning Global EMS/ODM credibility 	  	<ul style="list-style-type: none"> Public-private partnerships Ecosystem trust Export scale

Stakeholder Engagement

Engaging Stakeholders, Building Enduring Trust

Stakeholders form the foundation of our journey as a Company, from customers and employees to regulators and communities. By understanding their expectations and fostering transparent, consistent, and responsive engagement, we enhance our ability to take informed decisions and create long-term value. Our stakeholder strategy is built on principles of inclusivity, accountability, and alignment with collective growth goals.

Key Interests

Strategic Engagement Approach

Key Channels/Platforms

Equity Shareholders and Financial Institutions

01

- ▶ Transparent reporting
- ▶ Governance and accountability
- ▶ Sustained value creation

- ▶ Structured investor relations programme
- ▶ Timely financial disclosures
- ▶ Insights into growth and risk strategies

- ▶ Analyst meets, earnings calls
- ▶ Investor dashboard
- ▶ Integrated Annual Reports

Customers (OEMs, Global and Domestic Clients)

02

- ▶ Engineering excellence
- ▶ Innovation and customisation
- ▶ Cost competitiveness
- ▶ ESG-compliant sourcing

- ▶ Joint product development
- ▶ Design-led manufacturing partnerships
- ▶ Dedicated client service & quality assurance teams

- ▶ Key account reviews
- ▶ NPI (New Product Introduction) workshops
- ▶ Satisfaction surveys

Employees and Talent Pool

03

- ▶ Career growth
- ▶ Learning and innovation
- ▶ Diversity and inclusion
- ▶ Well-being

- ▶ Capability acceleration through L&D
- ▶ Leadership grooming programmes
- ▶ Transparent performance management and recognition

- ▶ Townhalls
- ▶ LMS (Learning Management System)
- ▶ Employee NPS and feedback forums

Key Interests

Strategic Engagement Approach

Key Channels/Platforms

Suppliers and Value Chain Partners

04

- ▶ Long-term business visibility
- ▶ Operational integration
- ▶ Ethical procurement practices

- ▶ Vendor development programmes
- ▶ Co-innovation for quality and cost improvements
- ▶ Sustainable procurement aligned with ESG benchmarks

- ▶ Supplier portal
- ▶ Strategic sourcing meets
- ▶ Capacity planning workshops

Government and Regulatory Bodies

05

- ▶ Policy compliance
- ▶ Contribution to domestic manufacturing
- ▶ Timely tax and regulatory submissions

- ▶ Adherence to all applicable statutory frameworks (SEBI, MCA, GST, MoEFCC)
- ▶ Participation in PLI, OSAT, SPECS and semiconductor policies
- ▶ National interest-aligned expansion projects

- ▶ Quarterly and annual filings
- ▶ Representation in policy consultations
- ▶ Direct liaison meetings

Communities and Social Institutions

06

- ▶ Livelihood generation
- ▶ Environmental impact
- ▶ Access to education and health

- ▶ Local hiring and skilling programmes
- ▶ Green manufacturing initiatives
- ▶ CSR aligned with SDGs (UN Sustainable Development Goals)

- ▶ CSR dashboards
- ▶ NGO collaborations
- ▶ Community partnerships

Industry Ecosystem and Academia

07

- ▶ Collaboration on R&D and future skills
- ▶ Thought leadership
- ▶ Access to manufacturing innovation

- ▶ Joint research programmes
- ▶ Innovation labs and internship pipelines
- ▶ Industry-academia conclaves and policy dialogues

- ▶ MoUs with institutions
- ▶ CoE (Centre of Excellence) initiatives
- ▶ Roundtables

Operating Environment

Navigating Change, Strengthening Performance

India's electronics manufacturing landscape is undergoing a structural transformation, powered by focussed policy incentives, technological advancements, and global supply chain realignment. The convergence of domestic capacity building and sector-specific demand is creating an unprecedented window of opportunity for integrated players like us at Kaynes. From defence localisation to semiconductor self-reliance, each macro and policy-level shift reinforces the importance of design-to-delivery capabilities within the ESDM value chain.

Harnessing Policy Tailwinds

The Government of India's strong policy push through initiatives like the Make in India programme and the production linked incentive (PLI) schemes is accelerating the growth of domestic manufacturing across electronics, semiconductors, automotive, and defence sectors. With over ₹ 760 Bn allocated for semiconductor and display manufacturing, including targeted support for OSAT and HDI-PCB capacities, India is establishing the groundwork for a self-reliant, innovation-led technology ecosystem.

Company's Response

At Kaynes, we have aligned closely with these national priorities, by committing significant investments in new-age capabilities such as OSAT (Outsourced Semiconductor Assembly and Testing) and advanced HDI PCB manufacturing. Our facilities in Sanand and Chennai are strategically positioned to support both domestic imperatives and shifting global supply chains, reinforcing our role as a globally integrated, yet India-anchored ESDM player.

Capitalising on Sectoral Shifts

Defence Localisation

India's push for defence self-reliance has opened up substantial opportunities for electronics and embedded systems. The growing adoption of indigenous systems and AI-powered technologies is driving the demand for high-precision, mission-critical electronic components.

Company's Response

At Kaynes, our strategic entry into AI-based safety solutions (via Sensonic) and electronics for rail and aerospace systems positions us strongly to contribute to this growing momentum. Our involvement in projects aligned with the Kavach safety programme underscores our role as a technology-driven, standards-compliant partner in advancing national infrastructure.

Electrification of Mobility

The automotive sector is undergoing rapid electrification, leading to a surge in demand for ECUs, motor controllers, lighting modules, and advanced driver-assistance systems (ADAS). India's EV penetration, coupled with a rising Tier-1 and OEM ecosystem, there is a growing need for agile partners with robust design and system integration capabilities.

Company's Response

At Kaynes, we meet this need through our vertically integrated solutions, spanning concept development to final box-build, tailored for global automotive customers. This segment now contributes nearly 29% of our revenue, reflecting both our technical strength and strategic focus.

Railways and Urban Infrastructure

With over \$750 Bn in planned rail and metro investments by 2030, demand for electronic signalling, control, and safety equipment is rising sharply.

Company's Response

At Kaynes, we are already contributing to this transformation by manufacturing mission-critical assemblies such as SDTC cubicles and receiver systems used in railway automation. Our expertise in high-reliability production and deep domain understanding enables us to support both modernisation of legacy systems and deployment of next-generation smart infrastructure.

Industrial Innovation

The shift towards Industry 4.0 is transforming Indian factories. With increasing adoption of IoT, automation, and digital control systems, there is growing demand for robust, connected electronic solutions.

Company's Response

With 48% of our revenues derived from Industrial and EV segments, Kaynes is uniquely positioned to serve this demand. Our design-led approach enables customised solutions for a wide range of applications: from street lighting control to industrial HMIs. Through our IoT platform, Kemsys, we offer integrated, end-to-end solutions that connect devices, enable data intelligence, and support smart manufacturing.

Semiconductor Ecosystem Emergence

India's ambition to become a semiconductor powerhouse is gaining traction with strong government backing and industry participation. OSAT and component manufacturing, in particular, are witnessing early traction.

Company's Response

At Kaynes, we are among the early movers in this space, with significant forward integration into semiconductor packaging (OSAT) and PCB substrate manufacturing. These investments not only enhance the resilience of our operations but also create opportunities for margin expansion and tighter control over our value chain.

A Platform for Scalable, Sustainable Growth

We operate at the intersection of favourable policy, growing sectoral demand, and advanced technological capability. Our 16 manufacturing plants and 2 design centres, along with an expanding global client base, ensure we remain future-ready. As macro forces evolve, our ability to integrate across the ESDM value chain, while staying agile to customer and policy shifts will continue to define our leadership in India's manufacturing transformation.

- Human Capital
- Social & Relationship Capital
- Natural Capital
- Financial Capital
- Manufactured Capital
- Intellectual Capital

Fuelling Growth. Building Long-Term Value.

Financial capital forms the foundation upon which all other capitals are developed and scaled. At Kaynes, our ability to generate, allocate, and deploy financial resources efficiently empowers us to drive capacity expansion, accelerate R&D initiatives, explore inorganic growth, and enhance our digital infrastructure. The sustained financial momentum achieved over recent years reflects our operational discipline, prudent capital management, and strategic flexibility, ensuring we remain resilient amid external changes and well-equipped to seize emerging opportunities.

Net Worth

₹ 28,373 Mn

Net Profit Margin

10.8%

Net Debt

₹ 6,813 Mn

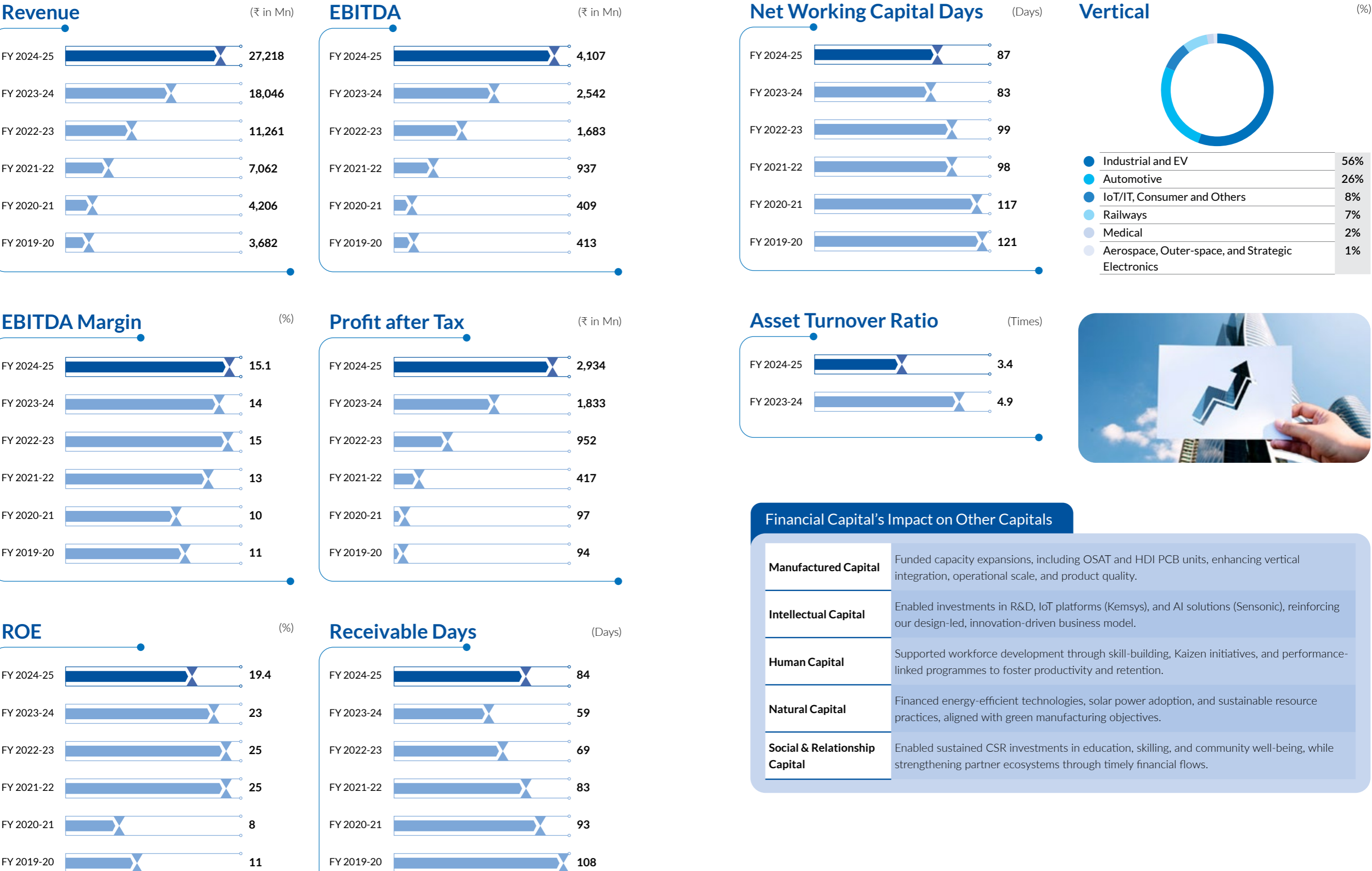
Order Book

₹ 65,969 Mn



Linkage to UN Sustainable
Development Goals (SDGs)





- Social & Relationship Capital
- Natural Capital
- Financial Capital
- **Manufactured Capital**
- Intellectual Capital
- Human Capital

Expanding Capacity, Enhancing Competence

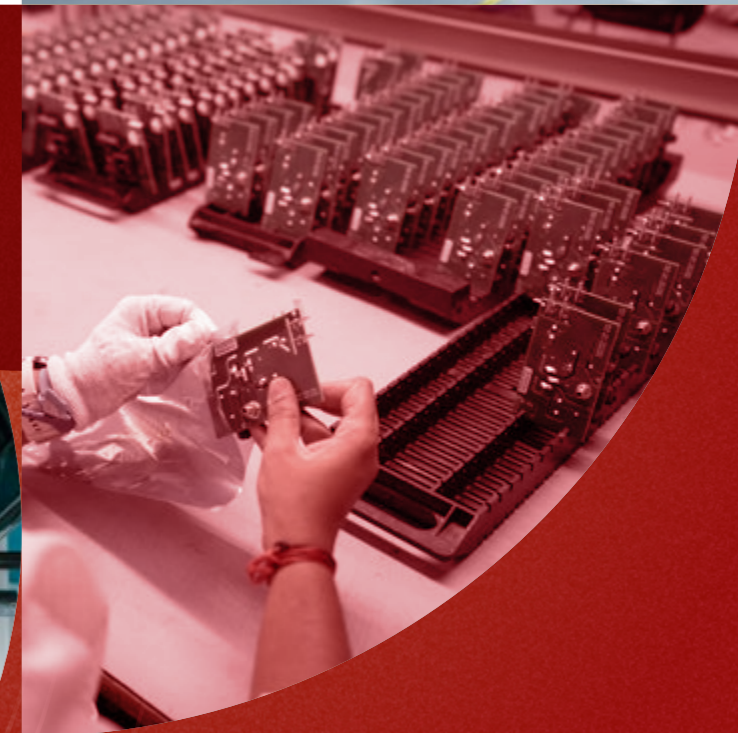
At Kaynes, our manufacturing capital is the physical and operational engine that powers our design-to-delivery model. Spread across strategic geographies and equipped with cutting-edge technologies, our manufacturing footprint enables us to respond with agility, deliver high-mix, complex products, and uphold global quality standards. Beyond production, our facilities serve as hubs of innovation, integration, and continuous improvement, supporting both scale and specialisation across the value chain.

Permanent Employees

4,852

Global Certification

16



Linkage to UN Sustainable
Development Goals (SDGs)

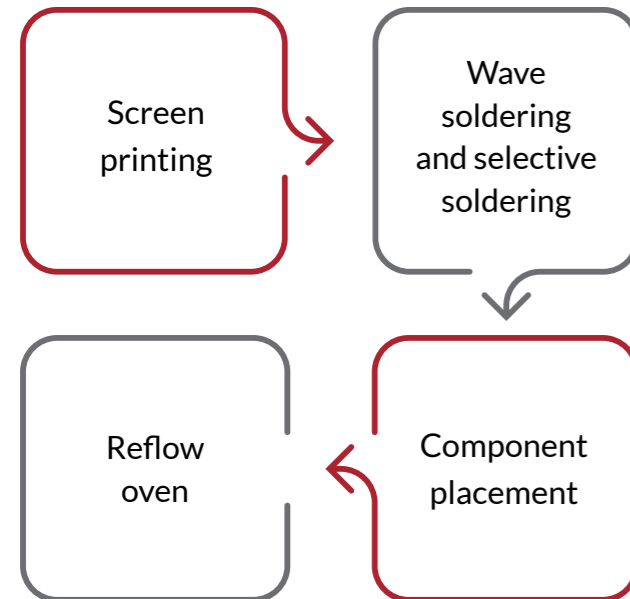


Manufacturing Processes

We centre our manufacturing operations around SMT and module assembly processes.

SMT Process

An automated setup utilising specialised machines to carry out tasks as per preset programming instructions.



Module Assembly Process

All sub-assemblies are integrated to create the final product, which is subsequently tested and packaged for delivery.

Comprehensive ODM Capabilities



Comprehensive ODM Capabilities

- ▶ Hardware, software, and firmware design
- ▶ Mechanical design
- ▶ Product integration and testing



In-house IoT Technology

- ▶ Hardware, software, and firmware design
- ▶ Accelerates time-to-market
- ▶ Reduces product development risks



IoT Solutions

- ▶ Miniaturised Bluetooth modules
- ▶ Smart lighting with embedded Bluetooth
- ▶ Ceiling fans and remotes with embedded Bluetooth - Industrial sensors
- ▶ Wireless gateways with Bluetooth, Wi-Fi and 4G
- ▶ Streetlight controllers using WAN technology
- ▶ Smart meters compliant with 4G WAN-Connected vending machines



State-of-the-Art Facilities

- ▶ Customised box building, integration and testing
- ▶ Cable forms and harnesses manufacturing
- ▶ Plastic moulding and fabrication
- ▶ Burn-in/soak-test facility



Custom Test Equipment

- ▶ Firmware flashing fixtures
- ▶ PCBA fixtures
- ▶ End-of-line testers
- ▶ Product functional testers



Enhanced Productivity

- ▶ In-house development of test fixtures
- ▶ Reduces time and reliance on skilled resources

Quality Control, Testing, and Certifications



IATF 16949
IATF 16949:2016 - Bureau Veritas Certification



ISO 9001; ISO 14001; ISO 45001
ISO 9001; ISO 14001; ISO 45001 - Bureau Veritas Certification



AS 9110
AS 9110 - Bureau Veritas Certification



ISO 13485:2016
2 ISO 13485:2016 - Intertek Certification



AS 9100 - Rev D
2 AS 9100 - Rev D - Bureau Veritas Certification



NADCAP Certification
2 NADCAP Certification - Accredited Nadcap



SA 8000:2014
SA 8000:2014 - Bureau Veritas Certification



ANSI-ESD S 20-20-2021
ANSI/ESD S 20-20-2021 - ESD Association Certified

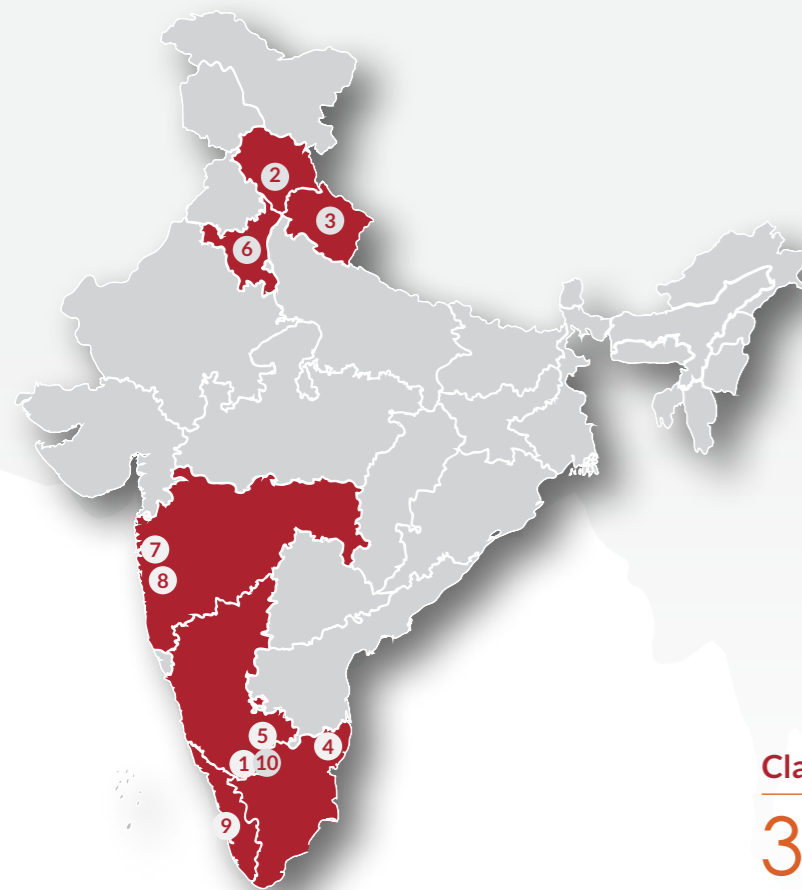


IRIS : ISO TS 22163
IRIS Certification - ISO TS 22163



ITAR
ITAR - International Traffic in Arms Regulations

Operational Optimisation with Market Expansion



SMT Lines

24

THD Lines

70

Cable Harness Lines

26

Plastic Moulding Machines

15

Class 10,000 Clean Rooms

3

Entity	City	State	Area (sq.ft.)	Sectors
1	KTIL Mysuru Unit I	Karnataka	204,000	Industrial, Railways, Medical, Defence, other High-End and End-to-End
	KTIL Mysuru Unit II	Karnataka	27,842	Auto, Industrial and HVLM
	KIDM Mysuru	Karnataka	3,000	IT and Telecom
2	KTIL Parwanoo	Himachal Pradesh	5,523	IT, Industries and HVLM
3	KTIL Selaqui	Uttarakhand	7,700	Wire Harness, Magnetics and HVLM
4	KTIL Chennai	Tamil Nadu	25,000	Wire Harness, Magnetics and HVLM
5	KTIL Bengaluru Unit I	Karnataka	12,425	Defence, Wire Harness, Power, including Testing Facility
	KTIL Bengaluru Unit II	Karnataka	13,447	Auto and Industrial
	KMPL Bengaluru	Karnataka	50,000	IT, Industries and HVLM
6	KTIL Manesar Unit I	Haryana	20,000	IT, Industries and HVLM
	KTIL Manesar Unit II	Haryana	80,000	IT, Industries and HVLM
7	KTIL Mumbai	Maharashtra	6,350	All Industries Service Centre
8	KTIL Pune	Maharashtra	62,000	IT, Industries and HVLM
9	KTIL Kochi	Kerala	2,500	Railway and Defence Service Centre
10	KEMPL Chamarajanagar	Karnataka	240,000	Automotive and Industrial
11	Digicom Oakland	California	20,000	Industrial, Medical, Aerospace, IT and Defence
Total			779,787	

Disclaimer: This map is a generalised illustration only for the ease of the reader to understand the locations, and it is not intended to be used for reference purposes. The representation of political boundaries and the names of geographical features/states do not necessarily reflect the actual position. The Company or any of its directors, officers or employees, cannot be held responsible for any misuse or misinterpretation of any information or design thereof. The Company does not warrant or represent any kind of connection with its accuracy or completeness.



Expansion Update

In FY 2024-25, we successfully commissioned our second manufacturing facility at Manesar, an expansive 80,000 sq. ft. facility designed to handle high-complexity, high-volume production. Equipped with advanced SMT lines, cable harnessing infrastructure, and box-build capabilities, the plant is purpose-built to support leading global customers in the automotive and industrial sectors. Reflecting our strong execution capabilities, the facility was completed and operationalised ahead of schedule.

In Chamarajanagar, we inaugurated the Gama Building, adding 1 SMT and 2 Wave soldering lines over 160,000 sq. ft., and also expanded our Beta Building with 4 additional SMT and 1 Wave soldering line, enhancing throughput capacity for automotive and industrial products.

Our Pune plant also became fully operational in FY 2024-25, further strengthening our geographic coverage and delivery readiness.

In parallel, we commenced construction of our OSAT facility in Sanand, Gujarat, which will focus on semiconductor packaging and testing, a key milestone in our vertical integration roadmap aligned with India's ambition for electronics self-reliance.

Inorganic growth further complemented our manufacturing capital. Through the acquisitions of Iskraemeco India and Sensonic GmbH, we added deep smart metering expertise, advanced sensor capabilities, and European engineering know-how, strategically enhancing both capacity and competence across verticals.

Manufacturing Capital's Impact on Other Capitals

Financial Capital	Efficient operations and in-house capabilities reduce costs, improve margins, and strengthen cash flows through reduced external dependency and faster delivery cycles.
Intellectual Capital	Embedded R&D within manufacturing supports faster prototyping, IP creation, and commercialisation of smart and IoT-enabled products.
Human Capital	Plants serve as hubs for employment, training, and skill development, empowering local workforces and creating future-ready talent.
Natural Capital	Green manufacturing practices, clean room environments, and energy-efficient equipment reduce environmental impact and support sustainability.
Social & Relationship Capital	Local sourcing, vendor development, and community job creation foster inclusive growth and strengthen stakeholder trust across regions.

- Natural Capital
- Financial Capital
- Manufactured Capital
- Intellectual Capital
- Human Capital
- Social & Relationship Capital

Integrating Intelligence, Advancing Production

At Kaynes, we integrate advanced design, precision engineering, and scalable manufacturing, to offer full-stack solutions for embedded systems, IoT platforms, and device-to-cloud connectivity. With specialised teams across India and Europe, and group subsidiaries such as Sensonic, we are well-positioned to deliver next-generation electronic and industrial solutions across high-growth sectors.



Linkage to UN Sustainable
Development Goals (SDGs)





Technology-Driven Value Creation

At Kaynes, we transform engineering IP into enterprise-wide innovation through:

- ▶ **Backward Integration:** Investment in OSAT and HDI PCB facilities strengthens substrate and packaging capabilities, enhancing vertical control
- ▶ **Acquisition of Iskraemeco India** enabled a 4 Mn units/year smart meter facility in Hyderabad, targeting a ₹ 65,000 Mn domestic opportunity
- ▶ **ODM Expansion:** Co-developing products like GaN chargers, BLDC motors, and safety systems such as Kavach
- ▶ **IoT-led Manufacturing:** In-house platforms reduce time-to-market and offer customised embedded systems
- ▶ **Strategic Acquisitions and Sensonic GmbH** expand our IP base and global reach

Overview of Our Engineering and Technology Capabilities



Device Engineering

- ▶ Hardware design
- ▶ Embedded systems and software development
- ▶ Multimedia
- ▶ Industrial/Mechanical design
- ▶ Device QA



Digital Engineering

- ▶ Usability engineering
- ▶ IoT solutions and services
- ▶ Cloud services and develops
- ▶ Mobility solutions
- ▶ AI/ML services
- ▶ Remote device management



Manufacturing

- ▶ Eight RoHS/green manufacturing facilities
- ▶ Six SMT lines capable with laser marker
- ▶ Product functional testing
- ▶ In-circuit testing



Firmware Engineering

- ▶ Linux kernels
- ▶ OS porting, BSP design
- ▶ Firmware development
- ▶ FOTA/Patch management
- ▶ IoT Edge security and ML
- ▶ Embedded QA



Sensor and IoT

- ▶ Full-stack industrial wired & wireless sensor design and manufacturing
- ▶ High-precision pressure, temperature, vibration, power



Connectivity

Pluggable NIC connectivity solution covering

- ▶ BLE 5.0
- ▶ Wi-Fi
- ▶ 2G/4G/GSM
- ▶ LoRa
- ▶ NBIoT



Edge Processing

- ▶ Ready-to-use industrial gateway solution supporting major industrial protocol
- ▶ Secure Edge framework with IoT hub integration



RDM

- ▶ Acute-powered remote device monitor, manage, and control platform
- ▶ Large-scale data handling capability and ready-to-use customisable ML application



Applications

- ▶ Asset tracking
- ▶ Asset condition monitoring
- ▶ Predictive maintenance
- ▶ Field service automation



Intellectual Capital's Impact on Other Capitals

Financial Capital	Drives higher-margin growth through IP-driven solutions, ODM revenue, and co-development models.
Manufactured Capital	Enables AI-integrated test automation, modular product architecture, and production-ready design frameworks.
Human Capital	Fosters high-skill job creation, cross-domain learning, and innovation-driven culture.
Social & Relationship Capital	Builds deeper OEM and customer relationships through faster onboarding, co-innovation, and product localisation.
Natural Capital	Enables energy-efficient product designs and lean development cycles, supporting ESG commitments.

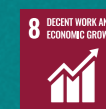
- Financial Capital
- Manufactured Capital
- Intellectual Capital
- Human Capital
- Social & Relationship Capital
- Natural Capital

Empowering People, Building Potential

The strength of an organisation lies in its people. Our ability to scale, innovate, and deliver consistently is driven by the capability and dedication of our workforce. As we expand across geographies and technologies, we are nurturing a culture built on continuous learning, inclusivity, and holistic well-being. By investing in talent, developing future leaders, and supporting growth across all roles, we ensure that human capital remains at the heart of our long-term value creation.



Linkage to UN Sustainable
Development Goals (SDGs)



Our Human-Centric Ethos

A culture of excellence cannot exist without inclusion. At Kaynes, we are fully committed to building a workplace that champions equal opportunity and places merit at the forefront. We are proud to extend this commitment to individuals from all backgrounds, including those who are differently abled, by equipping them with the tools, training, and tailored support they need to succeed.

Our approach to learning and development goes far beyond conventional training models. We provide personalised growth pathways, wellness initiatives, and regular engagement activities that nurture both physical and mental well-being. Our aim is to ensure that every individual not only progresses professionally but also feels recognised, valued, and genuinely supported.



Workforce Expansion and Talent Acquisition

Total Employees

6,199

New Hires in FY 2024-25

2,760

Geographical Spread

16

To meet the needs of our growing operations and new business verticals, we strengthened our recruitment efforts across functions from R&D and IoT to quality control and factory operations. Our talent acquisition strategy emphasised the creation of cross-functional teams with the agility to adapt, respond, and scale effectively.

68:32

Male : Female

2

No. of Women Directors

1,347

Employees on Contract

12.5%

Attrition Rate

4,852

Employees on Payroll

143

Total Number of Training Sessions Conducted



Employee Training and Upskilling

Total Training Hours Delivered

6,523

Investment in Training

₹ 6 Mn

We view learning as a continuous journey. Across all our units, we implemented structured training programmes focussed on technical upskilling, quality systems, leadership development, and digital competencies. These sessions were delivered through a blended format combining classroom instruction, e-learning, and practical, hands-on modules.

Well-being & Workplace Safety

Safety Certifications

ISO 45001

Employee well-being is prioritised through proactive health and safety practices across all our manufacturing units. Certified safety frameworks, regular audits, and awareness programmes help us maintain a risk-resilient work environment. During the year, we also launched targeted wellness initiatives, including routine health checkups, fitness drives, and stress management sessions, promoting a healthier and more productive work environment.

Leadership Development and Career Growth

We believe in nurturing leaders from within, and our approach to leadership development is both structured and forward-looking. In FY 2024-25, we rolled out targeted development interventions for mid- and senior-level professionals, including manager development tracks, internal mobility programmes, and cross-functional mentorship. These initiatives are designed to build the next generation of leaders across operations, engineering, and project delivery, strengthening succession pipelines and supporting long-term business continuity.



Human Capital's Impact on Other Capitals

Financial Capital

Drives sustainable profitability by improving productivity, reducing rework, and strengthening execution across value chains.

Intellectual Capital

Enables innovation through domain expertise, collaborative problem-solving, and continuous learning across engineering teams.

Manufactured Capital

Powers precision, quality, and efficiency on the production floor through a skilled and agile workforce.

Social & Relationship Capital

Builds credibility and long-term trust with customers, communities, and partners through responsive, professional engagement.

Employee Engagement

We continued to build a people-first culture through robust engagement platforms and purposeful recognition programmes. During the year, our initiatives fostered stronger collaboration, deeper emotional connection, and improved retention. Engagement activities spanned cultural celebrations, festive events, sports and club gatherings, recognition ceremonies, as well as open communication platforms like townhalls and feedback forums, all reinforcing a sense of belonging and shared purpose.



- Manufactured Capital
- Intellectual Capital
- Human Capital
- Social & Relationship Capital
- Natural Capital
- Financial Capital

Engaging Stakeholders, Enriching Communities

The strength of any enterprise lies in the trust it builds with communities, customers, suppliers, and partners. At Kaynes, we embed social value creation into the core of our operations, fostering long-term stakeholder trust and shared progress. Through inclusive CSR programmes, responsible supplier engagement, and focussed social impact initiatives, we aim to nurture ecosystems where business growth and community development advance together.



Linkage to UN Sustainable Development Goals (SDGs)





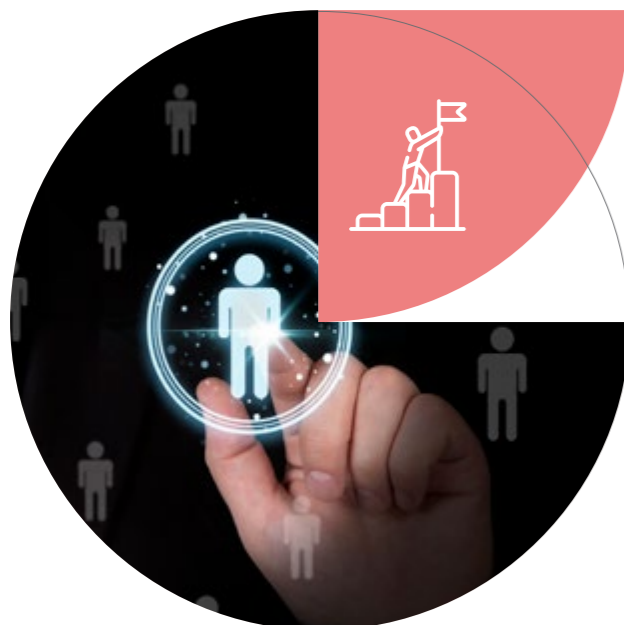
Supplier Training and Responsible Sourcing

We uphold high standards of ethical sourcing and compliance throughout our supply chain. To ensure this, we provide structured training sessions to key suppliers on global environmental, labour, and safety regulations, especially aligned with our Greenhouse Gas (GHG) emission reduction roadmap. Emission reduction expectations are now embedded into our procurement frameworks and contractual agreements.



Brand Perception and Trust Building

Our SA8000 certification continues to demonstrate commitment to labour welfare, ethical conduct, and social accountability. We maintain transparent communication with key stakeholders including OEMs, suppliers, investors, through formal disclosures and direct engagement. This helps nurture trust, improve business continuity, and position Kaynes as a responsible, reliable partner in global value chains.



Investing in Professional Development

While our primary investments in people focus on internal learning, we also extend capacity-building to academic institutions and early-career professionals through strategic MoUs, internships, and lab sponsorships. These initiatives support sector-wide capability development and strengthen future talent pipelines.

Community Building and Philanthropy

At Kaynes, we drive community upliftment through a portfolio of initiatives focussed on health, education, culture, and welfare. Our CSR policy is structured to support grassroots transformation, especially in regions surrounding our operations. The following are the highlights of FY 2024-25's key programmes:

Healthcare Support

- ▶ Continued partnership with rural health centres and emergency transport infrastructure in underserved areas
- ▶ Provision of medical equipment and basic diagnostics access



Education Empowerment

- ▶ Expansion of digital learning tools in government schools
- ▶ Continued support for underprivileged students through scholarships and school kit donations

Social & Relationship Capital's Impact on Other Capitals

Financial Capital	Builds investor and customer confidence, leading to improved business continuity.
Human Capital	Enhances employee morale, engagement, and a sense of purpose.
Natural Capital	Supports clean sourcing and community-based environmental initiatives.
Intellectual Capital	Deepens external collaborations and co-development initiatives across academia and industry.

- Intellectual Capital
- Human Capital
- Social & Relationship Capital
- Natural Capital
- Financial Capital
- Manufactured Capital

Scaling Operations, Sustaining the Environment

Sustainable growth calls for conscious responsibility. At Kaynes, we are deeply committed to protecting the natural environment even as we scale our operations. From adopting zero liquid discharge systems and renewable energy sources to reducing greenhouse gas emissions and promoting sustainable resource use, our environmental strategy is grounded in practical implementation. With advanced monitoring systems, certified waste management protocols, and green supply chain practices, we are aligning our operations with global climate objectives and regulatory standards, while contributing to long-term ecological balance in a measurable way.



Linkage to UN Sustainable Development Goals (SDGs)



Areas of Focus

Energy Efficiency and Emissions Management

Kaynes is executing a well-structured, four-pillar Greenhouse Gas (GHG) emission reduction programme, addressing both direct and indirect emissions.



Green Energy Sourcing

Solar power plants have been installed across key facilities, backed by a roadmap to increase the renewable share further. Clean energy is also procured externally to supplement in-house generation, reducing reliance on fossil fuels.



Energy Consumption Reduction

We conduct frequent energy audits to identify inefficiencies and implement corrective actions. Energy-efficient lighting, smart fixtures, and optimisation measures are now integrated into daily operations across sites.



Alternative Fuels

To reduce transport-related emissions, Kaynes is transitioning its fleet from conventional fuels to cleaner alternatives such as compressed natural gas (CNG). Plans are in place to scale up the use of electric and CNG vehicles over the coming years.



Value Chain Engagement

We actively engage our vendors and supply partners through emission-compliant procurement terms. Emission norms and training requirements are built into our contracts and purchase orders, helping us drive climate-aligned practices beyond our own operations. These pillars are supported by an internal review mechanism and a cross-functional team dedicated to overseeing emissions performance across all business units. Periodic progress communication ensures transparency and continuous improvement.

Water Management – Zero Liquid Discharge (ZLD)

Water conservation at Kaynes is guided by a comprehensive Environment, Health and Safety (EHS) policy and a three-pronged ZLD approach.

Water Reduction at Source

We deploy efficient technologies and adopt industry best practices to minimise water consumption. Water-intensive operations are closely tracked to reduce unnecessary losses.

Cascaded Water Use

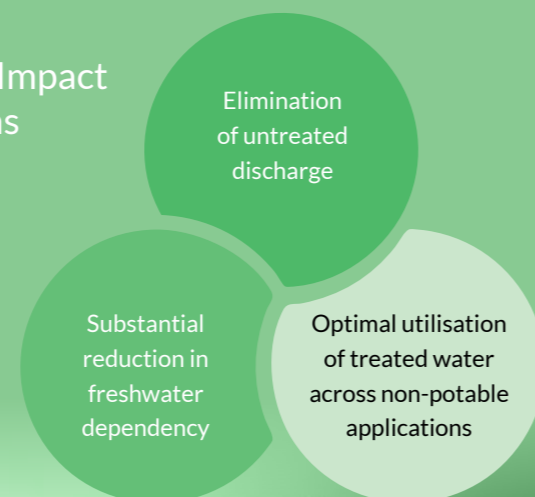
At our facilities, blowdown water from smaller cooling systems is repurposed for non-critical applications like floor cleaning and dust suppression ensuring that each drop is used to its full potential before treatment.

Recycling and Reuse

Wastewater and sewage are treated to quality standards that allow for reuse in landscaping and toilet flushing, significantly lowering our reliance on freshwater.

An Industrial IoT-enabled centralised tracking system has been deployed for real-time monitoring of water treatment plants, ensuring high operational efficiency and enabling quick response to anomalies. ZLD is implemented across all major operational sites, supported by a structured organisational review mechanism that ensures frequent audits, upgrades, and alignment with evolving sustainability goals.

Key Impact Areas



Waste Management

Kaynes applies a rigorous and policy-backed approach to waste management that combines process discipline with a culture of awareness and accountability.

01 Segregation at Source

All waste is classified at the point of generation into recyclable, non-recyclable, hazardous, and non-hazardous categories to ensure efficient downstream handling and traceability.

02 3R Strategy

We implement the principles of Reduce, Reuse, and Recycle across all facilities to minimise waste generation and promote circular usage of materials.

03 Hazardous Waste Handling

All hazardous and non-recyclable waste is channelled through authorised government-approved vendors, ensuring safety and traceability.

04 Periodic Training

Employees are regularly trained on best practices in waste handling, hazardous chemical usage, and emergency response, reinforcing a safety-first culture.

05 Process Optimisation & Substitution

Toxic chemical usage is continuously reviewed and replaced where possible with safer alternatives. Inventory control further reduces unnecessary chemical build-up or wastage.

Kaynes has established emergency preparedness procedures and conducts regular drills to mitigate risks related to hazardous waste. Audits and regulatory checks ensure that each location adheres to the highest environmental and safety standards.

Green Supply Chain Practices

Sustainability is embedded in our procurement philosophy. Kaynes actively integrates environmental considerations into supplier selection and engagement. Vendors are expected and contractually obligated to comply with emission standards, reduce material toxicity, and uphold our environmental protocols. Regular compliance reviews, communication, and joint training sessions help ensure these standards are met throughout our upstream supply chain.

ESG Monitoring and Certifications

All environmental initiatives are governed under a unified EHS policy, and our operations are aligned with ISO 14001-certified Environmental Management Systems. Kaynes maintains a robust internal audit process, complemented by benchmarking exercises and structured review systems, to drive continuous improvement and ensure full regulatory alignment.



Natural Capital's Impact on Other Capitals

Financial Capital	Enables cost savings via energy efficiency, regulatory compliance, and sustainable operations.
Manufactured Capital	Supports clean production, lean resource usage, and green factory operations.
Social & Relationship Capital	Builds stakeholder trust by aligning operations with climate action, community welfare, and SDG goals.
Human Capital	Ensures employee health and safety, promotes accountability through training and audits.

Risk Management

Proactive in Approach. Systemic in Execution. Adaptive by Design.

In a rapidly shifting global and technological environment, resilience is not optional, it is engineered. At Kaynes, risk management is deeply integrated into both our strategic priorities and day-to-day operations. From geopolitical uncertainty and cyber threats to regulatory changes and reputational exposure, our governance framework is built to anticipate, evaluate, and address emerging risks, ensuring the continued protection of stakeholder value.

Potential Impact

Strategic Mitigation Measures

Geopolitical Uncertainty

01

Volatility in global trade dynamics, increased lead times, and disruption in access to critical components

- ▶ Integrated supplier risk index embedded in sourcing decisions
- ▶ Realignment of sourcing hubs to low-risk geographies
- ▶ Export strategies tailored to stable regions

Cybersecurity and Data Breach

02

Operational shutdown, IP compromise, and data loss with reputational and regulatory consequences

- ▶ Enterprise-wide Security Operations Centre (SOC) enabled with AI analytics
- ▶ Quarterly red-team/blue-team exercises
- ▶ Advanced endpoint controls and zero-trust architecture

Reputational Risk

03

Damage to stakeholder confidence, loss of investor or OEM trust, negative ESG ratings

- ▶ Active brand intelligence and sentiment tracking
- ▶ Centralised reputation risk playbook with escalation thresholds
- ▶ ESG alignment with FTSE/ISS benchmarks

Regulatory and ESG Compliance

04

Penalties, loss of operating license, or non-eligibility for PLI schemes or government contracts

- ▶ Compliance command centre tracking SEBI, MCA, RoHS, REACH, and PLI scheme rules
- ▶ Annual third-party ESG assurance
- ▶ Regular ISO 14001/45001 audits and employee awareness drives

Potential Impact

Strategic Mitigation Measures

Supply Chain Disruption

05

Production delays, revenue leakage, margin pressure due to expedited logistics and spot sourcing

- ▶ End-to-end visibility for high-dependency suppliers
- ▶ Safety stock protocols and alternate BOM sourcing
- ▶ Quarterly resilience scoring of Tier-1 vendors

Technology Obsolescence

06

Erosion of competitiveness in high-margin verticals, client disengagement, and outdated solutions pipeline

- ▶ Agile ODM innovation model with built-in refresh timelines
- ▶ Joint IP development and roadmap co-creation with anchor clients
- ▶ Strategic investment in emerging tech (IoT, BLDC, GaN)

Talent Attrition and Skill Gaps

07

Project delays, operational disruption, loss of institutional knowledge

- ▶ Functional succession mapped across key roles
- ▶ Integrated L&D platform with job-family skill matrices
- ▶ Proactive engagement monitoring and differentiated retention strategies

Financial Volatility

08

Earnings pressure due to FX exposure, margin compression from raw material cost fluctuations

- ▶ Natural hedge via supply-demand currency matching
- ▶ Dynamic procurement pricing models linked to commodity trends
- ▶ Working capital control via just-in-time execution buffers

Integrated Risk Governance

Our risk oversight structure combines policy, monitoring, and escalation protocols, ensuring Board and senior management visibility at every stage.



Board Risk Committee

Reviews top-tier risks quarterly, validates mitigation response, aligns oversight with business strategy



Internal Audit

Tests control effectiveness, flags emerging vulnerabilities, tracks closure of risk actions



Risk Registers

Maintained by business units, reviewed centrally and updated periodically



Digital Dashboards

Real-time indicators across cybersecurity, ESG, supply chain, and financial exposure areas



Cross-Functional Risk Drills

Simulations held for high-impact risks (e.g., cyber breach, geopolitical supply shock)

Corporate Governance

Fostering Transparency, Enabling Ethical Practices

At Kaynes, governance is both a value and a strategic imperative. Our framework is built on transparency, accountability, and ethical leadership, ensuring that every action we take serves stakeholder interests and supports long-term value creation. By combining robust oversight with agile, forward-looking practices, we continue to uphold trust while enabling resilient and sustainable performance.

Board of Directors



Ms. Savitha Ramesh
Executive Chairperson



Mr. Ramesh Kunhikannan
Managing Director

● Audit Committee

● Nomination and Remuneration Committee

● Stakeholders Relationship Committee

● Corporate Social Responsibility Committee

● Risk Management Committee

C Chairperson
M Member



Mr. Jairam P. Sampath
Whole Time Director &
Chief Financial Officer



Mr. Anup Kumar Bhat
Independent Director



Mr. S. G. Murali
Independent Director



Mr. Alexander Koshy
Independent Director



Ms. Poornima Ranganath
Independent Director



Mr. Heinz Moitzi
Independent Director

Leadership Team



Mr. Rajesh Sharma
Chief Executive Officer



Col. Sharath Kumar Bhat (Retd.)
Senior Vice President - International Business



Mr. Gaurav Mehta
President - Business Development
(Non automotive)



Mr. Abdul Nazar
President - Business Development (Automotive)



Ms. Premita Govind
Head - Human Resources



Mr. Govind S Menokee
Head - Information Technology



Mr. Vishwanathan K
President - Materials



Mr. Sajan Anandaraman
Head - Commercial and Corporate Affairs



Col. Dilip Nambiar (Retd.)
President - Operations



Mr. Anuj Mehtha
Company Secretary and Compliance Officer

Achievements

Celebrating Milestones, Marking Excellence

FY 2024-25 marked a phase of significant momentum for Kaynes, reflected not only in our performance but also in the recognition we received across the industry. From manufacturing excellence to design leadership and export achievements, these honours affirm the depth of our progress and the strength of our execution capability.



**Electronics Man of the Year –
Mr. Ramesh Kunhikannan**
ELCINA | September 2024

Cost Performance Award
Ola Electric Mobility Ltd. | August 2024

Quality Award
ELCINA | September 2024

First Prize – Supplier Kaizen Contest
Schneider Electric India Pvt. Ltd. |
November 2024

**Excellence Award on 'Investing in
People & Building a Better Future'**
NCQC (National Convention on Quality
Concepts) | December 2024

**Best TechnoVisionary Award – 2025 –
Mr. Ramesh Kunhikannan**
IESA (India Electronics & Semiconductor
Association) | March 2025

Business Excellence Award
ELCINA | September 2024

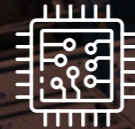
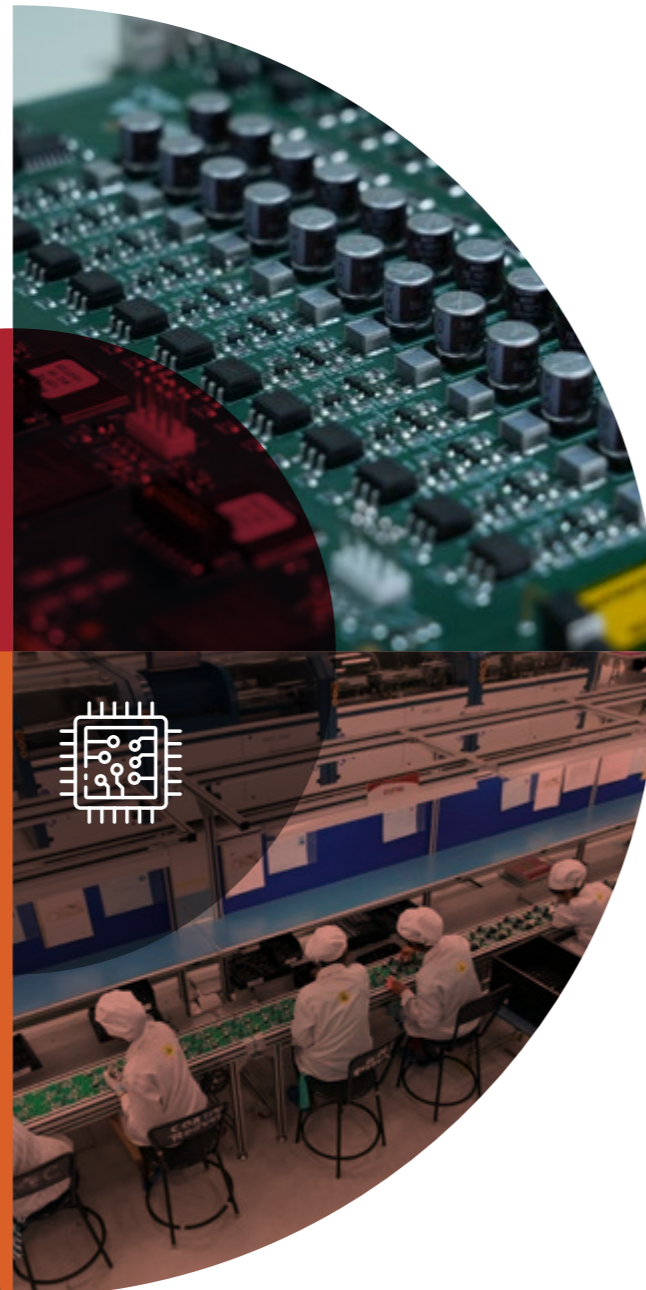
Outstanding Performance in Exports
ELCINA | September 2024

**TiE Bootstrapped to Billions Award – Regional
– Mr. Ramesh Kunhikannan**
TiE Global Summit | December 2024

**Product Development &
Quick Ramp-up Award**
Mahindra Last Mile Mobility Ltd. |
February 2025



Management Discussion and Analysis



Global Economy

The IMF projects global economic growth of around 2.8% in CY 2025, marking steady progress despite persistent macroeconomic and geopolitical shifts. This pace, though moderate compared to historical highs, reflects endurance and the rising impact of structural reforms, digital advances, and innovation-led recovery strategies.

Advanced economies are expected to expand at an average rate of 1.4%, supported by stable consumer demand, improving labour markets, and a gradual shift towards more supportive monetary policies. The US remains a key driver for global demand. Meanwhile, European economies are benefiting from easing inflation and stable energy prices.

Japan, too, is witnessing signs of recovery, driven by wage growth and a rebound in domestic spending.

Emerging markets are leading the global growth cycle, with expansion expected to exceed 3.7%. India ranks among the fastest-growing major economies, projected to grow 6.2% in CY 2025. This expansion is backed by strong consumption, digital infrastructure development, and targeted investments in manufacturing and renewable energy.

Southeast Asian economies are experiencing renewed momentum in exports and industrial production. At the same time, China, growing at 4.0%, continues to contribute meaningfully through its focus on high-tech manufacturing and clean energy.

Global supply chains are evolving as companies diversify their manufacturing bases. India, Vietnam, and Mexico

are emerging as strong alternative hubs for electronics, semiconductors, and sustainable technologies. These shifts are driving fresh investments, strengthening local expertise, and generating jobs across industries.

Central banks in key markets are working to balance growth with price control. With inflation beginning to ease, they now have greater room for flexible policies. This shift is reviving business confidence and encouraging economic activity across sectors.

Governments are stepping up efforts to build economic longevity. Strategic investments in areas like digital infrastructure, education, healthcare, and green

technologies are expected to lift productivity and unlock long-term growth potential. Despite external headwinds, the global economy continues to demonstrate adaptability through innovation, workforce transformation, and expanding global collaboration.

The evolving economic environment is unlocking fresh opportunities across regions and sectors. Moreover, the growing emphasis on sustainability, technological self-reliance, and diversified manufacturing is laying the groundwork for a more balanced and inclusive global growth trajectory in the coming years.

(Source: <https://www.imf.org/en/Publications/WEO/Issues/2025/04/22/world-economic-outlook-april-2025>)

Real GDP Growth (%)

World



The US



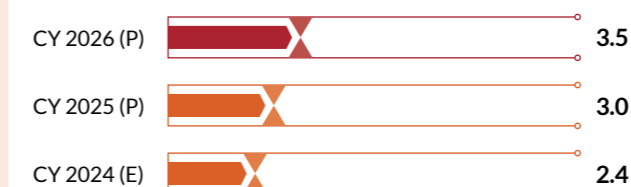
The Euro Area



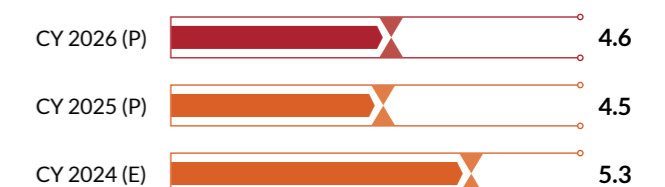
Latin America and the Caribbean



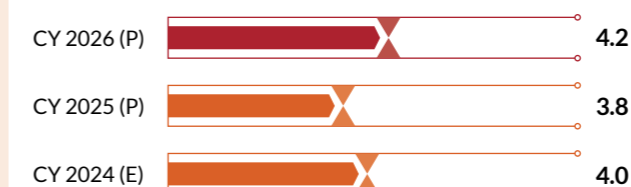
The Middle East and Central Asia



Emerging and Developing Asia*



Sub-Saharan Africa



*Note: E - Estimated, P - Projected

*Emerging and Developing Asia includes key emerging economies such as India, China, Indonesia, Malaysia, Philippines, Thailand, Vietnam, Bangladesh, Pakistan, and other countries classified by the IMF as emerging markets in the Asia-Pacific (APAC) region.

Note: For India, data and forecasts are presented on a fiscal year basis, with FY 2024-25 (starting in April 2024) shown in the 2024 column. India's growth projections are 6.5% in 2025 and 6.2% in 2026 based on the calendar year. (Source: <https://www.imf.org/en/Publications/WEO/Issues/2025/04/22/world-economic-outlook-april-2025>)



Indian Economy

India's economy in FY 2024-25 stands out as the world's fastest-growing major economy. The nation's GDP expansion is estimated at 6.5% for FY 2024-25, propelled by robust domestic demand, a dynamic services sector, and a manufacturing resurgence, supported by targeted government initiatives.

The Production-Linked Incentive (PLI) scheme and Atmanirbhar Bharat have notably boosted high-value manufacturing, particularly in electronics, pharmaceuticals, and semiconductors. These programmes are also reducing import dependency in sectors like defence and telecom.

Simultaneously, digital infrastructure continues to transform the financial ecosystem, with record volumes of UPI transactions highlighting improved financial inclusion and efficiency. Inflationary pressures have moderated, with the Consumer Price Index (CPI) easing to 2.82% in May 2025, and the Wholesale Price Index (WPI) was 0.39% in May 2025, reflecting continued disinflation. However, core inflation remains somewhat elevated due to services costs.

(Sources: https://mospi.gov.in/sites/default/files/press_release/CPI_PR_12Jun25.pdf, <https://www.pib.gov.in/PressReleaseIframePage.aspx?PRID=2136562>

<https://rbidocs.rbi.org.in/rdocs/Bulletin/PDFs/0BULLETIN23072025BDA0155C552742FFAB3740DE11BACE00.PDF>)

Industrial activity remains robust, evidenced by a 2.6% increase in the manufacturing index and a 4.5% growth in core sectors like steel, cement, and electricity. On the external front, merchandise exports grew by 0.08%, reaching US\$ 437.42 Bn. The Indian rupee has depreciated by 2.8% against the US Dollar, influenced by global monetary tightening and capital flow volatility. Despite this, foreign institutional investment rebounded to US\$ 5.9 Bn in early FY 2024-25, signalling renewed investor confidence.

(Sources: <https://www.pib.gov.in/PressReleasePage.aspx?PRID=2140774>, https://eaindustry.nic.in/eight_core_infra/Eight_Infra.pdf, [https://www.pib.gov.in/PressReleasePage.aspx?PRID=2122016#:~:text=The%20cumulative%20value%20of%20merchandise,25%20\(April%2DMarch\)\)](https://www.pib.gov.in/PressReleasePage.aspx?PRID=2122016#:~:text=The%20cumulative%20value%20of%20merchandise,25%20(April%2DMarch)))

India's proactive adoption of the China+1 strategy has drawn substantial FDI, especially in electronics manufacturing. Parallely, the premiumisation trend in consumer markets and improvements in the ease of doing business (now ranked 54th globally) underscore the economy's evolving sophistication and competitiveness. Despite challenges, India's structural reforms, fiscal prudence, and strategic supply chain shifts ensure its strong position for sustained, inclusive growth and a rising role in the global economy.

Indian Economy Real GDP Growth Rate (%)



(Source: <https://www.imf.org/en/Publications/WEO/Issues/2025/07/29/world-economic-outlook-update-july-2025>)

Year-on-Year UPI Transactions (Mn)



(Source: <https://www.npci.org.in/what-we-do/upi/product-statistics>)

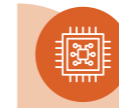
Outlook

India is advancing steadily on a robust economic path, driven by domestic demand and infrastructure development. Industrial revival, a stable agricultural base, and a growing manufacturing ecosystem support this momentum. Export-led services further strengthen the country's position in global value chains. Additionally, rapid urbanisation, a young workforce, and rising incomes add further drive. Furthermore, automation, green tech, fiscal discipline, and investments continue to reinforce the nation's economic resilience.

While US tariffs present challenges, India is well-positioned to capitalise on global shifts. Strategic international alliances and a more favourable tariff structure, compared to rivals like China, are expected to make India an attractive destination for foreign investment. These factors will also boost domestic manufacturing.

Ongoing structural reforms and modernisation efforts are paving the way for sustained high growth. With a focus on creating favourable environments for doing business and strategic policy interventions to address global challenges, India is positioning itself for global economic leadership.

(Source: <https://www.thehindu.com/business/markets/trump-us-tariffs-take-effect-live-asia-india-stock-markets-china-trade-april-9-2025/article69429621.ece>)

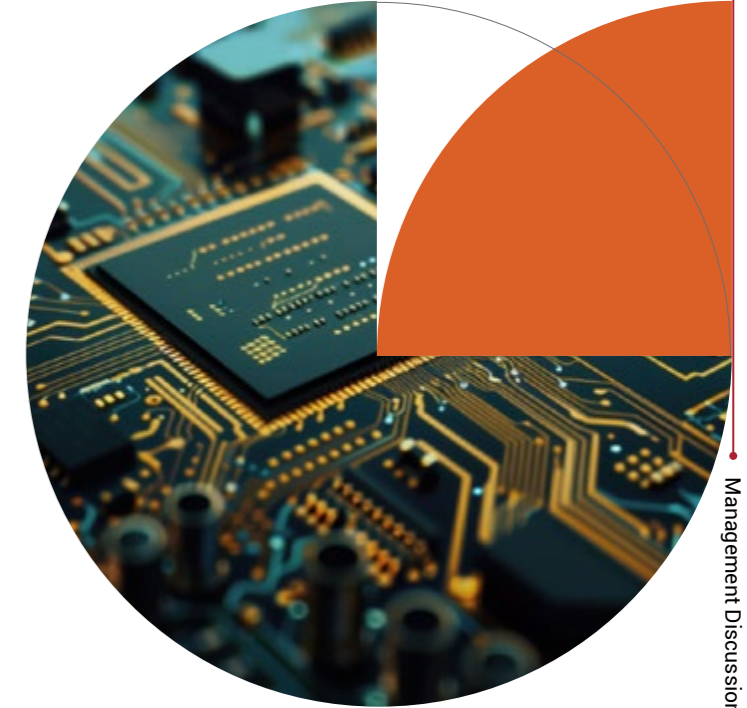
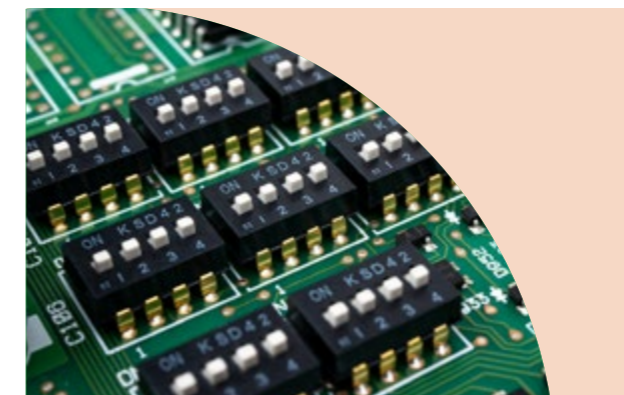
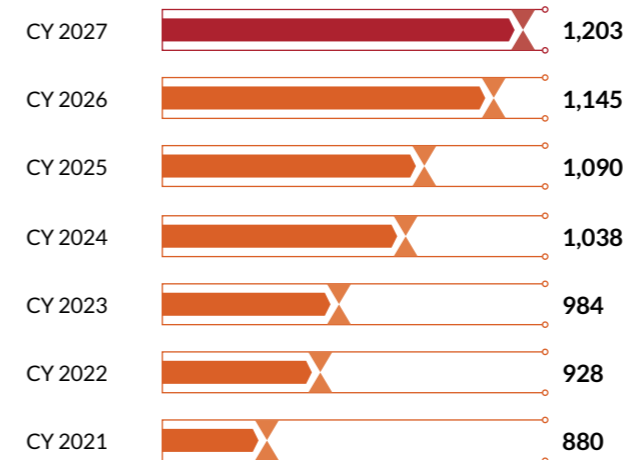


Global ESDM Industry

The global Electronic System Design and Manufacturing (ESDM) industry is undergoing a significant shift from traditional OEM-led production to integrated system-level partnerships. Companies operating within the ESDM value chain are increasingly providing end-to-end solutions across the product lifecycle—encompassing design, prototyping, assembly, testing, and post-sales support. This evolution is enabling global customers to navigate growing product complexity, improve time-to-market, and reduce total cost of ownership through strategic outsourcing.

As of CY 2024, the global ESDM market stood at US\$ 1,038 Bn, and is projected to reach US\$ 1,203 Bn by CY 2027, translating to a compound annual growth rate (CAGR) of 5.2%. This rate outpaces the expected 4.6% CAGR for in-house OEM operations, reflecting a global preference for outsourcing to specialised and scalable ESDM partners.

Global ESDM Industry Market Size (US\$ Bn)



Global ESDM Segment CAGR from CY 2023 to CY 2027 (E)



Mobile Phone	4.4
IT	5.3
Consumer Electronics and Appliances	5.2
Telecom	5.6
Industrial	5.9
Automotive	6.0
Medical	5.9

E - Estimated

Key Growth Drivers and Industry Trends



Technological Integration across Sectors

The convergence of technologies such as AI, ML, Blockchain, IoT, and cloud computing is expanding the electronics landscape across key markets. In consumer and household devices, AI and IoT enable smart automation, voice control, and predictive analytics. In industrial applications, ML and cloud technologies support real-time monitoring and predictive maintenance, while Blockchain is gaining ground in supply chain and asset tracking systems. ESDM players are advancing their design and embedded engineering capabilities to meet the growing demand for intelligent, connected, and future-ready products.



Electrification of Mobility Platforms

The global shift towards electric mobility is significantly increasing electronic content across vehicles, especially in 2W/3W segments, passenger cars, and commercial fleets. Demand is also rising from the expansion of EV charging infrastructure, including onboard chargers, grid interface units, and smart power conversion systems. ESDM players are supporting this evolution by supplying a wide array of system-critical components, such as battery management systems, PCBs, power electronics modules, and control units, all tailored to the requirements of next-generation mobility platforms.



Shift in OEM Priorities

Global OEMs are increasingly choosing to outsource complex manufacturing and design tasks to ESDM partners, allowing them to focus on core competencies such as innovation, customer experience, and market development. This strategic reallocation of internal resources is reinforcing long-term partnerships with high-value ESDM providers.



Industry 4.0 Adoption in Manufacturing

ESDM players are incorporating Industry 4.0 technologies into their manufacturing operations, enabling greater productivity, scalability, and responsiveness. Automation, digital twins, robotics, and predictive analytics are enhancing operational efficiency and strengthening competitive positioning across geographies.



Rising Product Complexity and Volume Requirements

Across sectors such as consumer electronics, healthcare, industrial automation, and telecom, demand for high-mix, high-volume electronics continues to rise. ESDM companies are responding with vertically integrated capabilities that support the rapid development and delivery of advanced, miniaturised, and customised electronic products.

Evolution of the Global ESDM Industry

After CY 2020

The focus has shifted towards sustainable and flexible production. EMS players are investing in greener materials and recyclable product development.

CY 2010 - CY 2020

ODMs expanded their role from assembly to include design, prototyping and testing. This enabled deeper integration into value chains, especially in telecom and electronics.

CY 2000 - CY 2010

The rise of fabless semiconductor models and consumer electronics drove structural shifts. EMS providers adapted to faster design cycles and diversified product demands.

CY 1990 - CY 2000

The advent of Surface Mount Technology significantly improved assembly efficiency. EMS players began handling complex PCB requirements across industries.

CY 1980 - CY 1990

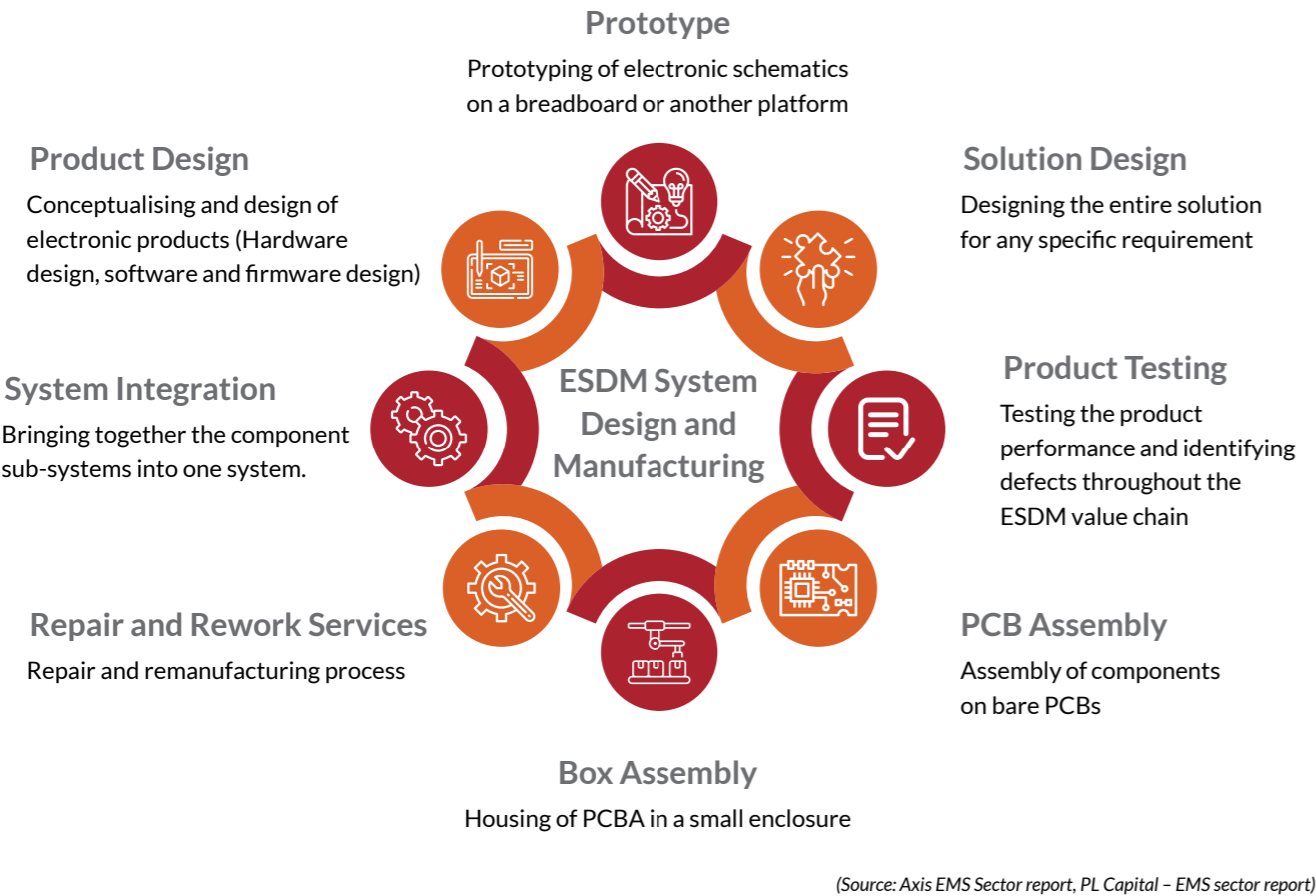
An economic slowdown led OEMs to cut costs and outsource production. This catalysed the early growth of EMS providers as contract manufacturers.

Before CY 1980

The Electronics Manufacturing Services (EMS) industry took shape in the 1970s, with Solecron entering the market in 1977. During this phase, OEMs primarily handled all manufacturing and assembly in-house.

(Source: <https://www.hdfcsec.com/hsl/docs/EMS%20Initiation%20-%20Mar24%20-%20HSIE-202403261506547474116.pdf>)

Range of Services Offered by ESDM Companies Globally



Key Government Incentives, Policies, Schemes and Programmes Launched for the EMS Sector across Countries

India PLI Scheme; SPECS; EMC 2.0; NPE; DLI; Scheme for ATMP/OSAT Units	China China Standards 2035; Made in China 2025	The US National Defense; Authorisation Act of 2021
Europe Industry 4.0 Policies; Digital Single Market Strategy; Industrial Policy Strategy	Vietnam National Industrial; Development Policy until 2030	Thailand Thailand 4.0 strategy
Indonesia National Industrial Policy	Singapore Electronics Industry; Transformation Map	

(Source: PL Capital – EMS sector report)

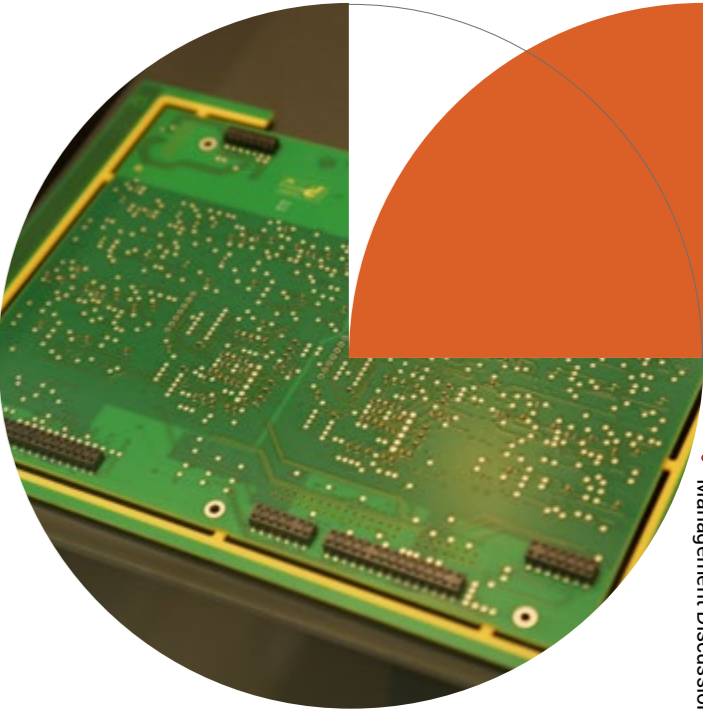


Global PCBA Industry

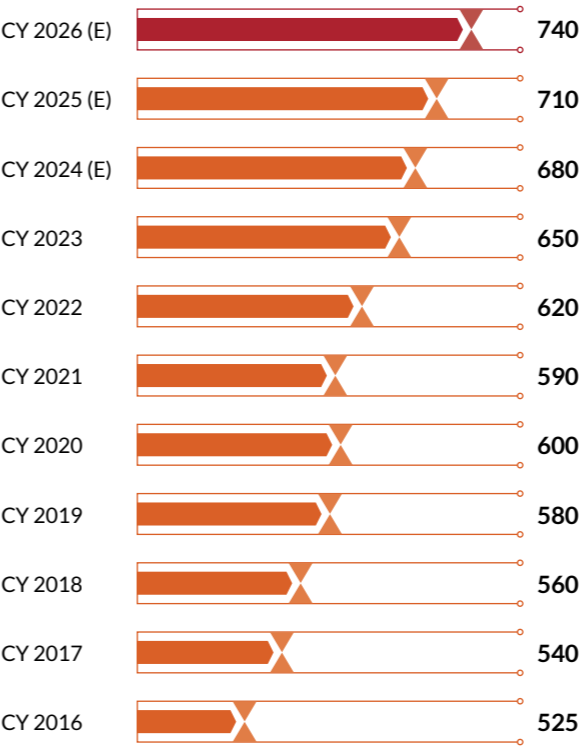
The global Printed Circuit Board Assembly (PCBA) industry is projected to reach a market size of US\$ 740 Bn by CY 2026, growing at a CAGR of 4.4% between CY 2023 and CY 2026. This robust scale reflects the sector's pervasive role across a wide spectrum of end-user segments, including telecom, IT hardware, automotive, consumer electronics, medical devices, and strategic industries. PCBAs support both high-volume consumer applications and mission-critical, low-volume use cases that demand exceptional precision and reliability.

Serving as the integration point for all electronic components, the PCBA industry plays a foundational role in the global electronics manufacturing ecosystem. As devices continue to become smaller, smarter, and more interconnected, the complexity and performance requirements of PCBAs have intensified. This has elevated their importance not only in final product assembly, but also as a strategic enabler of innovation, quality, and functional efficiency across diverse product categories.

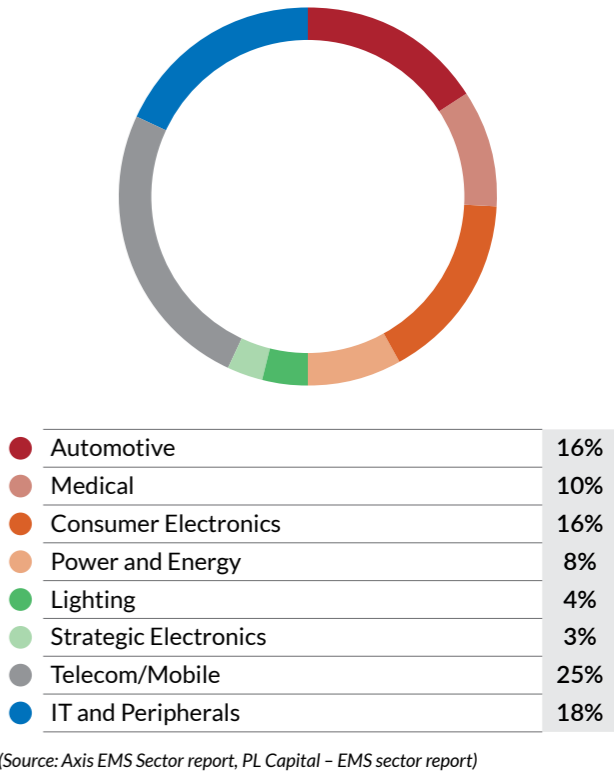
(Source: Axis EMS Sector report, PL Capital – EMS sector report)



Global PCBA Market Size (US\$ Bn)



Global PCBA Market Share by Industry



Key Industry Drivers



Rising product complexity and multilayer PCBA architectures

The growing integration of features within electronic products is driving demand for highly complex, multilayer PCBAs. Applications across automotive, medical, and industrial domains increasingly rely on dense layouts and high-reliability boards to meet performance and durability requirements.



Acceleration in miniaturisation and high-speed assembly

With the increasing adoption of wearables, IoT modules, and advanced automotive electronics, PCBA manufacturing is shifting towards high-speed, high-precision assembly methods. Technologies such as advanced Surface Mount Technology (SMT) are now essential to meet demands for size reduction, thermal performance, and assembly throughput.



Expansion of application base across critical industries

PCBA demand is being amplified by the proliferation of electronics across sectors like electric vehicles, telecom infrastructure, smart industrial equipment, and medical devices. Each use case brings distinct specifications, further diversifying assembly requirements and raising technical benchmarks.



Increased value addition and localisation efforts

Markets worldwide are shifting from pure assembly to value-added manufacturing by building domestic capabilities in PCB design, fabrication, and component sourcing. This transition is enabling deeper integration within electronics supply chains and reducing dependency on imports.



Emergence of agile and decentralised manufacturing hubs

As OEMs seek shorter lead times and greater supply chain resilience, the PCBA industry is benefitting from the rise of decentralised and regionalised manufacturing models. These near-market setups offer improved responsiveness, design iteration support, and lower logistics complexity.

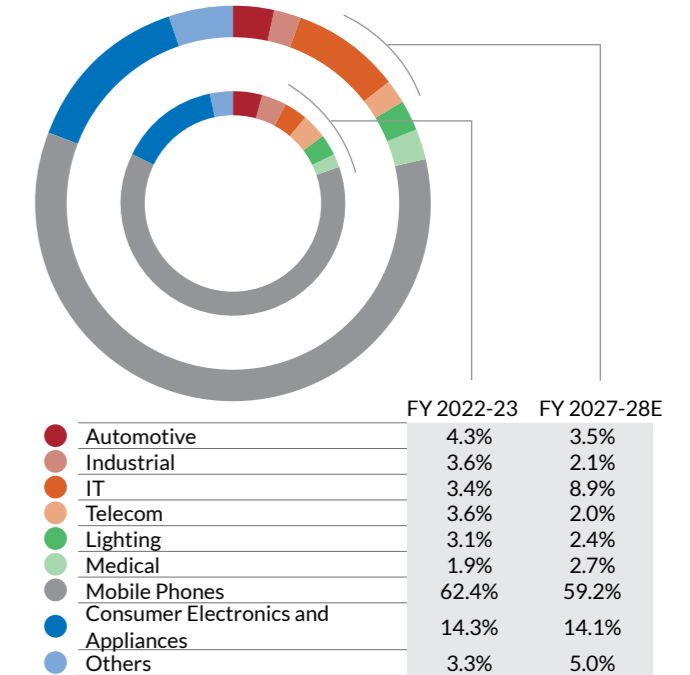


India's ESDM Industry Overview

India's Electronics System Design and Manufacturing (ESDM) industry is experiencing rapid expansion, driven by strong domestic demand, favourable policy interventions, and rising global outsourcing. Valued at ₹ 2,091 Bn in FY 2022-23, the industry is projected to grow more than fourfold to reach ₹ 9,009 Bn by FY 2027-28, registering a compound annual growth rate (CAGR) of approximately 34%. This growth is anchored in the broader Indian electronics market, which was valued at ₹ 10,860 Bn in FY 2022-23, supported by domestic production worth ₹ 8,400 Bn during the same period.

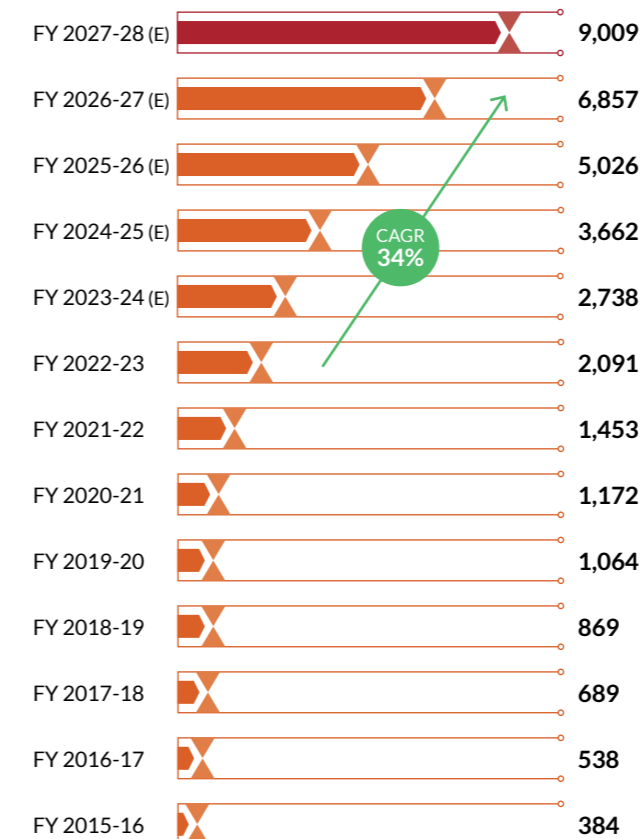
While original equipment manufacturers (OEMs) with in-house capabilities continue to account for around 75% of domestic electronics production, the trend is steadily shifting in favour of specialised ESDM partners. These providers are evolving from pure-play assemblers to integrated design-to-delivery solution enablers, allowing OEMs to focus on core innovation, branding, and customer experience, while benefiting from scale, cost efficiencies, and faster time-to-market.

Indian ESDM Market Segmentation

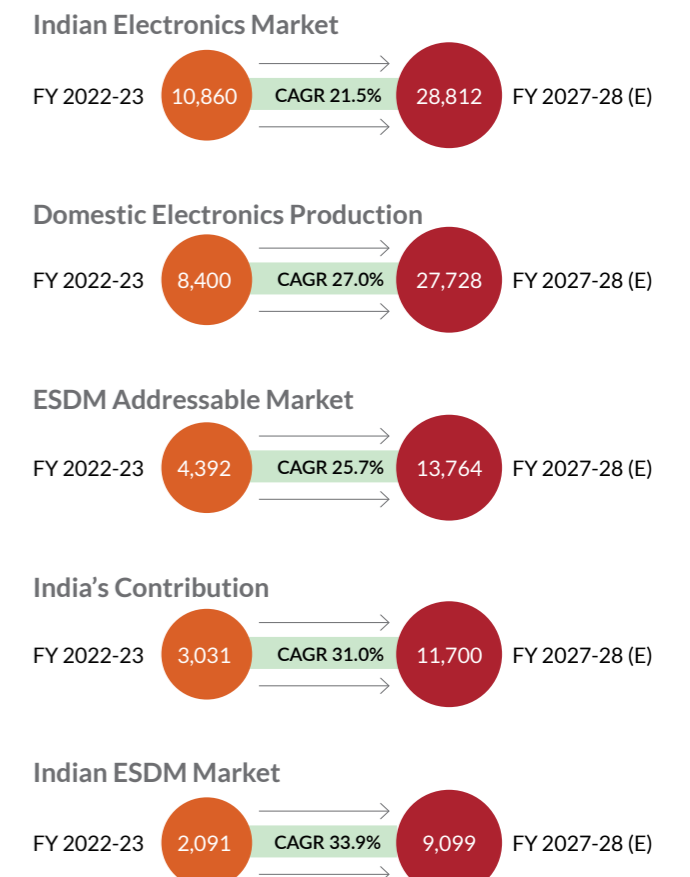


(Source: Axis EMS Sector report, PL Capital - EMS sector report)

Growth Trajectory of the Indian ESDM Industry Market Size (₹ Bn)



Indian Electronics Market vs ESDM Market (₹ Bn)



Key Growth Drivers



Greater outsourcing by OEMs

The growing integration of features within electronic products is driving demand for highly complex, multilayer PCBAs. Applications across automotive, medical, and industrial domains increasingly rely on dense layouts and high-reliability boards to meet performance and durability requirements.



Expanding consumption and talent base

Rising disposable incomes, growing rural and urban digital penetration, and a young, skilled workforce are making India a compelling market and manufacturing base. These structural advantages are enabling the creation of globally competitive, cost-effective production capabilities.



Supply chain diversification ('China Plus One' shift)

The global push for supply chain de-risking is reducing dependency on China. India, alongside nations such as Vietnam and Mexico, is emerging as a preferred hub due to its scale, geopolitical alignment, and improving manufacturing infrastructure.



Rising demand for electronics

With India's growing consumption of electronics and the government's ambitious target to achieve US\$ 300 Bn in domestic electronics manufacturing by FY 2025-26, the ESDM industry is well-positioned to capitalise on new opportunities. This demand, along with the increasing labour costs in other countries and the outsourcing trend among large OEMs, makes India an attractive destination for global ESDM providers. Additionally, emerging sectors such as EVs, IoT and electronic security systems (including cameras and storage) are creating new markets in India, fuelled by the 'Make in India' initiative.



Comprehensive government support

Several policy initiatives are catalysing ESDM growth, including the PLI Scheme, Scheme for Promotion of Manufacturing of Electronic Components and Semiconductors (SPECs), Modified Electronics Manufacturing Clusters (EMC 2.0), and the Phased Manufacturing Programme (PMP). The Government has also allocated ₹ 760 Bn to establish semiconductor and display fabrication units within India.

(Source: PL Capital – EMS sector report)

Segment-Wise Growth Drivers for Indian ESDM



Clean Energy and Electric Mobility

India's clean energy transition, underpinned by policies such as the FAME II scheme, the PLI scheme for Advanced Chemistry Cells, and the National Mission on Transformative Mobility, is creating sustained electronics demand across the EV and renewable energy value chain.



Solar and Hydrogen

Government targets for 500 GW of renewable energy and the Green Hydrogen Mission are accelerating demand for electronics-driven energy solutions, including smart inverters and grid controllers.

(Source: <https://www.pib.gov.in/PressReleaseIframePage.aspx?PRID=1913789>)



Aerospace and Defence (A&D)

Rising defence allocations and a modernisation agenda are fostering demand for indigenous, high-reliability electronics. Over the next decade, the Indian defence sector is expected to consume electronics worth ₹ 70–72 Bn, supported by a growing ecosystem of localised design and manufacturing partners.



Communications and Digital Infrastructure

Telecom and satellite

The phased removal of duty exemptions and the rollout of 5G are creating opportunities for local EMS players to meet high-frequency and low-latency electronics needs. ISRO's increasing demand for indigenous satellite electronics is also fuelling growth.

IoT and connected ecosystems

Strategic partnerships are emerging in IoT-enabled applications across healthcare, utilities, and logistics. Use cases include remote diagnostics, predictive maintenance, and asset tracking, all of which require scalable electronics manufacturing support.



Electric Vehicles (EVs)

Supported by schemes such as FAME and Make in India, EV adoption, particularly in the two-wheeler segment, is driving demand for chargers, controllers, and battery management systems.



Automotive Electronics

India is positioning itself as a global automotive R&D hub, underpinned by increasing investments and consumer demand for advanced electronics. Technologies related to vehicle safety, comfort, connectivity, and energy efficiency are accelerating PCBA content per vehicle



Railways and Transportation Infrastructure

Public-private partnerships, along with government investment plans amounting to US\$ 750 Bn by 2030, are upgrading railway and metro infrastructure. This is driving demand for signalling systems, safety electronics, and intelligent control interfaces.



Industrial Electronics and Automation

The move towards Industry 4.0, combined with policy support under the PLI scheme, is boosting demand for power electronics, smart metering, and process automation systems. These are especially relevant in sectors such as chemicals, energy, and large-scale utilities.

(Source: PL Capital – EMS sector report)

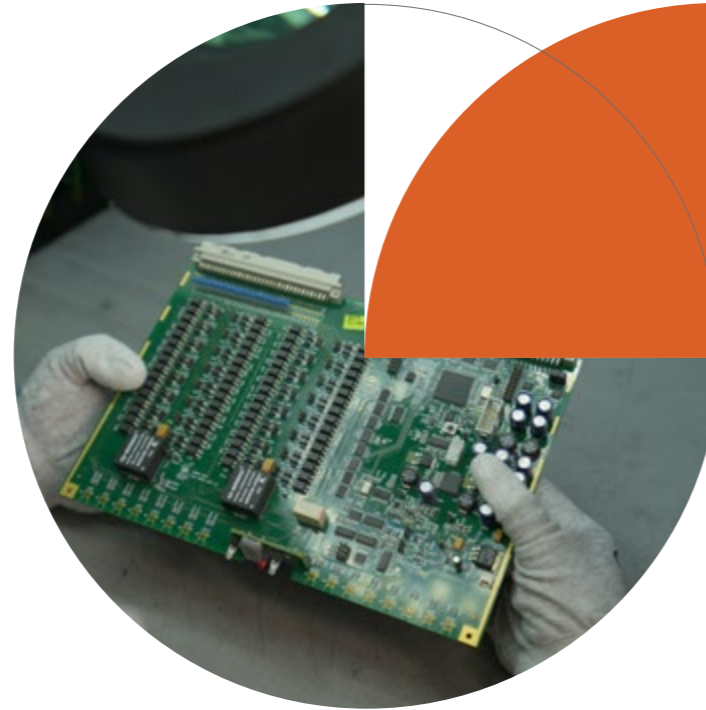
India's PCBA Industry

The PCBA industry in India is gaining strategic prominence as electronics manufacturing evolves into a high-value, innovation-driven sector. With a market size of ₹ 2,310 Bn (US\$ 31 Bn) in FY 2022-23, the industry is projected to reach ₹ 6,556 Bn (US\$ 88 Bn) by FY 2025-26, registering a remarkable CAGR of 41.6%. This growth is underpinned by increasing demand for precision electronics, rapid miniaturisation, and the rising adoption of high-speed assembly technologies.

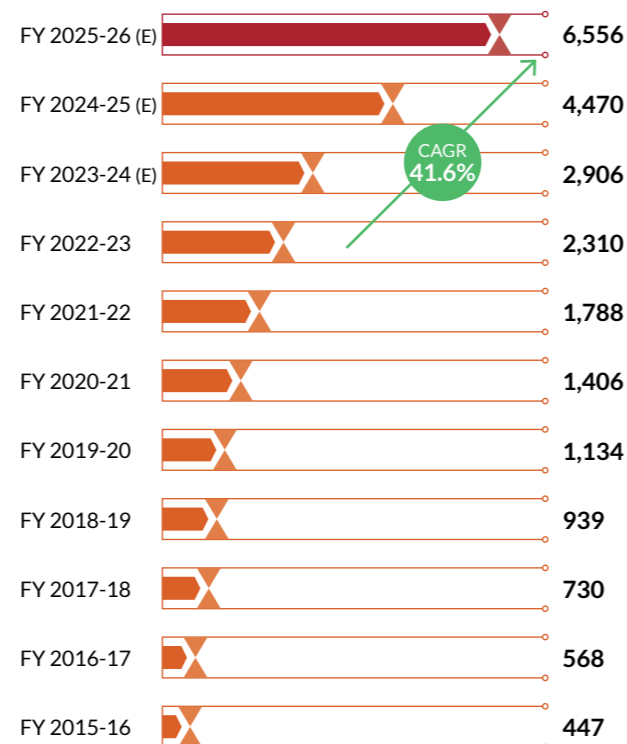
As product architectures become more complex and time-to-market pressures intensify, PCBAs serve as the operational core that integrates electronic components across applications such as mobile devices, electric vehicles, industrial automation, and telecom infrastructure. To strengthen domestic capabilities and deepen local value addition, India is actively incentivising PCBA-focused manufacturing through a combination of fiscal support, infrastructure development, and policy-driven ecosystem building.

These efforts not only aim to make India self-reliant in key electronics manufacturing functions but also enhance its role as a global hub for high-quality, export-ready PCBA solutions.

(Source: PL Capital – EMS sector report)



Indian EB Market to Grow at 41.6% from FY 2022-23 to FY 2025-26 (E) (₹ Bn)



GOI Schemes Propelling Industrial Growth

01 National Policy on Electronics (NPE) 2019

The NPE 2019 is targeted towards making India a global ESDM hub by enhancing domestic value addition and combining domestic demand and export potential. It promotes a manufacturing ecosystem by extending support through various programmes and incentives.

02 PLI Scheme for Large Scale Electronics Manufacturing

The PLI scheme offers a 4-6% incentive on the incremental sales of locally manufactured electronics over five years. It targets large investments in mobile phone manufacturing and specified electronic components.

03 Modified Electronics

Manufacturing Clusters (EMC 2.0) Scheme EMC 2.0 provides up to 50% financial assistance for infrastructure projects, capped at ₹ 700 Mn per 100 acres. This scheme has been introduced to attract global electronics manufacturers and their supply chains to the country.

04 Scheme for Promotion of Manufacturing of Electronic Components and Semiconductors

SPECS offers a 25% financial incentive on the capital expenditure for new units and expansions to strengthen the electronics manufacturing value chain. The scheme is focussed on electronic components, semiconductor/display fabrication units, and related sub-assemblies.

05 Semiconductors and Display Fabrication Ecosystem

This programme provides incentives for companies involved in semiconductor and display fabrication to develop a sustainable ecosystem in India. It covers Silicon Semiconductor Fabs, Display Fabs, and related technologies with an outlay of ₹ 760 Bn.

Company Overview

Kaynes Technology India Limited (also referred to as 'Kaynes', 'KTIL', 'The Company' or 'We') stands as a leading provider of end-to-end IoT-enabled integrated electronics manufacturing services (IEMS). We offer a full spectrum of services across the entire electronics value chain. With over thirty years of expertise, we have established ourselves as a trusted partner to global OEMs in high-growth, high-reliability sectors including Automotive, Industrial, Railways, Medical, Aerospace & Defence, and Consumer Electronics.

We operate a network of advanced manufacturing facilities in India, strategically located across Mysuru, Bengaluru, Manesar, Selaqui, Bhiwadi, Chennai, Hyderabad, and Pune, each equipped with SMT, THD, cable harnesses, and RoHS-compliant infrastructure. Our facilities are designed to support both high-mix, low-volume and scalable, high-volume production requirements. In FY 2024-25, we further expanded our global footprint through a design and interface office in the US, and the acquisition of Sensonic GmbH in Austria, strengthening our capabilities in the rail electronics segment.

The Company offers a diversified portfolio of services including:

OEM Turnkey Solutions

Covering design, manufacturing, and after-sales support.

ODM Design Services

Ranging from concept co-creation and PCB layout to prototype development and validation.

Embedded Design and IoT Solutions

Focussing on AI and ML-enabled embedded systems, smart metering, and asset tracking.

Product Engineering and Box Build

Offering complete product lifecycle services, including prototyping, New Product Introduction (NPI), and system integration.

Our innovation-led approach is anchored by a DSIR-recognised R&D centre in Mysuru and design hubs in Bengaluru and Ahmedabad, supported by a 75+ member R&D team. As we continue to evolve as a vertically integrated electronics player, we are expanding into HDI PCB manufacturing and semiconductor OSAT services through Kaynes Semicon, reinforcing our commitment to import substitution and advancing the Make in India vision.

Operational Overview of Business Verticals



Industrial (Including EV)

The Industrial segment is a key growth driver, supported by a strong order book and an expanding global client base. We serve electric two-, three-, and four-wheelers, EV infrastructure such as DC fast chargers and power modules, and Industry 4.0 applications including automation, robotics, and clean energy systems. Our portfolio has advanced to high-value, complex EV assemblies. Smart metering is a major growth area, strengthened by the acquisition of Iskraemeco India Private Limited, which brought advanced technology and a healthy pipeline, including 3.5 Mn meters in Gujarat and additional volumes in West Bengal. As an EMS partner to AMISPs, we offer integrated manufacturing, testing, and software capabilities, enabling timely collections and expansion into gas and water meters.



Aerospace

The Aerospace segment is shaping up to be a major contributor to future growth with strong order inflows and growing customer engagement. We have secured important contracts from a US-based OEM, for which we have set up a dedicated manufacturing facility. Execution is expected to pick up pace next year. To support this, we are strengthening our infrastructure and expanding our talent pool. With long-term promise and higher yields, this segment holds significant strategic value.



Medical

The Medical segment delivered healthy growth with the addition of a large European client, opening multiple RFQs and deepening our presence in global med-tech. We manufacture products including endoscopy carts, X-ray units, dental imaging systems, ICP sensor modules, and diagnostic analysers. The segment is margin-accretive and aligns with our high-value, low-volume focus. Investments in capability and regulatory compliance aim to scale operations further. We are also exploring opportunities to provide large OEMs with end-to-end EMS solutions, paving the way for recurring, long-term revenue streams.



Railways

The Railways segment saw a temporary execution pause due to regulatory approvals and specification finalisation. We are developing onboard electronic units for the Kavach train safety system with a German technology partner, targeting Proof of Concept completion in FY 2025-26. Deliveries of fully integrated units will begin once approvals are secured. The acquisition of Austria-based Sensonic GmbH, with expertise in rail electronics, enhances our offering in signalling and control systems. With the government's focus on modernisation and safety under the Kavach programme, we see strong long-term growth prospects in this vertical.



IoT, IT, Consumer and Others

This diversified segment is gaining momentum with increasing demand from government and private sectors. Our solutions integrate product engineering, embedded electronics, and IoT capabilities, including smart controllers, sensors, and connected devices. We are executing a large IT project for a government client and have begun receiving RFQs for similar programmes. In parallel, we are enhancing software and design capabilities to deliver more intelligent, value-added solutions. The segment's share is expected to rise in the near term, driven by greater adoption of connected and intelligent systems across industries.



Automotive

The Automotive segment is a core business vertical, backed by over three decades of expertise in design, engineering, manufacturing, and life-cycle support for global Tier 1 suppliers and OEMs. Our portfolio covers Cluster PCBAs, LED lighting PCBAs, various switch PCBAs, and BCU Master / Slave PCBAs, all meeting automotive-grade standards. Growth is accelerating in the EV ecosystem, where we supply components for electric two-, three-, and four-wheelers, as well as for DC fast chargers and power modules. Recent order wins from leading Tier 1 companies, including the top three globally, are largely margin-accretive and have strong export potential. With a stable seven-year average relationship across top automotive clients, this vertical is well positioned for sustained growth and margin expansion.

New Greenfield Projects: OSAT and HDI PCB

We are undertaking two strategic greenfield investments aimed at expanding our capabilities across the electronics manufacturing value chain. These projects will strengthen both backward and forward integration around our core EMS platform.

Upstream Capability - HDI PCB Manufacturing

Our HDI PCB facility, located at our Chennai campus in Tamil Nadu, enables front-end value addition through in-house production of multilayer, high-density interconnect boards. These are essential for compact, high-speed electronics used in applications such as smart meters, automotive systems, and industrial controls. This capability enhances design integration, quality control, and supply chain efficiency across our EMS value chain.

Core Integration - EMS Platform

Our core EMS platform spans PCB assembly, box build, embedded systems, and IoT-enabled solutions. These capabilities form the midstream of the value chain, translating upstream inputs into fully integrated electronic systems for global OEMs across high-growth sectors.

Downstream Expansion - OSAT Facility

The upcoming OSAT (Outsourced Semiconductor Assembly and Testing) facility in Sanand, Gujarat, extends our capabilities into the semiconductor backend. By offering chip assembly, packaging, and testing, we align with post-fabrication requirements of global semiconductor clients. This expansion positions us in a high-value segment that complements and extends our EMS offerings.

Financial Highlights

FY 2024-25 saw growth for the Company, with consolidated revenue rising to ₹ 27,218 Mn, up 51% from ₹ 18,046 Mn in FY 2023-24. Operational EBITDA climbed by 62%, reaching ₹ 4,107 Mn, reflecting improved scale and efficiency. PAT surged 60%, amounting to ₹ 2,934 Mn, supported by a margin expansion of 62 basis points. These results reflect our focussed execution, financial discipline, and solid growth momentum.

Debtors Turnover Ratio (Times)



Inventory Turnover Ratio (Times)



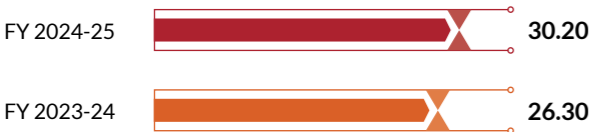
Interest Coverage Ratio (Times)



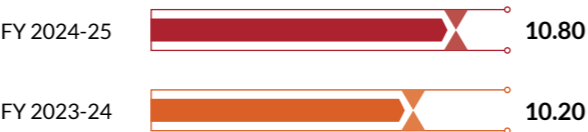
Current Ratio (Times)



Operating Profit Margin (%)



Net Profit Margin (%)



EBITDA Margin (%)



Risk and Mitigation

At Kaynes, we prioritise proactive risk management, understanding its critical role in sustaining performance and long-term value creation. Our Board of Directors oversees the risk management framework, which is regularly updated to respond to evolving business environments, operational complexities, and external uncertainties.

Execution Challenges

Impact

Delays in scaling new projects or operational expansions can impact timely revenue recognition and business growth.

Mitigation Measures

- Continuing to improve project planning, build execution buffers, and enhance management bandwidth to support smoother implementation
- Using past learnings to reduce risks in upcoming expansions

Working Capital Intensity

Impact

Higher inventory and receivables during growth phases can increase pressure on operating cash flows and liquidity.

Mitigation Measures

- Implementing active measures to improve the working capital cycle through efficient inventory and receivable management
- Reducing overall cycle times and enhancing internal funding capabilities to support future investments

Deployment Bottlenecks

Impact

Client-side operational or logistical issues may delay billing or revenue realisation despite timely delivery.

Mitigation Measures

- Engaging with implementation partners and structuring payment terms to minimise exposure
- Focussing on manufacturing and supply, reducing reliance on post-delivery services

Policy and Regulatory Dependency

Impact

Regulatory changes can impact project timelines and order flow, particularly in government-linked sectors.

Mitigation Measures

- Monitoring policy developments closely and engaging actively with relevant stakeholders
- Supporting business continuity and growth visibility through approved projects and participation in incentive-linked programmes

Project Scale-Up Challenges

Impact

New facility development or entry into high-tech verticals may face delays in setup or coordination, affecting go-to-market timelines.

Mitigation Measures

- ▶ Focussing on timely execution, with enhanced internal controls and early client engagement
- ▶ Incorporating lessons from previous expansions to ensure smoother rollouts

Competitive Environment

Impact

Market dynamics or strategic shifts in the ecosystem may affect positioning, pricing, or partnerships across verticals.

Mitigation Measures

- ▶ Maintaining a clear strategic focus on being a trusted manufacturing and design partner
- ▶ Mitigating concentration and dependency risks through a diversified portfolio across geographies and sectors

Margin Volatility

Impact

Variations in product mix or input costs may lead to fluctuations in gross margins and profitability.

Mitigation Measures

- ▶ Directing strategic efforts towards scaling high-margin verticals and driving operational efficiency
- ▶ Building a balanced portfolio and increasing scale to support long-term margin stability



Talent Development and Workforce Capability Enhancement

Kaynes Technology recognises that building future-ready talent is integral to sustaining our growth in a fast-evolving electronics manufacturing landscape. We are committed to developing a skilled, agile, and purpose-driven workforce through continuous investments in training, reskilling, and upskilling. Our hiring and talent development practices are aligned with our strategic priorities, focussing on both technical proficiency and cultural alignment.

To support capability building across the organisation, we deliver structured learning programmes spanning advanced manufacturing technologies, quality systems, functional excellence, and leadership development. These programmes are tailored to individual roles and career stages, ensuring relevance and long-term impact. We also facilitate cross-functional exposure and on-the-job learning to deepen domain knowledge and promote innovation-led thinking.

Employee well-being and engagement are integral to our approach. Through a combination of health, safety, and support initiatives, we aim to maintain a productive, balanced, and inclusive work environment. As of 31 March, 2025, our total workforce stood at 6,199, reflecting our continued emphasis on attracting, developing, and retaining high-calibre talent across all locations.



Internal Control Systems Supporting Operational and Financial Discipline

Kaynes Technology has established a robust internal control system to ensure financial accuracy, operational efficiency, and regulatory compliance across its manufacturing and business functions. These controls are designed in alignment with the Company's scale, operational complexity, and growth strategy. They are embedded into daily activities through defined policies, ERP-integrated processes, and clear functional accountability.

We maintain strong internal financial controls to ensure that all transactions are properly authorised, accurately recorded, and reported in a timely manner, in line with

applicable accounting standards. Where possible, we have embedded control checkpoints into automated workflows across procurement, production, inventory, and finance to enable traceability and consistency.

Internal audits are conducted periodically based on a risk-based audit plan approved by the Audit Committee of the Board. These reviews help us assess the effectiveness of our control systems and identify opportunities for continuous improvement. Through this structured approach, the Company upholds high standards of governance, transparency, and operational discipline.



Quality Control Statement

At Kaynes, quality is integral to how we operate and deliver. We have structured our approach to ensure that each product and service meets customer expectations, as well as applicable regulatory standards. A thorough qualification process is in place across the value chain, reflecting our focus on precision and reliability.

Regular evaluations are conducted at our manufacturing units, along with audits by independent agencies and customers. This ensures all our processes remain compliant and performance-driven. By continuously monitoring these aspects, we strengthen product integrity and foster ongoing improvements in line with the evolving needs of the industry.



Cautionary Statement

This report may contain statements that reflect the Company's anticipated outlook, objectives, or performance estimates. These 'forward-looking statements' are subject to various uncertainties and risks that may cause actual outcomes to differ from those projected. Influencing factors include regulatory changes, macroeconomic developments, legal proceedings, and shifts in market dynamics across our domestic and international operations. Readers are advised to interpret these statements with caution. The Company disclaims any obligation to update such 'forward-looking statements' or to be held liable for decisions based on the information provided herein.



Board's Report

To

The Members,

KAYNES TECHNOLOGY INDIA LIMITED

Your Directors take immense pleasure in presenting the Seventeenth (17th) Annual Report of your Company, along with the Audited Standalone & Consolidated Financial Statements for the year ended 31 March, 2025 and Auditor's Report for the Financial Year ended 31 March, 2025.

1. FINANCIAL SUMMARY OR HIGHLIGHTS

All amounts are in ₹ Mn, (except per equity share data)

Particulars	Standalone For the Financial Year ended		Consolidated For the Financial Year ended	
	31 March, 2025	31 March, 2024	31 March, 2025	31 March, 2024
Revenue from Operations	19,154.43	12,739.39	27,217.52	18,046.19
Other Income	1,365.22	641.93	1,069.63	559.16
Total Income	20,519.65	13,381.32	28,287.15	18,605.35
Total Expenses excluding Depreciation	17,498.39	11,560.91	24,123.51	16,038.25
Depreciation and Amortisation Expenses	267.78	214.41	447.40	251.41
Profit/(Loss) before exceptional Items and tax	2,753.48	1,606.00	3,716.24	2,315.69
Exceptional Items	-	-	-	-
Profit/(Loss) before Tax	2,753.48	1,606.00	3,716.24	2,315.69
Provision for Tax	649.46	340	741.11	458.39
Deferred Tax charge/(credit)	4.97	5.02	40.80	24.41
Profit/(Loss) for the year	2,099.05	1,260.98	2,934.33	1,832.89
Other Comprehensive Income net of tax	6.78	3	9.78	5.62
Total Comprehensive Income/(Expense) for the year	2,105.83	1,263.98	2,944.11	1,838.51
(Less) Share of Profit / (loss) of minority interest	-	-	2.47	2.72
Total Comprehensive Income/(Expense) for the year, Net of Tax	2,105.83	1,263.98	2,941.64	1,835.79
Earnings per Share—Basic in ₹	32.81	21.1	45.82	30.63
Earnings per Share—Diluted in ₹	32.51	20.83	45.40	30.24

Note:

The above figures are extracted from the audited Standalone and Consolidated Financial Statement of the Company as per the Indian Accounting Standards (Ind AS).

2. STATE OF COMPANY'S AFFAIRS AND BUSINESS PROSPECTS

Revenue summary

Your Board is pleased to report significantly enhanced levels of business and profitability during the year under consideration. This was made possible due to concentrated efforts in various spheres from Business Development to Supply Chain to Operations and all the enabling functions.

Your Company achieved a total Revenue of ₹ 20,519.65 Mn during the Financial Year ended 31 March, 2025 as against ₹ 13,381.32 Mn in the Immediate previous financial year. Your Company has earned a Net Profit (after considering the depreciation and tax) of ₹ 2,105.83 Mn in the current year as against ₹ 1,263.98 Mn in the Immediate previous financial year. Basic EPS for the reporting year is ₹ 32.81 as against ₹ 21.10 Immediate previous financial year.

Profitability summary

- EBITDA growth over 0.48x and margins improved by 4299 bps with strong operational performance.
- PAT growth over 0.67x and margins improved by 7145 bps with improvement in debt matrix and better fixed asset turnover ratio.

3. CHANGE IN THE NATURE OF BUSINESS

During the year under review there was no changes in the nature of business of the Company.

4. DIVIDEND

The Board of Directors of your Company had approved and adopted the Dividend Distribution Policy containing all the necessary details as required by the Companies Act, 2013 (the "Act") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"). The Dividend, if any shall be payable in accordance with the Dividend Distribution Policy, which is available on the website of your Company. <https://www.kaynestechology.co.in/doc/Codes-and-Policies/Kaynes%20Technology-Dividend%20distribution%20policy.pdf>

Considering the growth and investment prospects of your Company, the Board of Directors have not

recommended any dividend for the Financial Year ended 31 March, 2025.

5. AMOUNTS TRANSFERRED TO RESERVES

The Company has not proposed to transfer any amount to the General Reserve for the Financial Year ended 31 March, 2025.

6. ANNUAL RETURN

Pursuant to Sections 92(3) and 134(3)(a) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return i.e., Form MGT-7 of the Company for the FY 2024-25 is available on the website of the Company at <https://www.kaynestechology.co.in/doc/Regulation-46-of-sebi-lodr-regulation/Annual%20Return%202024-25.pdf>

7. BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)

Your Company has an appropriate mix of Executive, Non-Executive and Independent Directors to maintain the independence of the Board and separate its functions of governance and management. The composition of the Board of Directors, Key Managerial Personnel and changes in the composition of the Board of Directors and Key Managerial Personnel as on 31 March, 2025 is exhibited below:

Sl. No.	Name	Designation	Date of Appointment
1.	Mrs. Savitha Ramesh	Executive Chairperson & Whole Time Director	28 March, 2008
2.	Mr. Ramesh Kunhikannan	Managing Director	28 March, 2008
3.	Mr. Jairam Paravastu Sampath	Whole Time Director & Chief Financial Officer	10 March, 2018
4.	Mr. Seeplaputhur Ganapathiramaswamy Murali	Independent Director	21 February, 2022
5.	Mr. Anup Kumar Bhat	Independent Director	12 January, 2022
6.	Mr. Alexander Koshy	Independent Director	21 February, 2022
7.	Mr. Heinz Franz Moitzi	Independent Director	16 June, 2023
8.	Ms. Poornima Ranganath	Independent Director	31 March, 2022
9.	Mr. Rajesh Sharma	Chief Executive Officer	20 December, 2021
10.	Mr. Anuj Mehtha*	Company Secretary & Compliance Officer	27 January, 2025

Note:- *Mr. Anuj Mehtha was appointed as a Company Secretary and Compliance Officer of the Company with effect from 27 January, 2025

Appointment and Re-appointment:

The following Appointments and Re-appointments were made during the Financial Year up to the date of this report:

Retire by Rotation

- In terms of the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Ramesh Kunhikannan (DIN: 02063167), Managing Director, retires at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The details of Mr. Ramesh Kunhikannan are provided in the Notice of the Annual General Meeting. The Board of Directors recommends his re-appointment.

All the Directors of the Company in compliance with the Section 164 of the Companies Act, 2013.

Your Company Board consists of 8 (Eight) Members, which include 3 (Three) Executive Directors, 5 (Five) Independent Directors including 1 (One) Woman Independent Director as on the date of this Report. The Board periodically evaluates the need for change in its composition and size.

The Independent Directors of the Company have maintained highest standards of integrity in their dealings with the Company. They also possess the requisite expertise and experience (including Proficiency) necessary for acting as Independent Directors of the Company. Annual Declarations received from the Independent Directors for the Financial Year 2024-25 contain affirmations regarding registrations in the data bank.

The Company has 5 (Five) Key Managerial Persons (KMPs) including Executive Directors, Mrs. Savitha Ramesh, Executive Chairperson and Whole-time Director, Mr. Ramesh Kunhikannan, Managing Director, Mr. Jairam P Sampath, Whole-time Director and Chief Financial Officer, Mr. Rajesh Sharma, Chief Executive Officer and Mr. Anuj Mehtha, Company Secretary & Compliance Officer of the Company.

Changes in Key Managerial Personnel:

Mr. S M Adithya Jain resigned as Company Secretary & Compliance Officer of the Company w.e.f closing of business hours on 30 November, 2024. The Board has placed on record its deep appreciation for the contribution made by Mr. S M Adithya Jain during his tenure as Company Secretary & Compliance Officer of the Company.

Based on the recommendation of Nomination & Remuneration Committee, the Board of Directors at its Meeting held on 27 January, 2025 appointed Mr. Anuj Mehtha as Company Secretary & Compliance Officer w.e.f. 27 January, 2025.

List of Senior Management of the Company:

Definition of Senior Management as per SEBI (Listing Obligations and Disclosure Requirement) 2015

"Senior Management" to include the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, and all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors). The new definition also covers all the functional heads, by whatever name called and the Company Secretary and the Chief Financial Officer.

List of Senior Management as on 31 March, 2025

Sl. No	Name	Designation
1	Mr. Jairam P Sampath	Whole-Time Director and Chief Financial Officer
2	Mr. Rajesh Sharma	Chief Executive Officer
3	Mr. Sajan Anandaraman	Head-Commercial and Corporate Affairs
4	Mrs. Premita Govind	Head – Human Resources
5	Mr. Govind S Menokee	Head – Information Technology
6	Mr. Col. Sharath Kumar Bhat	Senior Vice President – International Business
7	Mr. Col. Dilip Nambiar	President – Operations
8	Mr. Vishwanathan K	President – Materials
9	Mr. Gaurav Mehta	President – Business Development (Non- Automotive)
10	Mr. Abdul Nazar	President – Business Development
11	Mr. Anuj Mehtha	Company Secretary and Compliance Officer

Note: 1. Mr. R Balasubramanian – Deputy CFO resigned from his office with effective from 30 January, 2025.

2. Mr. SM Adithya Jain - Company Secretary and Compliance Officer of the Company resigned from the office with effective from 30 November, 2024.

Declaration by Independent Directors:

Declarations under Section 149(7) of the Companies Act, 2013 have been received from all the Independent Directors of the Company confirming that they meet the criteria of independence as provided in Sub-Section 6 of Section 149 of the said Act and as per the Listing Regulations.

The Board has evaluated the Independent Directors and confirms that Mr. Seeplaputhur Ganapathiramaswamy Murali, Mr. Anup Kumar Bhat, Mr. Heinz Franz Moitzi, Mr. Alexander Koshy and Ms. Poornima Ranganath have fulfilled the independence criteria as specified in the Listing Regulations and their independence from the management.



Details on terms of appointment of Independent Directors and the familiarisation program have been displayed on website of the Company at https://www.kaynestechology.co.in/doc/Codes-and-Policies/Kaynes%20Technology_Familiarization%20programme.pdf

8. BOARD MEETINGS

The Board of Directors of the Company met 8 (Eight) times during the year under review. The details of these Board Meetings are provided in the Report on Corporate Governance section forming part of the Annual Report. The necessary quorum was present for all the meetings.

The maximum gap between any two meetings was within the stipulated time period as prescribed under the Companies Act, 2013 and the Listing Regulations. The details of the Meetings of the Board and its Committees are exhibited in the Corporate Governance Report which forms an integral part of the Annual Report.

Separate meeting of the Independent Directors

In terms of requirements under Schedule IV of the Act and Regulation 25(3) of the Listing Regulations, 1 (One) separate meeting of the Independent Directors was held during Financial Year 2024-25. Further details are mentioned in the Corporate Governance Report.

9. COMMITTEES OF THE BOARD

During the FY 2024-25, your Board has 7 Committees i.e.,

1. Audit Committee,
2. Nomination & Remuneration Committee,
3. Corporate Social Responsibility Committee,
4. Stakeholders' Relationship Committee,
5. Risk Management Committee,
6. Borrowings & Investment Committee and
7. Fund-Raising Committee*.

The composition of the Committees, Roles and Responsibilities and Meetings held, as per the applicable provisions of the Act, Rules and the Listing Regulations are given separately in Corporate Governance Report which forms an integral part of the Annual Report.

***Note:** The Committee was formed pursuant to the Board approval in the meeting of the Board held on 22 January, 2025.

10. CORPORATE GOVERNANCE

Your Company has been following and adhering to the best Corporate Governance practices to ensure

value system of integrity, fairness, transparency, accountability and adoption of the highest standards of business ethics will reap benefits to all the stakeholders. The Corporate Governance Report in terms of Regulation 34 of the Listing Regulations has been disclosed separately and forms part of the Annual Report.

The Compliance Certificate issued by Mrs. Kalaivani S, Practising Company Secretary, on compliance with conditions of Corporate Governance as stipulated in the Listing Regulations and Corporate Governance Report is annexed to this report as **Annexure – 1**.

11. MANAGEMENT DISCUSSION AND ANALYSIS (MD&A)

The Management Discussion and Analysis Report as required under Schedule V of the Listing Regulations, which forms part of the Annual Report.

12. PERFORMANCE EVALUATION OF THE BOARD AND BOARD DIVERSITY

The performance evaluation of the Board and its Committees is applicable to the Company from FY 2024-25 pursuant to listing of the shares of the Company on the Stock Exchanges.

Your Board has in place a formal mechanism for evaluating its performance as well as that of its Committees and individual Directors, including the Chairperson of the Board. The evaluation was carried out through a structured questionnaire covering various aspects of the functioning of Board and its Committees. The detailed process in which annual evaluation of the performance of the Board and its Committees, Chairperson and individual Directors including Independent Directors is disclosed in the Corporate Governance Report which forms an integral part of the Annual Report.

Further, the Independent Directors, at their exclusive Meeting held on 08 March, 2025 reviewed the performance of the Board, its Chairperson and Non-Independent Directors and other items as stipulated under the Companies Act, 2013 and the Listing Regulations.

A diverse Board enables efficient functioning through its access to Broad perspectives and diverse thought processes underpinned by a range of scientific, industrial and management expertise, gender, knowledge and geographical origins. The Board recognises the importance of diverse composition and has adopted a Board Diversity Policy, which sets out the approach to diversity. The Board diversity policy of the Company is available on the website of the Company at https://www.kaynestechology.co.in/doc/Codes-and-Policies/Kaynes%20Technology_Board%20diversity%20policy.pdf

13. DIRECTORS' RESPONSIBILITY STATEMENT

To the best of Board's knowledge and belief and according to the information and explanations obtained by the Board of Directors, Your Directors make the following statements in terms of Sections 134(3)(c) & 134(5) of the Companies Act, 2013:

- a) In the preparation of the annual accounts for FY 2024-25, the applicable Indian Accounting Standards (Ind AS) have been followed along with proper explanation relating to material departures,
- b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on 31 March, 2025 and of the Profit and Loss of the Company for that period.
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) The Directors have prepared the annual accounts on a going concern basis.
- e) The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively.
- f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

14. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

Your Company has adopted Nomination & Remuneration Policy for the purpose of Directors' appointment and remuneration including criteria for determining qualifications, positive attributes and independence of a Director, in accordance with Section 178(3) of the Companies Act, 2013 and the rules made thereunder. The copy of said Policy is available on the website of the Company at https://www.kaynestechnology.co.in/doc/Codes-and-Policies/Kaynes%20Technology_NRC%20policy.pdf

15. DISCLOSURE UNDER RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION) RULES, 2014

Disclosures required under Section 197 of the Companies Act, 2013 read with rule 5 of the

Companies (Appointment & Remuneration) Rules, 2014 have been annexed as **Annexure-2**.

Particulars of Employees' Remuneration, as required under Section 197(12) of the Companies Act, 2013, read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of this Report. Considering the first proviso to Section 136(1) of the Companies Act, 2013, the Annual Report, excluding the said information, is being sent to the shareholders of the Company and others entitled thereto. The information is available for inspection at the registered office of the Company during working hours up to the date of the ensuing AGM. Any shareholder interested in obtaining such information may write to the Company at kaynestechnics@kaynestechnology.net in this regard

16. LOANS, GUARANTEES AND INVESTMENTS

Particulars of Loans granted, Guarantees given and Investments made by the Company pursuant to Section 186 of the Companies Act, 2013 and the rules made thereunder are provided in financial statements which forms a part of the Annual Report.

17. CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All contracts/arrangements/transactions entered by the Company during FY 2024-25 with its related parties were in the ordinary course of business and on Arm's length basis. All Related Party Transactions (RPTs) were placed before the Audit Committee for its approval.

During FY 2024-25, your Company had not entered into any materially significant transaction which requires the approval of Shareholders under Regulation 23 of the Listing Regulations or Section 188 of the Act. The disclosures on Related Party Transactions under Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 in **Form AOC-2** is enclosed to this report as **Annexure-3**. The details of Related Party Transactions are also furnished in Notes to Financial Statements (both Standalone and Consolidated), as per the applicable Accounting Standards.

The Policy on RPTs as approved by the Board is available on the Company's website at <https://www.kaynestechnology.co.in/doc/Codes-and-Policies/Policy%20on%20Related%20Party%20Transaction%2029.03.2025.pdf>

18. SHARE CAPITAL

1. Changes In Share Capital:

A. Capital Structure as on 31 March, 2025:

Particulars	Authorised Share Capital	Issued, Subscribed, Paid-up Capital
Number of Equity Shares	70,000,000	64,084,305
Nominal Amount per Equity Share (₹)	10	10
Total Amount of Equity Shares (₹)	700,000,000	640,843,050
Number of Preference Shares	2,000,000	–
Nominal Value per Preference Share (₹)	10	10
Total Amount of Preference Shares (₹)	20,000,000	–
Total Capital (₹)	720,000,000	640,843,050

During the year under review, the Paid-up Share Capital of the Company was increased from ₹ 639,180,730 to ₹ 640,843,050.

The Company issued and allotted 166,232 equity shares of ₹ 10 each at a premium of ₹ 128 per share through ESOP allotment during the year.

B. Details of Buy Back of Securities:

The Company has not bought back any of its securities during the year under review.

C. Details of issue of Sweat Equity Shares:

The Company has not issued any Sweat Equity Shares during the year under review.

D. Details of issue of Bonus Shares:

The Company has not issued any Bonus Shares were issued during the year under review.

E. Details of Issue of Equity Shares with Differential Rights:

The Company has not issued any Equity Shares with differential rights during the year under review.

F. Disclosure in respect of voting rights not exercised directly by the employees in respect of shares to which the scheme relates

There are no such cases arisen during the year under review.

19. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

Your Company being one of top 1000 listed entities based on Market Capitalisation, is required to include Business Responsibility and Sustainability Report in the Annual Report describing the initiatives taken by the Company from environmental, social and governance perspective. The Business Responsibility and Sustainability Report which is part of the Annual Report.

20. INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Pursuant to Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), the amount in Unpaid Dividend Account, the application money received for allotment of any securities and due for refund, principal amount of matured deposits and debentures and interest accrued thereon, redemption amount of preference shares, etc. remaining unclaimed and unpaid for a period of 7 (Seven) years from the date it became due for payment by the Company shall be transferred to the Investor Education and Protection Fund established by the Central Government. In addition to that, the Shares on which Dividend has not been paid or claimed by the Shareholders for 7 (Seven) consecutive years or more shall be transferred by the Company to IEPF, pursuant to Section 124(6) of the Act and the rules made thereunder.

During the FY 2024-25, there were no amounts which were required to be transferred to the IEPF by the Company.

21. EMPLOYEE STOCK OPTION SCHEME

Your Company has an Employee Stock Option Scheme under 'KAYNES ESOP SCHEME 2022', and "KAYNES ESOP SCHEME 2023" (the Schemes) which is administered by the Nomination & Remuneration Committee for the benefit of employees.

The Compliance Certificate from the Secretarial Auditor of the Company stating that the Schemes have been implemented in accordance with SEBI (Share Based Employees Benefits and Sweat Equity) Regulations, 2021 is annexed to this report.

The disclosures as required under SEBI (Share Based Employees Benefits and Sweat Equity) Regulations, 2021 forms part of this report.

The Company has not yet implemented the “KAYNES ESOP SCHEME 2023” which has been approved by the shareholders of the Company at the Annual General Meeting held on 09 September, 2024.

Pursuant to Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the applicable disclosures as on 31 March, 2025 are as follows:

Details of ESOP

(i) **Summary of the Existing ESOP Plans –**

Sl. No.	Particulars	KAYNES ESOP SCHEME 2022	KAYNES ESOP SCHEME 2023
1	Date of Shareholder's Approval	12 January, 2022	09 September, 2024
2	Date of last Modification	14 October, 2022	NA
3	Ratification of ESOP Scheme	15 September, 2023	NA
4	Total number of Options approved	923,160	581,337
5	Exercise Price Per Option	₹ 138/-	Price at a discount of 25%, prior to the date of the meeting of the NRC option granted,
6	Pricing Policy	₹ 138/-	The options will be granted at a price equal to the latest available closing price at a discount of 25%, prior to the date of the meeting of the NRC, in which options are granted / shares are issued, on the National Stock Exchange on which the shares of the Company are listed.
7	Vesting Period	4 years	1 to 5 years
8	Exercise Period	Within 2 years from the date of vesting	1 to 5 years
9	Variation in terms of Options	None	None

(ii) **Movement of Options during FY 2024–25**

Particulars	ESOP Plan 2022	ESOP Plan 2023
Number of Options outstanding as on 01 April, 2024	811,615	-
Options granted during the year	-	-
Options forfeited/lapsed during the year	24,681	-
Options vested during the year	786,934	-
Options exercised during the year	166,232	-
Number of shares arising as a result of exercise	166,232	-
Money realised from exercise of options	22,940,016	-
Number of options outstanding as on 31 March, 2025	620,702	-
Number of options exercisable as on 31 March, 2025	620,702	-

(iii) **Employee-Wise Details of Options Granted in FY 2024–25**

Particulars	ESOP Plan 2022		ESOP Plan 2023
	Number of Options Granted (including Re-issue)	Exercise Price Per Option (₹)	Not Applicable since not yet Implemented
Key Managerial Personnel (MD, CEO, CFO, CS)			
Jairam P Sampath (WTD & CFO)	Nil	Nil	
Rajesh Sharma (CEO)	Nil	Nil	
S M Adithya Jain (CS)*	Nil	Nil	
Anuj Mehtha (CS)**	Nil	Nil	
Any other employee receiving 5% or more of the total options granted during the year	Nil	Nil	
Employees receiving options equal to or more than 1% of the issued capital at the grant time	Nil	Nil	

Note: * Company secretary and Compliance Officer of the Company resigned from the office with effective from 30 November, 2024.

**Mr. Anuj Mehtha was appointed as a Company Secretary and Compliance Officer of the Company with effect from 27 January, 2025.



22. DETAILS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

A. Conservation of Energy:

Energy conservation remains a strategic priority within our manufacturing operations. Through continuous improvement programs, your Company optimised processes, leading to reductions in the specific consumption of fuel, power, and water. Companies benchmarking practice for improve the consumption of the energy against industry best practices and establishing consumption baselines have enabled us to identify areas for improvement and set informed, achievable targets.

Sustainability is deeply embedded in our business policy, reflecting our commitment to pursuing industrial development in harmony with the environment. Our long-term sustainability strategy ensures that our products, packaging, and business operations are safe for employees, consumers, stakeholders, and the environment. We focus on adopting technologies and processes that have a positive environmental impact.

As a manufacturer of electrical products, we recognise our responsibility toward energy conservation. This responsibility is evident in our product development efforts and ongoing process upgrades. Our management and teams are dedicated to minimising energy consumption, implementing several energy-saving projects, and consistently identifying potential areas for further energy savings.

B. Technology absorption:

The Company continues to use the latest technologies for improving the productivity and quality of its services and products. The Company's operations require significant import of technology.

C. Foreign Exchange Earnings and Outgo:

Particulars	As on 31 March, 2025
Total Foreign Exchange Used (Cash basis)	₹ 8,431.95 Mn
Total Foreign Exchange Earned (Accrual Basis)	₹ 1,560.44 Mn

23. A STATEMENT ON THE DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY

In today's economic environment, Risk Management is a very important part of business. The main aim of risk management is to identify, monitor and take

precautionary measures in respect of the events that may pose risks for the business. Your Company ensures that all the risks are timely defined and mitigated in accordance with the Risk Management Process.

24. CORPORATE SOCIAL RESPONSIBILITY(CSR)

In line with Section 135 read with Schedule VII of the Companies Act, 2013, the Board has constituted a Corporate Social Responsibility (CSR) Committee and adopted a CSR Policy. The annual report on CSR activities for the Financial Year ended 31 March, 2025 is attached hereto and is marked as **Annexure - 4**. The details of the CSR policy of the Company available at the website of the Company at https://www.kaynestechology.co.in/doc/Codes-and-Policies/Kaynes%20Technology_CSR%20policy.pdf

25. INTERNAL FINANCIAL CONTROL

Your Company has an Internal Financial Control System, commensurate with the size, scale and complexity of its operations. Internal Controls in the Company have been designed and Continually improved to further the interest of all its stakeholders by providing an environment which is facilitative to conduct its operations and to take care of, inter alia, financial and operational risks with emphasis on integrity and ethics as a part of work culture.

The scope and authority of the Internal Audit (IA) is defined by the Audit Committee. The Internal Auditors monitor and evaluate the efficacy and adequacy of internal financial control system in the Company and its compliance with accounting procedures, financial reporting and policies at all locations of the Company. Based on the report of internal audit, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Any significant audit observations and corrective actions thereon are presented to the Audit Committee and the Board. No major internal control weakness was identified during the year. The Company also has a well-functioning Whistle Blower Policy in place.

Your Company has laid down set of standards, process and structures which enables to implement internal financial control across the organisation and ensure that the same are adequate and operating effectively.

26. PROHIBITION OF INSIDER TRADING

In compliance with SEBI (Prohibition of Insider Trading) Regulation 2015, the Company has adopted a 'Code of Conduct for Prevention of Insider Trading' in line with the provisions of the Regulation. The said Code is available on the Company's website at https://www.kaynestechology.co.in/doc/Codes-and-Policies/Kaynes%20Technology_Code%20of%20conduct%20for%20Prevention%20of%20Insider%20Trading.pdf

27. VIGILANCE MECHANISM / WHISTLE BLOWER POLICY

Pursuant to Section 177 of the Companies Act, 2013, the Company has established a Whistle Blower Policy for Directors and Employees to report any unethical conduct, misuse of unpublished price sensitive information, actual or suspected fraud or violation of Company's Code of Conduct. The detailed Policy is available on the website of the Company at https://www.kaynes technology.co.in/doc/Codes-and-Policies/Kaynes%20Technology_Whistle%20blower%20and%20vigil%20mechanism%20policy%2010.5.2025.pdf

28. DISCLOSURE RELATING TO REMUNERATION OF EMPLOYEES AS REQUIRED UNDER THE PROVISIONS OF SECTION 197 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 ARE AS FOLLOWS

A. Employees who were employed throughout the year and were in receipt of remuneration in aggregate of not less than ₹ 10,200,000/- for 12 Months:

Sl. No	Name	Designation	Qualification	Age (Years)	Experience (Years)	Date of Commence-ment of Employment	Remunera-tion received in (₹ in Mn)	Last Employment	
								Employer Name	Post Held
1	Ramesh Kunhikannan	Managing Director	Bachelor's degree in Electrical Engineering	61	37	28 March, 2008	18.0	NA	NA
2	Savitha Ramesh	Chairperson & Whole Time Director	Bachelor's degree in Commerce	53	29	28 March, 2008	18.0	NA	NA
3	Rajesh Sharma	CEO	Chartered Accountant	50	30	20 December, 2021	14.5	Syngene International Limited	Vice President

B. Employees who were employed for part of the year and were in receipt of remuneration in aggregate of not less than ₹ 850,000/-per month.

Sl. No	Name	Designation	Qualification	Age (Years)	Experience (Years)	Date of Commence-ment of Employment	Remuneration received in (₹ in Mn)	Last Employment	
								Employer Name	Post Held
NIL									

C. Remuneration received by Managing Director /Whole Time Director from Holding or Subsidiary Company :

During the year under review, Managing Director /Whole Time Director have not received any Remuneration or Commission from Subsidiaries of the Company. Further, the Company is not subsidiary to any other Company.

D. Affirmation that the payment of remuneration is as per the Remuneration Policy of the Company :

Your Board hereby affirms that the payment of remuneration is as per the Remuneration Policy of the Company.

29. HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES AND JOINT VENTURES

Sl. No.	Name of Company	Nature	Holding Percentage
1	Kemsys Technologies Private Limited	Subsidiary	100.00%
2	Kaynes Electronics Manufacturing Private Limited	Subsidiary	100.00%
3	Kaynes Embedded Systems Private Limited	Subsidiary	60.00%
4	Kaynes Technology Europe GmbH	Subsidiary	60.00%
5	Kaynes International Design & Manufacturing Private Limited	Subsidiary	95.21%
6	Kaynes Semicon Private Limited	Subsidiary	100.00%
7	Kaynes Circuits India Private Limited	Subsidiary	100.00%
8	Kaynes Mechatronics Private Limited	Subsidiary	100.00%
9	Digicom Electronics INC	Subsidiary	100.00%

Sl. No.	Name of Company	Nature	Holding Percentage
10	ESSNKAY Electronics LLC	Subsidiary	100.00%
11	Kaynes Holding Pte. Limited	Subsidiary	100.00%
12	Iskraemeco India Private Limited	Subsidiary	100.00%

Statement relating to Subsidiary Companies in **Form AOC-1** is part of this report as **Annexure - 5**.

30. AUDITORS AND AUDITOR'S REPORT

A. Statutory Auditors

In terms of the requirement of the Companies Act, 2013, M/s K P Rao & Co, Chartered Accountants, having the Institute of Chartered Accountants of India, Firm Registration No.003135S, were appointed as Statutory Auditors of the Company for a term of Five (5) years, to hold office from the conclusion of Thirteenth (13th) Annual General Meeting until the conclusion of Eighteenth (18th) Annual General Meeting. Ratification of Auditors in every General Meeting is not required as first proviso to Section 139 has been deleted pursuant to notification dated 07 May, 2018. The Auditors' Report read together with Annexure referred to in the Auditors' Report for the Financial Year ended 31 March, 2025 do not contain any qualification, reservation, adverse remark or disclaimers. The Auditor's Report is enclosed with the Financial Statements and forms part of the Annual Report. During the year under review, the Statutory Auditors have not reported any matter under Section 143 (12) of the Act, therefore no detail is required to be disclosed under Section 134(3) (ca) of the Act.

B. Secretarial Auditor

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of your Company at its meeting held on 16 May, 2024 had appointed Mrs. Kalaivani S, Practising Company Secretary (CP No.: 22158), to undertake the Secretarial Audit of the Company for the Financial Year 2024-25. The Secretarial Audit Report is annexed herewith as **Annexure-6**. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

Pursuant to the provision of Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and Regulation 24A of the Listing Regulations, the Board appointed Mr. Vijayakrishna KT, Practising Company Secretary (CP No.: 980) as the

Secretarial Auditor of the Company for a period of Five (5) consecutive years from the Financial Year 2025-26 to 2029-30 and recommended to the shareholders for their approval at the ensuing Annual General Meeting.

A brief profile and other relevant details of Mr. Vijayakrishna KT, Company Secretary are provided in the Notice convening the ensuing AGM.

Mr. Vijayakrishna KT, Company Secretary have consented to act as the Secretarial Auditor of the Company and confirmed that his appointment, if approved, would be within the limits prescribed under the Companies Act, 2013 and the Listing Regulations.

C. Internal Auditor

Pursuant to the provisions of Section 138 of the Companies Act, 2013, M/s. Brahmayya & Co., Chartered Accountants, Bengaluru, Firm Registration No. 000515S, were appointed as the Internal Auditors of the Company to undertake the Internal Audit of the Company for the Financial Year 2024-25. During the year under review, the Internal Auditors have not reported any matter under Section 143 (12) of the Act, therefore no detail is required to be disclosed under Section 134(3) (ca) of the Act.

D. Cost Auditor

Pursuant to Section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014, the Board of Directors of your Company at its meeting held on 16 May, 2024 had appointed M/s GA and Associates, Cost Accountants, Mysuru (Firm Registration Number: 000409) as the Cost Auditors of the Company to undertake the Cost Audit of the Company for the Financial Year 2024-25.

31. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place the Policy on Prevention of Sexual Harassment at Workplace in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal)

Act, 2013. The Policy is available on the website of the Company at https://www.kaynestechology.co.in/doc/Codes-and-Policies/Project%20catalyst_Policy%20on%20prevention%20of%20sexual%20harrasment%20at%20workplace.pdf

An Internal Complaints Committee has been setup to redress complaints received regarding sexual harassment.

The following is the summary of sexual harassment complaints received and disposed off during the year financial year 2024-25:

No. of complaints received in Financial Year 2024-25: NIL

No. of complaints disposed off during the Financial Year 2024-25: NIL

No. of complaints pending as on end of the Financial Year 2024-25: NIL

32. SECRETARIAL STANDARDS

During the Financial Year 2024-25, your Company has complied with the all the applicable Secretarial Standards issued by the Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Companies Act, 2013.

33. EVENTS OCCURRING AFTER THE BALANCE SHEET DATE

There are no material subsequent events after the balance sheet date till the date of adoption of these financial statements which may have significant impact on these Financial Statement

34. MATERIAL CHANGES & COMMITMENTS

There are no material changes and commitments affecting the financial position of the Company which have occurred between the end of the Financial Year to which the Financial Statements relate to and the date of this report.

35. OTHER DISCLOSURES

Deposits	The Company has not accepted any deposits from public within the meaning of Section 73 read with Chapter V of the Companies Act, 2013 and the Companies (Acceptance of Deposit) Rules, 2014 during FY 2024-25. Hence, the disclosures as required under Rule 8(5)(v) of the Companies (Accounts) Rule, 2014 are not applicable.
Debentures	The Company has not issued any Debentures during period under review FY 2024-25.
Insolvency and Bankruptcy Code, 2016	During FY 2024-25, Company has not made any application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016.
One-Time Settlement with the banks and financial institutions	During FY 2024-25, your Company has not entered into any One-Time Settlement with the Banks and Financial Institutions.
Cost Audit	In terms of the Section 148 of the Act read with Companies (Cost Records and Audit) Rules, 2014, your Company is required to maintain cost accounting records and get them audited every year from Cost Auditor and accordingly such Cost are made and maintained by your Company. The Board of Directors appointed M/s GA & Associates, Cost Accountants (FIRM REG. No. 000409) as Cost Auditors to audit the cost accounts of your Company for the Financial Year 2024-25. The Cost Audit Report for the FY 2024-25 will be filed with the Ministry of Corporate Affairs within the due date.
Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operation in future	During FY 2024-25, no significant or material orders were passed by any of the Regulators or Courts or Tribunals which impact the going concern status and Company's operation in future.
Statement of Deviation(s) or Variation(s)	In the FY 2022-23, your Company have raised ₹ 5,300 Mn from Initial Public Offer (IPO). Your Board hereby confirms that there were no deviation(s) or variation(s) in the utilisation of proceeds from the objects stated in the offer document or explanatory statement to the notice for the general meeting, as applicable.



	In the FY 2023-24, your Company has raised ₹ 14,000 Mn from Qualified Institutions Placement (QIP). Your Board hereby confirms that there were no deviation(s) or variation(s) in the utilisation of proceeds from the objects stated in the offer document or explanatory statement to the notice for the general meeting, as applicable.						
A statement by the Company with respect to the compliance to the provisions relating to the Maternity Benefits Act, 1961.	The Company is in compliance with the Maternity Benefits Act, 1961. All benefits under the Act, such as paid maternity leave, nursing breaks, and creche facilities are provided to all eligible female employees on a non-discriminatory basis. A snapshot of the beneficiaries availing these facilities has been included in the BRSR report.						
Number of employees	Number of Employees of the Company as on the end of Financial Year 2024-25 as follows <table><tr><th>Female</th><th>Male</th><th>Transgender</th></tr><tr><td>429</td><td>1,121</td><td>0</td></tr></table>	Female	Male	Transgender	429	1,121	0
Female	Male	Transgender					
429	1,121	0					

36. ACKNOWLEDGEMENTS

The Board of Directors wishes to place on record its appreciation of the co-operation extended by all the Stakeholders and State Governments, Financial Institutions & Banks, employees, investors and customers.

For and on behalf of the Board of Directors
KAYNES TECHNOLOGY INDIA LIMITED

Date : 30 July, 2025
Place: Mysore

Savitha Ramesh
(Executive Chairperson & WTD)
DIN: 01756684

Ramesh Kunhikannan
(Managing Director)
DIN: 02063167

Annexure-1

**AUDITOR'S CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE
UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.**

To
The Members of
Kaynes Technology India Limited
23-25, Belagola, Food Industrial Estate
Metagalli P O, Mysore, Karnataka

I have examined the compliance of the conditions of Corporate Governance by Kaynes Technology India Limited for the year ended 31 March, 2025 as stipulated in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

In my opinion and to the best of my information and explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the provisions of Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Kalaivani S

Practising Company Secretary

ACS:57112 CP:22158

UDIN:A057112G000896566

Peer Review Certificate No.: 2860/2022

Place: Bengaluru

Date: 30 July, 2025



Annexure-2

STATEMENT OF DISCLOSURE OF REMUNERATION UNDER SECTION 197 OF THE COMPANIES ACT, 2013 AND RULE 5(1) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

1	The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year;	Director Name	Ratio to median remuneration
		Mrs. Savitha Ramesh	1:68
		Mr. Ramesh Kunhikannan	1:68
		Mr. Jairam P Sampath	1:36
		Mr. Anup Kumar Bhat [#]	1:2
		Mr. Seeplaputhur Ganapathiramaswamy Murali [#]	1:3
		Mr. Alexander Koshy [#]	1:4
		Ms. Poornima Ranganath [#]	1:2
		Mr. Heinz Franz Moitzi [#]	1:2
2	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;	Director/KMP Name	% of increase
		Mrs. Savitha Ramesh	0%
		Mr. Ramesh Kunhikannan	0%
		Mr. Jairam P Sampath	20%
		Mr. Anup Kumar Bhat [#]	2%
		Mr. Seeplaputhur Ganapathiramaswamy Murali [#]	50%
		Mr. Alexander Koshy [#]	29%
		Ms. Poornima Ranganath [#]	30%
		Mr. Heinz Franz Moitzi [#]	30%
		Mr. Rajesh Sharma	81%
		Mr. S M Adithya Jain	**
		Mr. Anuj Mehtha	**
		**Employed for part of the year in FY 2024-25.	
3	The percentage increase in the median remuneration of employees in the financial year;	5%	
4	The number of permanent employees on the rolls of company;	1,550	
5	The explanation on the relationship between average increase in remuneration and company performance;	The remuneration and increase in remuneration are as per the Remuneration Policy of the Company	
6	Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company;		
7	Variation in	(₹ in million)	
	Market Capitalisation	31 March, 2025	31 March, 2024
	Price Earnings Ratio	308,447	183,390
	Percentage Increase/decrease of the market quotations	105	92
		NA	NA
8	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	NIL	

9	Comparison of each remuneration of the Key Managerial Personnel against the performance of the Company	Director Name	Ratio to Turnover of the Company
		Mrs. Savitha Ramesh	0.09%
		Mr. Ramesh Kunhikannan	0.09%
		Mr. Jairam P Sampath	0.05%
		Mr. Anup Kumar Bhat	0.00%
		Mr. Seeplaputhur Ganapathiramaswamy Murali	0.00%
		Mr. Alexander Koshy	0.00%
		Ms. Poornima Ranganath	0.00%
		Mr. Heinz Franz Moitzi	0.00%
10	The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year;	No employee received remuneration in excess of the highest paid Director	
11	Affirmation that the remuneration is as per the remuneration policy of the Company	Yes, the remuneration is as per the Remuneration Policy of the Company.	

#Remuneration paid by way of sitting fees also included (FY 2024-25)

For and on behalf of the Board of Directors

KAYNES TECHNOLOGY INDIA LIMITED

Date : 30 July, 2025
Place: Mysuru

Savitha Ramesh
(Executive Chairperson & WTD)
DIN: 01756684

Ramesh Kunhikannan
(Managing Director)
DIN: 02063167

Annexure-3

FORM AOC-2

Particulars of contracts/arrangements made with related parties

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto for the year ended 31 March, 2025

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

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

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

Date of the Board Meeting in which transactions were approved: 27 March, 2024

Sl. No.	Name(s) of the related party and nature of relationship	Nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Amount paid as advances, if a	Rupees in Mn
1	Kaynes International Design & Manufacturing Private Limited	Subsidiary Company	Sale and Purchase of Material	Ongoing	Transactions based on information placed before Audit Committee while seeking	-	31.05
2	Kemsys Technologies Private Limited	Wholly owned Subsidiary	Sale and Purchase of Material	Ongoing	Transactions based on information placed before Audit Committee while seeking	-	2.45
3	Kaynes Electronics Manufacturing Private Limited	Wholly owned Subsidiary	Sale and Purchase of Material	Ongoing	Transactions based on information placed before Audit Committee while seeking	-	2746.75
4	Kaynes Technology Inc.	Entity Controlled by Director	Service rendered	Ongoing	Transactions based on information placed before Audit Committee while seeking	-	34.72
5	Kaynes Mechatronics Private Limited	Wholly owned Subsidiary	Sale and Purchase of Material	Ongoing	Transactions based on information placed before Audit Committee while seeking	-	35.05
6	Iskraemeco India Private Limited	Wholly owned Subsidiary	Sale and Purchase of Material	Ongoing	Transactions based on information placed before Audit Committee while seeking	-	2,505.09
7	Ms. Premita Ramesh	Relative of Promoter	Office or Place of Profit	Ongoing	Transactions based on information placed before Audit Committee while seeking	-	6.0
8	Mr. Govind Shasiprasad Menokee	Relative of Promoter	Office or Place of Profit	Ongoing	Transactions based on information placed before Audit Committee while seeking	-	8.40

For and on behalf of the Board of Directors

KAYNES TECHNOLOGY INDIA LIMITED

Savitha Ramesh

(Executive Chairperson & WTD)

DIN: 01756684

Ramesh Kunhikannan

(Managing Director)

DIN: 02063167

Date : 30 July, 2025

Place: Mysuru

Annexure-4

REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. Brief outline on CSR Policy of the Company:

Pursuant to Section 135 of the Companies Act 2013 the Company is obligated to spend on Corporate Social Responsibility (CSR) for FY 2024-25.

The Kaynes CSR policy designed to demonstrating care for the community through its focus on education & skill development, health & wellness and environmental sustainability including biodiversity, energy & water conservation. Accordingly, the Company believes in identifying corporate social responsibility projects that have optimal and sustainable impact on local communities, in the areas where the Company can leverage its strengths. Also embedded in this objective is support to the disadvantaged / marginalized cross section of the society by providing opportunities to improve their quality of life.

Kaynes CSR Policy has been designed keeping in view the Company's business vision, its CSR vision and long-term social objectives that the Company wants to achieve. Kaynes CSR Policy has been created with the purpose to outline its CSR focus areas, review mechanism, execution process and reporting mechanism.

2. Composition of the CSR Committee:

Name of the Members	Category	Designation	No. of meeting of CSR Committee held during the year	No. of meeting of CSR committee attended during the year
Mrs. Savitha Ramesh	Whole Time Director	Chairperson	4	4
Mr. Seeplaputhur Ganapathiramaswamy Murali	Independent Director	Member		4
Mr. Anup Kumar Bhat	Independent Director	Member		3

3. Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company:

The details can be accessed on: <https://www.kaynestechnology.co.in/investors.html>

4. Executive Summary along with web-link(s) of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable:

The above requirement Not Applicable for the Financial Year 2024-25 since the expenditure not within the limit prescribed under the provision of The Companies Act 2013

5. **a)** Average net profit of the Company as per sub- section (5) of Section 135: 1,102,375,713
- b)** Two percent of average net profit of the Company as per sub- section (5) of Section 135: 22,047,514
- c)** Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years: 0
- d)** Amount required to be set off for the Financial Year, if any: 0
- e)** Total CSR obligation for the financial year [(b)+(c)-(d)]: 22,047,514

6. a. Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project):

Total Amount Spent for the Financial Year (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
23,349,329	Not Applicable				

Details of CSR amount spent against ongoing projects for the financial year:

1.	2.	3.	4.	5.		6.	7.	8.	9.	10.	11.	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project		Project duration	Amount allocated for the project	Amount spent in the current financial Year	Amount transferred to Unspent CSR Account for the project as per Section 135(6)	Mode of Implementation - Direct (Yes/No)	Name	CSR Registration number
1	Adoption of Villages: a) Badanaguppe b) Melajipura c) Kellamballi d) K.Basavapura	Rural Development Projects	Yes	Karnataka	Chamarajanagar		7,500,000	7,616,004	NIL	Indirect	Srinivasan Services Trust Chennai	CSR000001508
2	Chiguru Vignana Samsthe	Promoting Education	Yes	Kerala	Kozhikode		250,000	250,000	NIL	Direct	NA	NA
3	Sree Santhana Venugopala Seva Sannidhi	Protection of National Heritage, Art and Culture	Yes	Karnataka	Mysuru		5,000,000	6,483,325	NIL	Indirect	Srinivasan Services Trust Chennai	CSR000001508
5	Annadana Hall: ISKCON Mysuru	Eradication of Hunger	Yes	Karnataka	Mysuru		2,500,000	2,500,000	NIL	Indirect	ISKCON Mysuru	CSR000005241
6	Goshala maintenance: ISKCON Bengaluru	Animal Welfare	Yes	Karnataka	Bengaluru		2,500,000	2,500,000	NIL	Indirect	ISKCON Bengaluru	CSR000005241
7	Sri Ramakrishna Ashrama	Schedule II (Promoting Education)	Yes	Karnataka	Mysuru		4,000,000	4,000,000	NIL	Indirect	Sri Ramakrishna Ashrama	CSR000002806
TOTAL								23,349,329				

Details of CSR amount spent against other than ongoing projects for the financial year: Nil

b. Amount spent in Administrative Overheads: Nil

c. Amount spent on Impact Assessment, if applicable: Not Applicable

- d. Total amount spent for the Financial Year [(a)+(b)+(c)]: ₹ 23,349,329
- e. Excess amount for set off, if any

Sl. No.	Particulars	Amount (in ₹)
(i)	Two percent of average net profit of the Company as per sub-section (5) of section 135	22,047,514
(ii)	Total amount spent for the financial year	23,349,329
(iii)	Excess amount spent for the financial year [(ii)-(i)]	1,301,815
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	1,301,815

7. a. Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (in ₹)	Balance amount in Unspent CSR Account under sub-section (6) of section 135 (in ₹)	Amount spent in the Financial Year (in ₹)	Amount transferred to a fund as specified under Schedule VII as per second Provision to sub-section (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Years (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of transfer		
Not Applicable								

8. Whether any capital asset have been created or acquired through CSR amount spent in the financial year: **No**
- If yes, enter the number of Capital assets created/ acquired

Furnish the details relating to such assets(s) so created or acquired through CSR amount spent in the Financial year:

Sl. No.	Short particulars of the property or asset (s) [including complete address and location of the property]	Pin code of the property or asset (s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
					CSR registration Number, if applicable	Name	Registered address
Not Applicable							

9. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per sub-section (5) of Section 135: NA

For and on behalf of the Board of Directors

KAYNES TECHNOLOGY INDIA LIMITED

Date : 30 July, 2025
Place: Mysuru

Savitha Ramesh
(Executive Chairperson & WTD)
DIN: 01756684

Ramesh Kunhikannan
(Managing Director)
DIN: 02063167

Annexure-5

FORM AOC-1

Statement pursuant to first proviso to sub-section (3) of Section 129 of the Companies Act, 2013 read with rule 5 of the Companies (Accounts) Rules, 2014 relating to Subsidiary Companies for the year ended 31 March, 2025

Part A – Subsidiaries

(All amounts are in ₹ Mn, except per equity share data)

Sl No	1	2	3	4	5	6	7	8	9	10	11	12	13
Particulars	Name of the Subsidiary	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	% of share-holding
Details	Kaynes Electronics Manufacturing Private Limited	01 April, 2024 to 31 March, 2025 same as holding company's reporting period		0.10	1,023.89	10,197.64	9,173.65	6,838.66	616.53	109.4	507.13	0	100%
	Iskraemeco India Private Limited	01 April, 2024 to 31 March, 2025 same as holding company's reporting period		429.86	(85.10)	7458.43	7,113.67	6178.56	18.78	19.24	(0.46)		100%
	Kemsys Technologies Private Limited	01 April, 2024 to 31 March, 2025 same as holding company's reporting period		9.91	116.51	168.15	41.72	72.41	(11.94)	0.01	(11.95)		100%
	Digicom Electronics, Inc.	01 January, 2024 to 31 December, 2024 different from the holding Company's reporting period (for the purpose of consolidation, financials are being prepared from 01 April, 2024 to 31 March, 2025.)	Reporting Currency: US\$ Exchange Rate on 31 December, 2024: 85.6232	US\$ 1,94,751.00		US\$ 2,787,066.71	US\$ 924,354.17	US\$ 5,282,367.87					100%
	Kaynes Semicon Private Limited	01 April, 2024 to 31 March, 2025 same as holding company's reporting period		2.50	(120.93)	2,165.21	2,283.64	(117.98)	0	(117.98)			100%

SI No	1	2	3	4	5	6	7	8	9	10	11	12	13
Particulars	Name of the Subsidiary	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	% of share-holding
	Kaynes Circuits India Private Limited	01 April, 2024 to 31 March, 2025 same as holding company's reporting period		2.50	(25.55)	905.32	928.37	0	(25.60)	0.04	(25.64)		100%
	Kaynes Mechatronics Private Limited	01 April, 2024 to 31 March, 2025 same as holding company's reporting period		0.10	9	791.67	800.57	238.08	(12.82)	(3.82)	(9)		100%
	Kaynes Holding Pte Ltd	19 June, 2024 to 31 March, 2025 same as holding company's reporting period	Reporting Currency: SGD Exchange Rate on 31 December, 2024: 65.13	650.77	0	648.46	(2.31)	0	(1.84)	0	(1.84)		100%
	Essnkay Electronics LLC	01 January, 2024 to 31 December, 2024 different from the holding Company's reporting period (for the purpose of consolidation, financials are being prepared from 01 April, 2024 to 31 March, 2025.)	Reporting Currency: US\$ Exchange Rate on 31 December, 2024: 85.6232	100.176	0	441.63	341.45	0	(1.68)	0	(1.68)		100%
	Kaynes International Design & Manufacturing Private Limited	01 April, 2024 to 31 March, 2025 same as holding company's reporting period		1.58	192.85	836.34	641.91	736.93	73.36	21.66	51.70		95.21%



Sl No	1	2	3	4	5	6	7	8	9	10	11	12	13
Particulars	Name of the Subsidiary	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	% of share-holding
	Kaynes Embedded Systems Private Limited	01 April, 2024 to 31 March, 2025 same as holding Company's reporting period		5	(5)	0	0	0	0	0	0		60%
	Kaynes Technology Europe GmbH	01 April, 2024 to 31 March, 2025 different from the holding Company's reporting period (for the purpose of consolidation, financials are being prepared from 01 April, 2023 to 31 March, 2024.)	Reporting Currency: EUR Exchange Rate on 31 December, 2024: 89.0852	€ 1.91	€ 22.18	€ 25.59	€ 1.50	€ 1.44	€ 0.62	€ 0.02	€ 0.60		60%

Part B - Associates and joint ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures: Not Applicable

For and on behalf of the Board of Directors
KAYNES TECHNOLOGY INDIA LIMITED

Savitha Ramesh
 (Executive Chairperson & WTD)
 DIN: 01756684

Ramesh Kunhikannan
 (Managing Director)
 DIN: 02063167

Date : 30 July, 2025
 Place: Mysuru

Annexure-6

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31 MARCH, 2025

[Pursuant to Section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To
 The Members
Kaynes Technology India Limited
 (CIN: L29128KA2008PLC045825)
 Mysuru

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Kaynes Technology India Limited (CIN: L29128KA2008PLC045825). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31 March, 2025 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Kaynes Technology India Limited for the financial year ended on 31 March, 2025 according to the provisions of:

- (i). The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii). The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii). The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv). Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v). The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (i). Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

- (ii). Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (iii). Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (iv). Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; Not applicable
- (v). Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (vi). Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; Not applicable
- (vii). Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; Not applicable
- (viii). Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (ix). The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (x). Circulars/Guidelines issued thereunder;
- (xi). The other general laws as may be applicable to the Company during the audit:

(1) Employer/Employee Related Laws & Rules:

- The Factories Act, 1948
- The Employees State Insurance Act, 1948
- The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
- Contract Labour (Regulation and Abolition) Act, 1970
- The Minimum Wages Act, 1948
- The Payment of Wages Act, 1936
- The Payment of Gratuity Act, 1972
- The Payment of Bonus Act, 1965
- The Maternity Benefit Act, 1961
- The Equal Remuneration Act, 1976
- The Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959



- The Karnataka Labour Welfare Fund Act, 1965
- The Apprentices Act, 1961
- The Industrial Employment Standing Orders Act, 1946
- The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013
- The Karnataka Industrial Establishments (National & Festival) Holidays Act, 1963
- The Karnataka Public Safety (Measures) Enforcement Act, 2017
- Karnataka Shops & Commercial Establishment Act, 1961

(2) Environment Related Acts & Rules:

- The Environment Protection Act, 1986
- The Water (Prevention & Control of Pollution) Act, 1974
- The Air (Prevention & Control of Pollution) Act, 1981
- Hazardous Wastes (Management, Handling and Tran boundary Movement) Rules, 2008.
- The Karnataka Ground Water (Regulation for Protection of Sources of Drinking Water) Act, 1999

(3) Economic/Commercial Laws & Rules:

- The Competition Act, 2002
- The Indian Contract Act, 1872
- The Sales of Goods Act, 1930
- The Forward Contracts (Regulation) Act, 1952
- The Indian Stamp Act, 1899
- The Transfer of Property Act, 1882
- The Patents Act, 1970
- The Trade Marks Act, 1999
- The Explosives Act, 1884
- Legal Metrology Act, 2009

I have also examined compliances with the applicable clauses of Secretarial Standards issued by the Institute of Company Secretaries of India on the Board and General Meeting i.e. SS-1 and SS-2.

During the period under review, the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above and filings of the forms/returns were undertaken in time or within the extended time limits. Certain non-material findings made during the course of the audit were addressed suitably by the Management including strengthening of Secretarial Standards and delays in filing returns before the Ministry of Corporate Affairs may be avoided.

Further, I report that with regard to financial and taxation matters, I have relied on the Audit Report and the Internal Audit Report provided by the Statutory/Internal Auditors as the case may be.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors which took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notices are given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes as per the practice followed. However, during the period under report, there was no such case instance.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Kalaivani S

Practising Company Secretary

ACS No.: 57112 C P No.: 22158

UDIN:A057112G000896533

Place: Bengaluru

Date: 30 July, 2025

Peer Review Certificate

No.:2860/2022

Note: This report is to be read with my letter of even date which is annexed as Annexure and forms an integral part of this report.

'Annexure'

My report of even date is to be read along with this letter:

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in the secretarial records. I believe that the processes and practices, I have followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company including records under The Income Tax Act, The Central Excise Act, The Customs Act, The Goods and Services Tax Act.
4. Wherever required, the Company has represented about the compliance of laws, rules and regulations and happening of events etc as applicable from time to time.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

Kalaivani S

Practising Company Secretary

ACS No.: 57112 C P No.: 22158

UDIN:A057112G000896533

Peer Review Certificate No.:2860/2022

Place: Bengaluru

Date: 30 July, 2025

FORM NO. MR-3**SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED 31 MARCH, 2025**

Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

To

The Members

Kaynes Electronics Manufacturing Private Limited

(CIN: U29299KA2022PTC159417)

Mysuru

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Kaynes Electronics Manufacturing Private Limited ('the Company') having CIN: U29299KA2022PTC159417. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31 March, 2025 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Kaynes Electronics Manufacturing Private Limited for the financial year ended on 31 March, 2025 according to the provisions of:

- (i). The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii). The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii). The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv). Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; - Not Applicable
- (v). The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

SEBI Act and the following regulations are not applicable except (i) and (v) to the Company

- (i). Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; Applicable

- (ii). Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (iii). Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (iv). Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018;
- (v). Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; Applicable
- (vi). Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (vii). Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (viii). Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (ix). The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (x). The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
- (xi). Circulars/Guidelines issued thereunder;
- (vi). The other following general laws as may be applicable to the Company during the audit:

(1) Employer/Employee Related Laws & Rules:

- i. The Factories Act, 1948
- ii. The Employment Exchanges (Compulsory notification of Vacancies) Act, 1959
- iii. The Apprentices Act, 1961
- iv. The Employees Provident Fund & Miscellaneous Provisions Act, 1952
- v. The Employees State Insurance Act, 1948
- vi. The Maternity Benefits Act, 1961
- vii. The Payment of Gratuity Act, 1972
- viii. The Payment of Bonus Act, 1965
- ix. The Payment of Wages Act, 1936
- x. The Minimum Wages Act, 1948
- xi. The Contract Labour (Regulation & Abolition) Act, 1970
- xii. The Industrial Employment (Standing Orders) Act, 1946

- xiii. Equal Remuneration Act, 1976
- xiv. The Sexual Harassment of Women at Work Place (Prevention, Prohibition & Redressal) Act, 2013
- xv. The Karnataka Industrial Establishments (National and Festival Holidays) Act, 1963
- xvi. The Karnataka Labour Welfare Fund Act, 1965
- xvii. The Karnataka Public Safety (Measures) Enforcement Act, 2017

(2) Environment Related Acts & Rules:

- i. The Environment Protection Act, 1986
- ii. The Water (Prevention & Control of Pollution) Act, 1974
- iii. The Air (Prevention & Control of Pollution) Act, 1981
- iv. Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008.

I have also examined compliances with the applicable clauses of Secretarial Standards on Board and General Meetings (SS – 1 and SS – 2) issued by the Institute of Company Secretaries of India.

During the period under review, the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above and filings of the returns were undertaken in time or within the extended time limits. Certain non-material findings made during the course of the audit were addressed suitably by the Management including strengthening of Secretarial Standards.

Further, I report that with regard to financial and taxation matters, I have relied on the Audit Report and the Internal Audit Report provided by the Statutory/Internal Auditor as the case may be.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors which took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notices are given to all the Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes as per the practice followed. However, during the period under report, there was no such case instance.

I further report that here are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Kalaivani S

Practising Company Secretary

ACS No.: 57112 CP: 22158

Place: Bengaluru Peer Review Certificate No.: 2860/2022

Date: 29 July, 2025

UDIN:A057112G000889240

Note: This report is to be read with my letter of even date which is annexed as Annexure and forms an integral part of this report.

**'Annexure'**

My report of even date is to be read along with this letter:

1. Maintenance of secretarial records is the responsibility of the Management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in the secretarial records. I believe that the processes and practices, I have followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company including records under Income Tax Act, Customs Act and Goods and Services Tax Act.
4. Wherever required, the Company has represented about the compliance of laws, rules and regulations and happening of events, etc. as applicable from time to time.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the Management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

Kalaivani S

Practising Company Secretary

ACS No.: 57112 CP: 22158

Peer Review Certificate No.: 2860/2022

UDIN:A057112G000889240

Place: Bengaluru

Date: 29 July, 2025

COMPLIANCE CERTIFICATE

**[Pursuant to Regulation 13 of the Securities Exchange Board of India
(Share Based Employee Benefits and Sweat Equity) Regulations, 2021]**

To,
The Members
Kaynes Technology India Limited
23-25, Belagola, Food Industrial Estate
Metagalli P O, Mysore, Karnataka

I, Kalaivani S, Practising Company Secretary, have verified the relevant records and documents of Kaynes Technology India Limited, with CIN: L29128KA2008PLC045825 and having its Registered Office at 23-25, Belagola, Food Industrial Estate, Metagalli P O, Mysore, Karnataka, India. This Certificate is issued under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as "the Regulations"), for the year ended 31 March, 2025.

Management Responsibility:

It is the responsibility of the Management of the Company to implement the scheme(s) including designing, maintaining records and devising proper systems and effective internal controls to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Verification:

The Company has implemented **Kaynes ESOP Scheme 2022 and adopted Kaynes ESOP Scheme 2023** (hereinafter referred to as the 'Schemes') in accordance with the Regulations and the Special Resolutions passed by the Members of the Company. For the purpose of verifying the compliances of the Regulations, I have examined the following documents:

1. ESOP Schemes of the Company;
2. The Articles of Association of the Company;
3. Minutes of the Meetings of the Board of Directors;
4. Minutes of the General Meeting held for approving the Schemes;
5. Minutes of the Meetings of the Nomination and Remuneration Committee;
6. Detailed Terms and conditions of the Schemes as approved by Nomination and Remuneration Committee;
7. Bank Statements towards Application money received under the Schemes;
8. Statement filed with recognized Stock Exchanges in accordance with Regulation 10 of these Regulations;
9. Disclosure by the Board of Directors; and
10. Relevant provisions of the Rules and Regulations under the Companies Act, 2013 and the applicable provisions there under.

Certification:

In my opinion and to the best of my knowledge and according to the verifications as considered necessary and explanations furnished to me by the Company and its Officers, I certify that the Company has implemented Kaynes ESOP Scheme 2022 and adopted Kaynes ESOP Scheme 2023 in accordance with the applicable provisions of the Regulations and the resolution passed by the Members of the Company in the General Meeting.

Assumptions & Limitation of Scope and Review:

1. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.
2. My responsibility is to give certificate based upon the examination of relevant documents and information. It is neither an audit nor an investigation.
3. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
4. This certificate is solely for information and it is not to be used, circulated, quoted, or otherwise referred to for any purpose other than for the Regulations.

Place: Bengaluru
Date: 30 July, 2025

Kalaivani S
Practising Company Secretary
ACS No.: 57112 CP No.: 22158
Peer Review Certificate No.: 2860/2022
UDIN:A057112G000896599

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of
SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members
Kaynes Technology India Limited
23-25, Belagola, Food Industrial Estate
Metagalli P O, Mysore, Karnataka, India, 570016

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Kaynes Technology India Limited having CIN:L29128KA2008PLC045825 and having Registered Office at No. 23-25, Belagola Food Industrial Estate, Metagalli PO, Mysore, Karnataka, India, 570016 produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Director Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on 31 March, 2025 has been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, the Ministry of Corporate Affairs, or any such other Statutory Authority:

Sr. No.	Name of Director	DIN	Date of appointment in Company
	Messrs		
1.	Ramesh Kunhikannan	02063167	28 March, 2008
2.	Savitha Ramesh	01756684	28 March, 2008
3.	Alexander Koshy	07896084	21 February, 2022
4.	Seeplaputhur Ganapathiramaswamy Murali	00348902	21 February, 2022
5.	Jairam Paravastu Sampath	08064368	10 March, 2018
6.	Anup Kumar Bhat	06470857	12 January, 2022
7.	Poornima Ranganath	00349450	31 March, 2022
8.	Heinz Franz Moitzi	00323506	16 June, 2023

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the Management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Place: Bengaluru
Date: 30 July, 2025

Kalaivani S
Practising Company Secretary
ACS:57112 CP:22158
UDIN:A057112G000896500
Peer Review Certificate No.: 2860/2022

DISCLOSURE ON SHARE BASED EMPLOYEE BENEFITS FOR FINANCIAL YEAR 2024-25

(Pursuant to the provisions of Regulation 14 of Securities and Exchange Board of India
(Share Based Employee Benefits and Sweat Equity) Regulations, 2021)

As on 31 March, 2025, the Company has Employee Stock Option Scheme, namely: Kaynes ESOP Scheme 2022 and Kaynes ESOP Scheme 2023*. The disclosures on Kaynes ESOP Scheme 2022 and Kaynes ESOP Scheme 2023 for the Financial Year 2024-25 are as follows:

- A. Relevant disclosures in terms of the Accounting Standards (AS) prescribed by the Central Government in terms of Section 133 of the Companies Act, 2013 including the 'Guidance note on accounting for Employee Share-Based Payments' issued in that regard from time to time.

The relevant disclosures in relation to the above has been disclosed in Note No.35 of the Notes to Standalone Financial Statements and Note No.36 of the Notes to Consolidated Financial Statements of the Company for the Financial Year 2024-25 which forms an integral part of Annual Report of the Company for the Financial Year 2024-25.

- B. Diluted Earnings Per Share (EPS) on issue of Shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with 'Accounting Standard' issued by Central Government or any other relevant Accounting Standards as issued from time to time.

Refer Note No. 31 of the Standalone Financial Statements and Note No. 32 Consolidated Financial Statements of the Company for the Financial Year 2024-25. Disclosures on EPS are provided in accordance with Indian Accounting Standard (Ind AS)-33 - 'Earnings Per Share'.

- C. Details related to ESOP/ESOS:

- (i) The description of the Kaynes ESOP Scheme 2022 and Kaynes ESOP Scheme 2023, including the general terms and conditions, are provided hereunder:

Particulars	Kaynes ESOP Scheme 2022	Kaynes ESOP Scheme 2023*
Date of Shareholder's Approval	12 January, 2022 (prior to IPO)	09 September 2024
Date of last Modification by the Shareholders#	14 October, 2022 (prior to IPO)	NA
Total number of Options approved	923,160 Options	581,337
Vesting requirements	Options granted under Kaynes ESOP Scheme 2022 would vest not less than 1 year and not later than 5 years from the date of grant of such Options. Vesting of Options would be subject to continued employment with the Company and thus, the Options would vest on passage of time. In addition to this, the Board may also, if it feels necessary in certain or in all cases, specify certain performance parameters based – corporate, individual or a combination - subject to which the Options would vest	The Options granted would vest not earlier than 1 year and not later than 5 years from the date of grant of such options. Vesting of options would be subject to continued employment with the Company and thus the Options would vest on passage of time. However, in addition to this, the Nomination and Remuneration Committee ("NRC") of the Company/Board may also, if it feels necessary in certain or in all cases, specify certain performance parameters metrics on the achievement of which the granted options would vest. As a prerequisite for a valid Vesting, a Grantee is required to be in employment or service of the Company on the date of Vesting, excluding retirement, death and permanent disability cases and must neither be serving his notice for termination of employment/service, nor be subject to any disciplinary proceedings pending against him on such date of Vesting. The specific Vesting schedule and Vesting Conditions subject to which Options would vest would be detailed in writing and provided to the Option Grantee at the time of the Grant of Options.

Particulars	Kaynes ESOP Scheme 2022	Kaynes ESOP Scheme 2023*
Exercise price or pricing formula	The Options will be granted at the following exercise prices as decided by the Board: i. Post listing, at a price equal to the latest available closing price, prior to the date of the meeting of the Board, in which options are granted/shares are issued, on the stock exchange on which the shares of the Company are listed. If the shares are listed on more than one stock exchange, then the stock exchange where there is highest trading volume on the said date shall be considered; or at the fact of the equity share as decided by the Board; ii. Prior to listing, at a price equal to the per share price determined by an independent valuer for the equity shares of the Company.	Exercise Price per option shall be as decided by the NRC and as follows: The options will be granted at a price equal to the latest available closing price at a discount of 25%, prior to the date of the meeting of the NRC, in which options are granted/shares are issued, on the National Stock Exchange on which the shares of the Company are listed
Maximum term of options granted	Within 2 years from the date of vesting.	Not yet implemented the Scheme
Sources of Shares (Primary, Secondary or Combination)	Primary	Primary
Variation in terms of Options during the FY 2024-25 [#]	There is no variation in the scheme terms	Not yet implemented the Scheme

(ii) Method used to account for Kaynes ESOP Scheme 2022 and Kaynes ESOP Scheme 2023: Fair Value.

(iii) Where the Company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the Company shall also be disclosed.

Not Applicable

(iv) The movement in options during the Financial Year:

A) Kaynes ESOP Scheme 2022:

Particulars	FY 2024-25	FY 2023-24	FY 2022-23	FY 2021-22
Number of options outstanding at the beginning of the year	811,615	861,241	-	-
Number of options granted during the year (including re-grant of surrendered/lapsed options)	-	-	923,160	-
Number of options forfeited/lapsed during the year	24,681	49,626	61,919	-
Number of options vested during the year	786,934	-	-	-
Number of options exercised during the year	166,232	-	-	-
Number of shares arising as a result of exercise of options	166,232	-	-	-
Money realized by exercise of options (in ₹)	22,940,016	-	-	-
Number of options outstanding at the end of the year	620,702	811,615	861,241	-
Number of options exercisable at the end of the year	620,702	-	-	-

B) Kaynes ESOP Scheme 2023:

Not yet implemented the scheme

- (v) Weighted average exercise prices and weighted average fair values of options:

The relevant disclosure in relation to the above has been disclosed in Note No. 35 of the Notes to Standalone Financial Statements and Note No. 36 of the Notes to Consolidated Financial Statements of the Company for the Financial Year 2024-25 which forms an integral part of Annual Report of the Company for the Financial Year 2024-25.

- (vi) Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to:

- a) Senior Managerial Personnel:

I. ESOP Scheme 2022

Name	Designation	No. of Options Granted (including re-issue of surrendered options)	Exercise Price per Option (in ₹)
Financial Year 2024-25			
NIL			
Financial Year 2023-24			
NIL			
Financial Year 2022-23			
Jairam P. Sampath	WTD & CFO	20,980	138/-
Rajesh Sharma	CEO	20,980	138/-
Financial Year 2021-22			
NIL			

II. ESOP Scheme 2023.

NA (not yet Implemented)

- b) Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year: **NIL**
- c) Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant: **NIL**

- (vii) A description of the method and significant assumptions used during the year to estimate the fair value of options at the time of grant:

The relevant disclosure in relation to the above has been disclosed in Note No. 35 of the Notes to Standalone Financial Statements and Note No. 36 of the Notes to Consolidated Financial Statements of the Company for the Financial Year 2024-25 which forms an integral part of Annual Report of the Company for the Financial Year 2024-25.

- (viii) Disclosures in respect of grants made in 3 years prior to the Initial Public Offer (IPO):

- (a) Kaynes ESOP Scheme 2022: Disclosures in respect of grants made in 3 years prior to the IPO under the Kaynes ESOP Scheme 2022 of the Company has been disclosed in the table hereinabove under the heading "the movement in options during the Financial Year."
- (b) Kaynes ESOP Scheme 2023: Scheme approved by the shareholders post listing since the disclosure is not applicable

D. Details related to Employees Stock Purchase Scheme (ESPS) : Not Applicable

E. Details related to Stock Appreciation Rights Scheme (SAR) : Not Applicable

F. Details related to General Employee Benefits Scheme/Retirement Benefit Scheme (RBS) : Not Applicable

G. Details related to Trust : Not Applicable

* Shareholder of the Company approved the *ESOP Scheme 2023* at their 16th Annual General Meeting held on 09 September 2024, the Company not yet implement the ESOP Scheme 2023.

Corporate Governance Report

1. A BRIEF STATEMENT ON COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Your Company believes that Corporate Governance is a set of practices and processes, adopted and followed by an organisation, to help in building an environment of trust, transparency, fairness and accountability necessary for enhancing the organisation's wealth, creating value for stakeholders and fostering long-term investment, financial stability and business integrity and thereby supporting sustainable economic growth.

Your Company has been following and adhering to the best Corporate Governance practices which helps in enhancing the Stakeholder's trust and confidence in the Company and creating value for the Company keeping in mind the sustainable economic growth.

The Company has adopted a set of Policies and Codes as mandated by Securities and Exchange Board of India (SEBI) and other regulatory bodies for the purpose of Corporate Governance. The Company's Corporate Governance philosophy has been further strengthened through "Code of Conduct for Prevention of Insider Trading Policy" and "Whistle Blower Policy". Your Company has been adhering and will endeavour to adhere to the same in letter and spirit.

2. BOARD OF DIRECTORS

Your Company's Board has an appropriate mix of Executive, Non-Executive and Independent Directors to maintain the independence of the Board and separate its functions of governance and management.

As on the date of this report, the Board consists of 8 (Eight) Directors including 3 (Three) Executive Directors, 5 (Five) Independent Directors including 1 (One) Woman Independent Director.

All Independent Directors possess the requisite qualifications and are experienced in their respective professional fields. None of the Directors, is a director in more than 7 (Seven) Listed Companies or 10 (Ten) Public Limited Companies or acts as an Independent Director in more than 7 (Seven) Companies. The Executive Chairperson, Managing Director and Whole-time Director do not serve as Independent Director on any other Listed Company. Further, none of the Directors acts as members of more than 10 (Ten) Committees or Chairman of more than 5 (Five) Committees in Public Limited Companies in which they are Directors. Necessary disclosures have been obtained from all the Directors regarding their directorships and have been taken on record by the Board.

a. The Board composition and categories of Directors, the number of Directorships, Committee Membership(s)/ Chairmanship(s) in other Companies as on 31 March, 2025, along with their shareholding in the Company as on 31 March, 2025 are exhibited below:

Sl. No.	Name of the Director	DIN	Designation & Category	Number of Directorship held in other Companies*	Number of Committee membership held in other Companies^		No. of Equity Shares held in the Company
					As Chairperson	As Member	
1	Mrs. Savitha Ramesh	01756684	Promoter, Executive Chairperson and Whole Time Director	9	0	0	19,800
2	Mr. Ramesh Kunhikannan	02063167	Promoter and Managing Director	11	0	1	36,943,633
3	Mr. Jairam P Sampath	08064368	Whole Time Director and CFO	5	0	1	10,000
4	Mr. Seeplaputhur Ganapathiramaswamy Murali	00348902	Independent Director	10	2	1	0
5	Mr. Anup Kumar Bhat	06470857	Independent Director	4	0	1	82
6	Mr. Heinz Franz Moitzi	00323506	Independent Director	1	0	0	0
7	Mr. Alexander Koshy	07896084	Independent Director	2	1	1	0
8	Ms. Poornima Ranganath	00349450	Independent Director	5	0	0	0

*Excluding Foreign Companies as per the Companies Act, 2013, but including Directorship in Kaynes Technology India Limited.

^Reckoned only the memberships/chairpersonships of the Audit Committee and Stakeholders' Relationship Committee of Indian public companies, including committees of Kaynes Technology India Limited as per Regulation 26(1)(b) of the SEBI (LODR) Regulations.

- b. **Directorships held in other listed entities: Names of other listed entities in which Director holds Directorship and the category of Directorship as on 31 March, 2025 are given below:**

Sl. No.	Name of the Directors	Name of other listed entity	Category of Directorship
1	Mrs. Savitha Ramesh	NIL	NA
2	Mr. Ramesh Kunhikannan	NIL	NA
3	Mr. Jairam P Sampath	NIL	NA
4	Mr. Seeplaputhur Ganapathiramaswamy Murali	NIL	NA
5	Mr. Anup Kumar Bhat	NIL	NA
6	Mr. Heinz Franz Moitzi	NIL	NA
7	Mr. Alexander Koshy	NIL	NA
8	Ms. Poornima Ranganath	NIL	NA

- c. **Attendance of each Director at the Board Meetings and Annual General Meeting (AGM) held during the Financial Year 2024-25:**

Sl. No.	Name of the Director	No. of Board Meetings entitled to attend	No. of Board Meetings attended	Whether attended the last AGM held on 09 September, 2024
1	Mrs. Savitha Ramesh	8	8	Yes
2	Mr. Ramesh Kunhikannan	8	8	Yes
3	Mr. Jairam P Sampath	8	8	Yes
4	Mr. Seeplaputhur Ganapathiramaswamy Murali	8	7	Yes
5	Mr. Anup Kumar Bhat	8	5	Yes
6	Mr. Heinz Franz Moitzi	8	8	Yes
7	Mr. Alexander Koshy	8	8	Yes
8	Ms. Poornima Ranganath	8	8	Yes

- d. **Board Meetings held during the Financial Year 2024-25:**

The Board met at least 1 (One) time in each of the quarter and maximum gap between two consecutive Meetings did not exceed 120 (One Hundred and Twenty) days. During the year under review, the Board met 8 (Eight) times as per details below.

The agenda and notes thereon for the Meeting were circulated to the Directors in advance. Minutes of Meetings of the Board are circulated to the Directors within the stipulated time limit and maintained according to the provisions of Secretarial Standards and the Companies Act, 2013.

Dates of Meetings of Board of Directors held during the Financial Year 2024-25 and attendance of the Directors:

Sl. No.	Date of Meeting	No. of Directors attended
1	16 May, 2024	8
2	22 May, 2024	6
3	26 July, 2024	8
4	28 September, 2024	8
5	29 October, 2024	8
6	22 January, 2025	7
7	27 January, 2025	7
8	29 March, 2025	8

- e. **Inter-se relationship between Directors:**

None of the Directors is related to each other except Mrs. Savitha Ramesh being spouse of Mr. Ramesh Kunhikannan.

- f. **Key Skills, Expertise and Competencies of Board of Directors:**

Your Board comprises of qualified members who are expert in different fields and areas and bring in the required skills, competence and expertise that allow them to make contribution to the Board and its Committees and for growth of the Company. The key skills, expertise and competence identified by the Board of Directors as required in context of the Company's business to function effectively and said skills available with the Board, are disclosed hereunder:



Particulars	Name of Directors							
	1	2	3	4	5	6	7	8
	Mrs. Savitha Ramesh	Mr. Ramesh Kunhikannan	Mr. Jairam P Sampath	Mr. Seeplaputhur Ganapathiramaswamy Murali	Mr. Anup Kumar Bhat	Mr. Heinz Franz Moitzi	Mr. Alexander Koshy	Ms. Poornima Ranganath

Leadership and Management skills:

Strong leadership & management experience, Business Development, Strategic thinking & vision, decision making. Entrepreneurial skills to evaluate risk and rewards and perform advisory role	✓	✓	✓	✓	✓	✓	✓	✓
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Industry Knowledge and experience:

Knowledge and experience in Electronics, information technology & digital, major risks/threats and potential opportunities in the industry and customer insight	✓	✓	✓			✓	✓	
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Governance including Legal Compliance:

Experience in high governance standard with an understanding of changing regulatory framework. Knowledge of the Rules and Regulations applicable to the Company, understanding rights of Shareholders and obligations of the Management	✓	✓	✓	✓	✓	✓	✓	✓
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Financial Skills:

Financial acumen, Capital Management, Investment Analysis, Knowledge of Accounting and Auditing, tax matters	✓	✓	✓	✓			✓	
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Behavioural skills attributes and competencies:

Personal characteristics such as integrity, accountability, attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company	✓	✓	✓	✓	✓	✓	✓	✓
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g. Performance evaluation of the Board and its criteria:

The annual performance evaluation of the Board, its Executive Chairperson, its committees and of individual Directors including Independent Directors was carried out by each Director.

Performance evaluation of the entire Board:

Performance of the entire Board was evaluated by each Director on the parameters such as its roles and responsibilities, appropriateness of board size and composition, board diversity, understanding of operational programmes, meetings of the Board, availability of quality information in a timely manner etc. Independent Directors also carried out evaluation of the entire Board's performance.

Performance evaluation of Committees of the Board:

Board Committees were evaluated by the respective Committee members on the parameters such as its role and responsibilities, effective performance of the Committee vis-a-vis assigned role, appropriateness of Committee composition, timely receipt of information by the Committee, knowledge updation by the Committee members, etc.

Performance evaluation of the Executive Chairperson:

Performance of the Executive Chairperson was evaluated by all the Directors and separately by Independent Directors after considering the views of Executive and Non- Executive Directors on the parameters such as external insights into future functioning of the Company, updates with the latest developments, representing concerns of Independent Directors to executive management and overall assessment of Chairperson.

Performance evaluation of Individual Director:

All Directors were also evaluated individually by the other Directors (except the Director himself being evaluated) on the parameters such as his/her attendance at the Board Meeting and preparedness for the Board Meetings, devotion of time and efforts to understand the Company and its business, quality of contribution at the Board Meetings, contribution to development of the Company and general compliance framework and Corporate Governance of the Company. In addition to this, Independent Directors were evaluated based on their performance and fulfilment of criteria of independence and their independence from the Management. Also, the performance evaluation of the Non-Independent Directors was carried out by the Independent Directors.

h. Independent Directors:

Your Company has an appropriate combination of Independent and Non-Independent Directors. The Independent Directors of the Company have been appointed in compliance with the

requirements of the Companies Act, 2013 (the "Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and other applicable law for the time being force.

The Company has issued letters of appointment, setting out the terms and conditions of his/her appointment, to all the Independent Directors at the time of appointment of Independent Directors. Copy of terms and conditions of appointment of Independent Directors is available on the website of the Company at https://www.kaynestechology.co.in/doc/Regulation-46-of-sebi-lodr-regulation/Policy_on_Director_s_appointment_and_remuneration.pdf

At the time of appointment and thereafter at the beginning of each Financial Year and whenever there is any change in the disclosures already made, the Independent Directors submit a declaration to the effect that they meet the criteria of independence as provided under Section 149(6) of the Act and the Listing Regulations.

Based on the disclosures/declarations received from all the Independent Directors, the Board is of the opinion that, all the Independent Directors fulfil the conditions specified in the Act and the Listing Regulations and are independent of the management. No Independent Director of the Company serves as a director or as an Independent Director in more than 7 listed companies.

Familiarisation Programmes for Independent Directors:

Your Company has in place a Familiarisation Programme for its Independent Directors. The purpose of the said programme is to provide insights and updates of the Company to enable the Independent Directors to understand the business in depth and to contribute their ideas, knowledge and experience with the Company. It also enables the Independent Directors to understand their roles, rights and responsibilities in the Company, nature of industry, Company's strategy, Organisation Structure, business model, performance updates of the Company, risk management, code of conduct and policies of the Company etc.

The disclosure on Familiarisation Programme for Independent Director, as required under the Listing Regulations, is available on the website of the Company at https://www.kaynestechology.co.in/doc/Regulation-46-of-sebi-lodr-regulation/Familiarisation_Programme%2016.4.2025.pdf



Meeting of the Independent Directors:

Meeting of the Independent Directors, without the attendance of Non-Independent Directors was held on 08 March, 2025. The Independent Directors, *inter- alia*, evaluated performance of Non-Independent Directors, the Executive Chairperson of the Company and the Board as a whole. They also assessed the quality, content and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

Outcome of the evaluation was submitted to the Executive Chairperson of the Company. The Executive Chairperson briefed the outcome of performance evaluation to the Board. The Directors discussed and expressed their satisfaction with the entire evaluation process.

i. **Compliance Certificate by Managing Director, Chief Executive Officer and Chief Financial Officer:**

Managing Director, Chief Executive Officer and Chief Financial Officer have together furnished Compliance certificate, certifying that the Financial Statements for the Financial Year ended 31 March, 2025 do not contain any materially untrue statement and present a true and fair view of the Company's affairs and other matters as specified under Regulation 17(8) read with Part B of Schedule-II of the Listing Regulations, to the Board in compliance with the said Regulations. The said Compliance Certificate is annexed this report as **Annexure-1**.

j. **Declaration by Chief Executive Officer:**

All the Members of Board and Senior Management of the Company have affirmed compliance with the Code of Conduct of Board of Directors and Senior Management for the Financial Year 2024-25 in compliance with Regulation 26(3) read with Para D of Schedule-V of the Listing Regulations. The declaration signed by Managing Director, Chief Executive Officer and Chief Financial Officer to that effect is annexed this report as **Annexure-2**.

3. COMMITTEES OF THE BOARD:

Your Board has constituted several Committees of Directors with adequate delegation of powers to focus effectively on the issues and ensure expedient resolution of diverse matters. Each Committee has specific terms of reference setting forth the purpose, roles and responsibilities of the Committee. Members of the Committee are appointed by the Board as and

when required with the consent of majority of the Directors. Further, the Company Secretary of the Company acts as Secretary to all the Committees. All recommendations of the Committees are placed before the Board for its approval or information, if required. During the Financial Year ended 31 March, 2025, all the recommendations of/submissions by the Committees which were mandatorily required, were accepted by the Board. These Committees meet as often as statutorily required and other business requirements.

The existing Committees of the Board as on the date of this report including Non mandatory Committees, are as follows:

- A. Audit Committee
- B. Nomination and Remuneration Committee
- C. Stakeholders' Relationship Committee
- D. Corporate Social Responsibility Committee
- E. Risk Management Committee
- F. Borrowing and Investment Committee
- G. Fund Raising Committee

The composition of the Committees, brief description of terms of reference and Meetings held during the year and attendance of the Members at the Committee Meeting, are provided hereunder:

A. **Audit Committee:**

i. **Brief description of terms of reference of Audit Committee are as follows:**

- a) Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that the Financial Statements are correct, sufficient and credible;
- b) Recommending to the Board, the appointment, re-appointment, and replacement, remuneration and terms of appointment of the Statutory Auditor and the fixation of audit fee;
- c) Review and monitor the Auditor's independence and performance and the effectiveness of audit process;
- d) Reviewing with the Management, annual financial statements and the Auditors' Report thereon before the submission to the Board for approval, with particular reference to;
- e) Scrutiny of inter-corporate loans and investments;
- f) Valuation of undertakings or assets of the Company, wherever it is necessary;
- g) Evaluation of Internal Financial Controls and Risk Management Systems;

- h) Monitoring the end use of funds raised through public offers and related matters; and
- i) Such other roles as assigned by the Board from time to time.

The members of the Audit Committee are financially literate and the Chairperson of the Audit Committee has accounting and financial management expertise. Senior Management Personnel including Chief Executive Officer, Chief Financial Officer, Statutory Auditors and Internal Auditors are invitees to the Audit Committee Meetings.

ii. Composition of Audit Committee and Meetings held during the Financial Year:

Composition of the Audit Committee along with number of meetings & attendance details are mentioned below:

Name of the Members	Category	Designation	Meetings	
			Held during tenure	Attended
Mr. Seepalathur Ganapathiramaswamy Murali	Independent Director	Chairperson	5	5
Mr. Alexander Koshy	Independent Director	Member	5	5
Mr. Anup Kumar Bhat	Independent Director	Member	5	4
Mr. Ramesh Kunhikannan	Managing Director	Member	5	5

During the Financial Year 2024-25, 5 (Five) Audit Committee Meetings were held on 16 May, 2024, 26 July, 2024, 29 October, 2024, 27 January, 2025 and 29 March, 2025.

B. Nomination and Remuneration Committee:

i. Brief description of terms of reference of Nomination and Remuneration Committee are as follows:

- a) Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees;
- b) Formulation of criteria for evaluation of Independent Directors and the Board;
- c) Devising a policy on Board diversity;
- d) Identify persons who are qualified to become directors or who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance;
- e) Analysing, monitoring and reviewing various human resource and compensation matters;
- f) Determining our Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors; and
- g) Such other roles as assigned by the Board from time to time.

ii. Composition of Nomination & Remuneration Committee and meetings held during the Financial Year:

Composition of Nomination & Remuneration Committee along with number of meetings and attendance details are mentioned below:

Name of the Members	Category	Designation	Meetings	
			Held during tenure	Attended
Mr. Anup Kumar Bhat	Independent Director	Chairperson	4	3
Mr. Alexander Koshy	Independent Director	Member	4	4
Ms. Poornima Ranganath	Independent Director	Member	4	4

During the Financial Year 2024-25, 4 (Four) Meetings of Nomination and Remuneration Committee were held on 15 May, 2024, 25 July, 2024, 28 October, 2024 and 27 January, 2025.

C. Stakeholders' Relationship Committee

i. Brief description of terms of reference of Stakeholders' Relationship Committee are as follows:

- a) Redressal of grievances of Shareholders, Debenture Holders and other security holders, including but not limited to the complaints with respect to transfer of shares, non-receipt of declared dividends, Annual Financial Statements, Annual Report or any other documents or information to be sent by the Company to its Shareholders;

- b) Consider and approve the allotment of Equity Shares consequent to the exercise of stock options in accordance with the Employee Stock Option Plan of the Company;
- c) To approve the offer letter and allotment of shares on preferential basis, Rights Issue, and the approval of Form PAS-4 and PAS-5 and carry out all activities incidental thereto;
- d) To approve and register transfer and/or transmission of Equity Shares, Preference Shares, Debentures or any other securities of the Company;
- e) To subdivide, consolidate and issue Equity Share Certificates, Preference Share Certificates, Debenture Certificates and/or or any other securities certificates on behalf of the Company;
- f) To issue duplicate Equity Share certificates, preference share certificates, debenture certificate and/or or any other securities' certificates;
- g) To apply for dematerialisation of the Equity, Preference Shares, Debentures or any other securities of the Company; and
- h) Such other roles as assigned by the Board from time to time.

ii. Composition of Stakeholders' Relationship Committee and meetings held during the Financial Year:

Composition of the Stakeholders' Relationship Committee along with number of Meetings and attendance details are mentioned below:

Name of the Members	Category	Designation	Meetings	
			Held during tenure	Attended
Mr. Alexander Koshy	Independent Director	Chairperson	4	4
Mr. Jairam P Sampath	Whole-time Director	Member	4	4
Mr. Seeplaputhur Ganapathiramaswamy Murali	Independent Director	Member	4	4

During the Financial Year 2024-25, 4 (Four) Meetings of Stakeholders' Relationship Committee were held on 15 May, 2024, 25 July, 2024, 28 October, 2024 and 16 January, 2025.

iii. The numbers of shareholders' complaint(s) received, not resolved and pending at the end of Financial Year 2024-25 are mentioned below:

Number of shareholders' complaints received during the Financial Year	1
Number of complaints not solved to the satisfaction of shareholders	0
Number of pending complaints	0

NAME AND DESIGNATION OF COMPLIANCE OFFICER:

Mr. Anuj Mehtha- Company Secretary & Compliance Officer

D. Corporate Social Responsibility (CSR) Committee:

i. Brief description of terms of reference of Corporate Social Responsibility Committee are as follows:

- a) Formulating and recommending to the Board the Corporate Social Responsibility Policy of the Company, including any amendments thereto in accordance with Schedule VII of the Companies Act, 2013 and the Rules made thereunder;
- b) Identifying Corporate Social Responsibility Policy partners and Corporate Social Responsibility Policy Programmes;
- c) Recommending the amount of Corporate Social Responsibility Policy expenditure for the Corporate Social Responsibility activities and the distribution of the same to various Corporate Social Responsibility Programmes undertaken by the Company; and
- d) Identifying and appointing the Corporate Social Responsibility team of the Company including Corporate Social Responsibility manager, wherever required.
- e) Such other roles as assigned by the Board from time to time.

ii. Composition of Corporate Social Responsibility Committee and meetings held during the Financial Year:

Composition of the Corporate Social Responsibility Committee along with number of meetings & attendance details are mentioned below:

Name of the Members	Category	Designation	Meetings	
			Held during tenure	Attended
Mrs. Savitha Ramesh	Whole time Director	Chairperson	4	4
Mr. Seeplaputhur Ganapathiramaswamy Murali	Independent Director	Member	4	4
Mr. Anup Kumar Bhat	Independent Director	Member	4	3

During the Financial Year 2024-25, 4 (Four) Meetings of Corporate Social Responsibility Committee were held on 15 May, 2024, 25 July, 2024, 28 October, 2024 and 16 January, 2025.

E. Risk Management Committee:

i. Brief description of terms of reference of Risk Management Committee are as follows:

- To review, access and formulate the Risk Management System and policy of the Company from time to time and recommend for amendment or modification thereof, which shall include:
- A framework for identification of internal and external risks including but not limited to financial, operational, sectoral, sustainability (particularly, environment, social and governance related risks), information, cyber security risks or any other risk as may be determined by the Risk Management Committee.
- Measures for risk mitigation including systems and processes for internal control of identified risks.
- Business continuity plan.
- To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- To monitor and oversee implementation of the Risk Management Policy, including evaluating the adequacy of Risk Management Systems;
- To periodically review the Risk Management Policy, at least once in a year, including by considering the changing industry dynamics and evolving complexity;
- To keep the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- To review the appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee;
- To implement and monitor policies and/or processes for ensuring cyber security;
- To frame, devise and monitor Risk Management Plan of the Company;
- To review and recommend potential risk involved in any new business plans and processes;
- To coordinate its activities with other Committees, in instances where there is any overlap with activities of such Committees, as per the framework laid down by the Board of Directors; and
- to carry out any other function as may be required / mandated by the Board from time to time and/ or mandated as per the provisions of the SEBI (LODR) Regulations, 2015, as amended from time to time.

ii. Composition of Risk Management Committee and meetings held during the Financial Year:

Composition of the Risk Management Committee along with number of meetings & attendance details are mentioned below:

Name of the Members	Category	Designation	Meetings	
			Held during tenure	Attended
Ms. Poornima Ranganath	Independent Director	Chairperson	2	2
Mrs. Savitha Ramesh	Whole time Director	Member	2	2
Mr. Ramesh Kunhikannan	Managing Director	Member	2	2
Mr. Jairam P Sampath	Independent Director	Member	2	2
Mr. Seeplaputhur Ganapathiramaswamy Murali	Independent Director	Member	2	2
Mr. Anup Kumar Bhat	Independent Director	Member	2	1
Mr. Heinz Franz Moitzi	Independent Director	Member	2	2
Mr. Alexander Koshy	Independent Director	Member	2	2

During the Financial Year 2024-25, 2 (Two) Meetings of Risk Management Committee were held on 26 July, 2024 and 16 January, 2025.



F. Borrowing and Investment Committee

The Board at its Meeting held on 21 May, 2022 constituted the Borrowing and Investment Committee.

i. Brief description of terms of reference of Borrowing and Investment Committee are as follows:

- To borrow monies and the total amount outstanding at any one time upto which moneys may be borrowed by the Committee shall not exceed ₹ 2,000 Mn;
- To invest the funds of the Company and the total amount outstanding upto which the funds may be invested and the nature of investments which may be made by the Committee shall not exceed ₹ 1,000 Mn;
- To grant loans or give guarantee or provide security in respect of loans and the total amount outstanding upto which loans may be made by the Committee, together with the purposes and the maximum amount in respect of each individual case shall not exceed ₹ 500 Mn.

Further, the above limits were revised by the Board twice at its meetings held on 18 December, 2023 and 27 March, 2024.

Terms of reference of Borrowing and Investment Committee as on the date of this report are as follows:

- the total amount outstanding at any one time upto which moneys may be borrowed by the Committee shall not exceed ₹ 6,000 Mn;
 - the total amount outstanding upto which the funds may be invested and the nature of investments which may be made by the Committee shall not exceed ₹ 20,000 Mn; and
 - the total amount outstanding upto which loans may be made by the Committee, together with the purposes and the maximum amount in respect of each individual case shall not exceed ₹ 10,000 Mn.
- ii. **Composition of the Borrowing and Investment Committee and Meetings held during the Financial Year and attendance details are mentioned below:**

Name of the Members	Category	Designation	Meetings	
			Held during tenure	Attended
Mr. Jairam P Sampath	Whole-time Director	Chairperson	8	8
Mrs. Savitha Ramesh	Whole-time Director	Member	8	8
Mr. Ramesh Kunhikannan	Managing Director	Member	8	8
Mr. Alexander Koshy	Independent Director	Member	8	5

During the Financial Year 2024-25, 8 (Eight) Meetings of Borrowing and Investment Committee were held on 27 April, 2024, 04 May, 2024, 27 May, 2024, 10 June, 2024, 16 September, 2024, 27 January, 2025, 08 February, 2025 and 22 March, 2025.

G. Fund Raising Committee:

The Board at its meeting held on 22 January, 2025 constituted Fund Raising Committee for the purpose of raising funds for an aggregate amount up to ₹ 16,000 Mn and the said Committee was dissolved on 30 July, 2025 post completion of QIP.

Scope of the committee:

- Decide the date for the opening and closing of the Issue of Securities, including determining the form and manner of the Issue, including the class of investors to whom the Securities are to be issued and allotted, type of security, number of Securities to be issued/allotted, issue price, face value, discount/premium and execution of various transaction documents;
- The Issue of Securities and allotment of the aforesaid Equity Shares shall be made at such time or times as the Board may in its absolute discretion decide, subject, however to applicable guidelines, notifications, rules and regulations;
- Finalisation of the allotment of the Securities on the basis of the subscriptions received and approving the allotment of the Securities;
- To deal with over subscription/under subscription in such manner as may be permitted by the applicable regulations;
- To decide and finalise the objects of the Issue for which funds are being raised by the Company and all such additional matters in connection with or incidental thereto including allocation of General Corporate Purposes or any modifications to the objects of the Issue to the extent permissible under applicable law;

- f. Finalisation of any arrangement for the submission of the preliminary and final offering circulars/prospectus(es)/offer document(s), letter of offer(s), placement document(s) and any amendments and supplements thereto, with any applicable government and regulatory authorities, institutions or bodies, as may be required;
- g. Approval of the preliminary and final offering circulars/ placement document/ prospectus/ offer document/ letter of offer (including amending, varying or modifying the same, as may be considered desirable or expedient) as finalised in consultation with the lead manager(s)/underwriter(s)/ advisor(s), in accordance with all applicable rules, regulations and guidelines including approval for any financial statements such as unaudited condensed interim consolidated financial statements, required for the purpose;
- h. Entering into any arrangement for managing, underwriting and marketing the proposed offering of Securities and to appoint, enter into and execute all such, in its absolute discretion, managers (including lead manager(s)), investment banker(s), merchant banker(s), underwriter(s), guarantor(s), financial and/or legal advisor(s), chartered accountants, company secretaries, industry experts, depositories, custodians, paying and conversion agents, monitoring agency, listing agents, escrow bank(s)/agent(s) and other agents as may be required and sign all applications, filings, deeds, documents, memorandum of understanding and agreements with any such entities and to pay any fees, commissions, remunerations, and expenses in connection with the proposed offering of the Securities;
- i. Approval of the deposit agreement(s), placement agreement, escrow agreement, the purchase/underwriting agreement(s), monitoring agency agreement, the trust deed(s), the indenture(s), the master/ global GDRs/ ADRs/ FCCBS/ other certificate representing the Securities, letters of allotment, listing application, engagement letter(s), memoranda of understanding and any other agreements or documents, presentations or other materials, as may be necessary in connection with the issue/ offering (including amending, varying or modifying the same, as may be considered desirable or expedient), in accordance with all applicable laws, rules, regulations and guidelines;
- j. To determine the form and manner of the offering, identification and class of the Investors to whom the Securities are to be offered, utilisation of the issue proceeds and if the issue size exceeds ₹ 100 Crores, the Board must make arrangements for the use of proceeds of the issue to be monitored by a credit rating agency registered with SEBI, in accordance with SEBI ICDR Regulations.
- k. To decide the ratio in terms of number of the Equity Shares which each existing shareholder of the Company, on the record date will be entitled to in proportion to the Equity Shares held by the Eligible Equity Shareholder on such date;
- l. To fix the record date for the purpose of the Issue for ascertaining the names of the Eligible Equity Shareholders who will be entitled to receive rights entitlements;
- m. To decide the treatment to be given to the fractional entitlement, if any, including rounding upward or downwards or ignoring such fractional entitlements or issue of fractional coupons and the terms and conditions for consolidation of fractional entitlements into a whole Equity Share and application to the Company for the same as well as to decide the disposal of the Equity Share representing the fractional coupons which are not so consolidated and presented to the Company for allotment of whole Equity Shares or treating fractional entitlement in the manner as may be approved by SEBI and the Stock Exchanges;
- n. Authorisation of any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorneys, to do such acts, deeds and things as the authorised person in its absolute discretion may deem necessary or desirable in connection with the issue and allotment of the Securities;
- o. Seeking, if required, the consent of the lenders, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents that may be required in connection with the issue and allotment of the Securities;

- p. To appoint any one of the Stock Exchanges as the Designated Stock Exchange;
- q. Seeking listing of the Securities on any Indian or international stock exchange, submitting the listing application to such stock exchange and taking all actions that may be necessary in connection with obtaining such listing;
- r. Deciding upon the issue structure and nature of the offering and deciding the pricing and terms of the Securities, and all other related matters, including taking any action on two way fungibility for conversion of underlying equity shares into FCCBs/GDRs/ ADRs, as per applicable laws, regulations or guidelines;
- s. To open and operate one or more bank accounts in the name of the Company in Indian currency or foreign currency(ies) with such bank or banks in India and/or such foreign countries as may be required in connection with the aforesaid issue, including with any escrow bank;
- t. To settle all questions, difficulties or doubts that may arise in regard to such issue(s) or allotments and utilisation of the issue proceeds as it may, in its absolute discretion deem fit, without being required to seek any further consent or approval of the member or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, and accordingly any such action, decision or direction of the Board shall be binding on all the Members of the Company
- u. To file form FC-GPR, FC-TRS or any other form required under applicable law with the authorised dealer, RBI or any other regulatory authority with respect to the issuance of the Securities;
- v. To affix the Common Seal of the Company on any agreement(s)/ document(s) as may be required to be executed in connection with the above, in accordance with the provisions of applicable law; and
- w. To decide and approve the other terms and conditions of the issue of the Securities and also shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient;

Composition of the Fund-Raising Committee and Meetings held during the Financial Year and attendance details are mentioned below:

Name of the Members	Category	Designation	Meetings	
			Held during tenure	Attended
Mr. Ramesh Kunhikannan	Managing Director	Member	0	0
Mrs. Savitha Ramesh	Whole-time Director	Member		
Mr. Jairam P Sampath	Whole-time Director	Member		
Mr. Rajesh Sharma	Chief Executive Officer	Member		

4. SENIOR MANAGEMENT

Sl. No	Name	Designation
1	Mr. Jairam P Sampath	Whole-Time Director and Chief Financial Officer
2	Mr. Rajesh Sharma	Chief Executive Officer
3	Mr. Sajan Anandaraman	Head-Commercial and Corporate Affairs
4	Mrs. Premita Govind	Head – Human Resources
5	Mr. Govind S Menokee	Head – Information Technology
6	Col. Sharath Kumar Bhat	Senior Vice President – International Business
7	Col. Dilip Nambiar	President – Operations
8	Mr. Vishwanathan K	President – Materials
9	Mr. Gaurav Mehta	President – Business Development (Non- Automotive)
10	Mr. Abdul Nazar	President – Business Development (Automotive)
11	Mr. Anuj Mehtha	Company Secretary and Compliance Officer

Note:

1. Mr. R Balasubramanian – Deputy CFO resigned from his office with effective from 30 January, 2025.
2. Mr. SM Adithya Jain- Company Secretary and Compliance Officer of the Company resigned from the office with effective from 30 November, 2024.

5. REMUNERATION OF DIRECTORS

A. Executive Directors:

- i. Mrs. Savitha Ramesh – Executive Chairperson & Whole-time Director
- ii. Mr. Ramesh Kunhikannan – Managing Director
- iii. Mr. Jairam P Sampath – Whole-time Director & Chief Financial Officer

- a) The details of remuneration paid to Executive Directors during Financial Year 2024-25 are disclosed below:

(Amount in ₹ Mn)

Particulars	Mrs. Savitha Ramesh	Mr. Ramesh Kunhikannan	Mr. Jairam P Sampath
Salary and Allowances	18.00	18.00	9.60
Variable Pay	-	-	-
Perquisites	-	-	-
Others (Mediclaime, Provident Fund)	-	-	-
Total	18.00	18.00	9.60

- b) Details of Employee Stock Options (ESOPs):

Date of Grant	Name of the Director	No. of Options Granted (including re-issue)	Period of Vesting	Options Exercised (as on 31 March, 2025)
21 October, 2022	Mr. Jairam P Sampath	20,980	4 Years	20,980

- c) Service Contracts, Notice Period, Severance Fees:

Service Contracts	There is no separate service contract executed for the appointment of Directors. The Appointment is contractual in nature.
Notice Period	He/ She may resign from the office of Director of the Company by giving ninety (90) days written notice.
Severance Fees	The Company is not obligated to pay any severance fees in case of any termination.

- d) Other Notes:

- Incentives, Personal Accident and Term Life Insurance, Mediclaim Coverage, notice period etc. will be as per the Company's Policy.
- The variable pay of Executive Directors is linked to the desired performance and business objectives of the organisation. The criteria for variable pay, which is paid out quarterly/annually, includes financial parameters like revenue and other strategic goals as decided by the Board from time to time.

B. Non-Executive Directors:

- a) All pecuniary relationship or transactions of the Non-Executive Directors vis-à-vis the Company:

During the year under review, no such relationship or transaction was identified with the Non-Executive Directors.

- b) Criteria of making payments to Non-Executive Directors:

The Company is not paying any remuneration to Non-Executive and Independent Directors of the Company, except the sitting fees of ₹ 60,000/- for every meeting of the Board of Directors attended by them and ₹ 30,000/- for every meeting of the Committees (except Borrowing and Investments Committee) of the Board attended by them.

The sitting fees schedule is as follows:

(In ₹)

Category of Director	Board Meeting	Committee Meetings				
		Audit Committee Meeting	Nomination & Remuneration Committee Meeting	Stakeholders' Relationship Committee Meeting	Corporate Social Responsibility Committee Meeting	Risk Management Committee
Mr. Seepalathur Ganapathiramaswamy Murali	420,000	150,000	-	120,000	120,000	60,000
Mr. Anup Kumar Bhat	300,000	120,000	90,000	-	90,000	30,000
Mr. Alexander Koshy	480,000	150,000	120,000	120,000	-	60,000
Ms. Poornima R	420,000	-	90,000	-	-	60,000
Mr. Heinz Franz Moitzi	480,000	-	-	-	-	60,000

6. CODES AND POLICIES

Pursuant to the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has adopted the following codes and policies:

- i. Policy of Material Subsidiaries;
- ii. Business Responsibility and Sustainability Reporting Policy;
- iii. Code of conduct for Directors, Senior Management and Independent Directors;
- iv. Code of conduct for Prohibition of Insider Trading;
- v. Corporate Social Responsibility Policy;
- vi. Dividend Distribution Policy;
- vii. Nomination and remuneration;
- viii. Policy on preservation and archival of documents;
- ix. Policy of related party transactions;
- x. Terms and Conditions of Appointment of Independent Directors;
- xi. Whistle blower policy;
- xii. Policy on Prevention of sexual Harassment at Workplace;
- xiii. Risk Management Policy;
- xiv. Board Diversity Policy Succession Policy;
- xv. Policy on familiarisation programmes for independent directors;
- xvi. Policy for determining materiality of event or information;
- xvii. Business Reporting and Sustainability Policy;
- xviii. Policy for procedure of inquiry in case of leak of Unpublished Price Sensitive Information;
- xix. Succession Policy;

The aforesaid policies are made available on the website of the Company
(Web link: <https://www.kaynestechology.co.in>)

7. GENERAL BODY MEETINGS

a) Details of Annual General Meetings (AGMs) held during last 3 (three) financial years is mentioned below:

Financial Year	Date	Time (IST)	Place/Location	No. of agenda items approved through Special Resolution
Financial Year 2023-24 (16 th AGM)	09 September, 2024	3.30 PM	Through Video Conference/ Other audio-visual means	2
Financial Year 2022-23 (15 th AGM)	15 September, 2023	3.30 PM	Through Video Conference/ Other audio-visual means	4
Financial Year 2021-22 (14 th AGM)	4 July, 2022	3.30 PM	At the Registered Office	Nil

Particulars of Special Resolutions passed in the last Three (3) AGMs are given below:

Financial Year	Resolution
Financial Year 2023-24 (16 th AGM)	1. To approve and adopt Employee Stock Option Scheme called "Kaynes ESOP Scheme 2023". 2. To approve granting of Employee Stock Options to the employees / directors of subsidiary(ies) of the Company under the "Kaynes ESOP Scheme, 2023".
Financial Year 2022-23 (15 th AGM)	1. To re-appoint Mr. Ramesh Kunhikannan (DIN: 02063167) as Managing Director of the Company 2. To re-appoint Mrs. Savitha Ramesh (DIN: 01756684) as Executive Chairperson & Whole Time Director of the Company 3. To appoint Mr. Heinz Franz Moitzi (DIN: 00323506) as an Independent Director of the Company 4. To consider and ratify the Kaynes ESOP Scheme 2022
Financial Year 2021-22 (14 th AGM)	Nil

b) Special Resolutions passed through Postal Ballot during the Financial Year 2024-25:

During the Financial Year, no special resolutions were passed through postal ballot by Shareholders of the Company.

8. MEANS OF COMMUNICATION:

The Company believes that the prompt and timely communication of information to the Investors and Shareholders reflects that the transparency and good Corporate Governance practice of an organisation.

a) Financial Results and newspaper publication:

The quarterly, half-yearly and annual financial results are regularly submitted to the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE), where shares of the Company are listed. The Financial Results are generally published in Financial Express (English newspaper-all India edition) and Vijaya Karnataka (Kannada-Regional newspaper) and simultaneously uploaded on the Company's website.

b) Website:

The Company has an active website www.kaynestechology.co.in and has separate section for Investors called "Investors". Various sections of Investors keep the investors updated on the key and material developments of the Company by providing timely information like brief profile of the Company, Board structure and Committees of the Board, press release, financial results, presentations made to Institutional Investors or Analysts, Annual Reports, Shareholding Pattern, Codes and Policies, Stock Exchange filings etc.

The website of the Company i.e. www.kaynestechology.co.in contains a separate and dedicated "investors" section to serve shareholders, by giving complete information pertaining to the Board of Directors and its Committees, financial results including subsidiaries financials, stock exchanges disclosures and compliances such as shareholding pattern, corporate governance report and press releases, Notice of the Board and General Meetings, details of Registrar and Transfer Agents, details of unclaimed dividend and IEPF related information amongst others. The Company's Annual Report along with supporting documents are also available on the website in a user-friendly and downloadable form. As per the recent requirements of Stock exchanges, the Company has created a separate tab for the above disclosures.

c) Investors/Analyst Meets:

Your Company holds Meetings with the analyst/ investor, post disclosure of financial results for each quarter. The details schedule of analyst/ investor meet and presentation made before them are disseminated to the stock exchanges and also uploaded on the Company's website at <https://www.kaynestechology.co.in/investors.html>. The audio recordings and transcripts of analyst/investor meet are also available on the Company's website at the same link.

9. GENERAL SHAREHOLDER INFORMATION

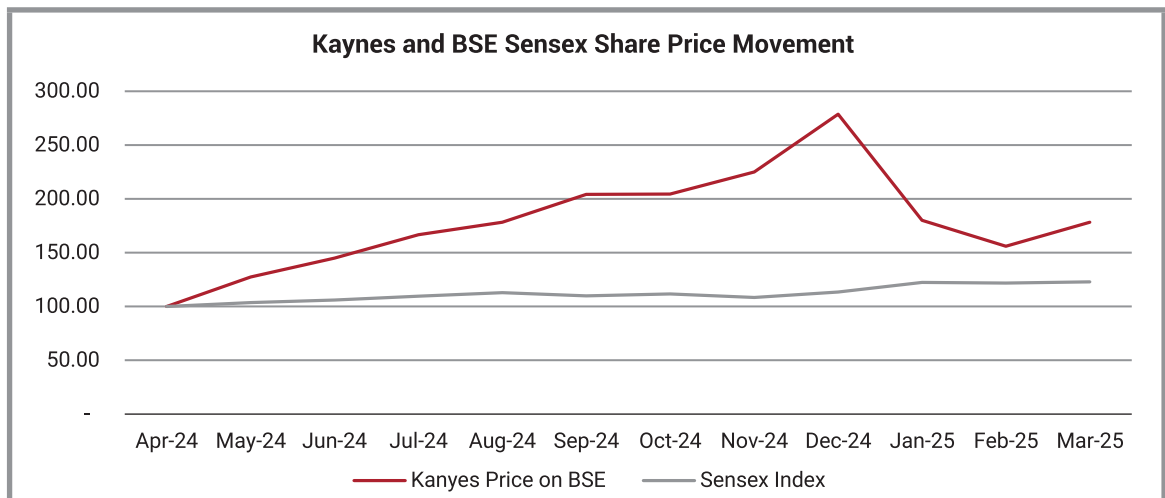
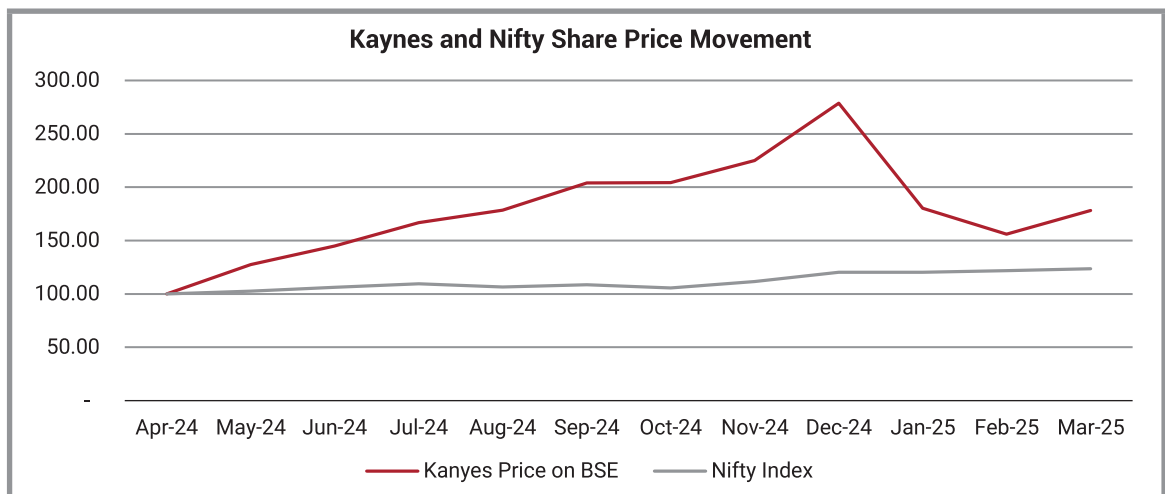
General Shareholders' Information

Day and date of Annual General Meeting	Thursday, 11 September, 2025
Time	03:30 PM (IST)
Venue	The meeting shall be held through video conferencing/other audio- visual means. The deemed venue for the meeting shall be Registered Office of the Company at 23-25, Belagola Food Industrial Estate, Metagalli PO, Mysuru 570016, Karnataka, India
Financial Year	01 April, 2025 to 31 March, 2026
Dividend payment date	NA
Date of Book Closure / Record Date / Cut off	05 September, 2025
Listing of Stock Exchanges	National Stock Exchange of India Limited (NSE) Address: Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai- 400051 BSE Limited (BSE) Address: Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001
Payment of annual listing fees	PAID
Stock Symbol /Code	NSE: KAYNES BSE: 543664
International Securities Identification Number (ISIN)	INE918Z01012
Face Value per share	₹ 10/-
Date of Listing	22 November, 2022

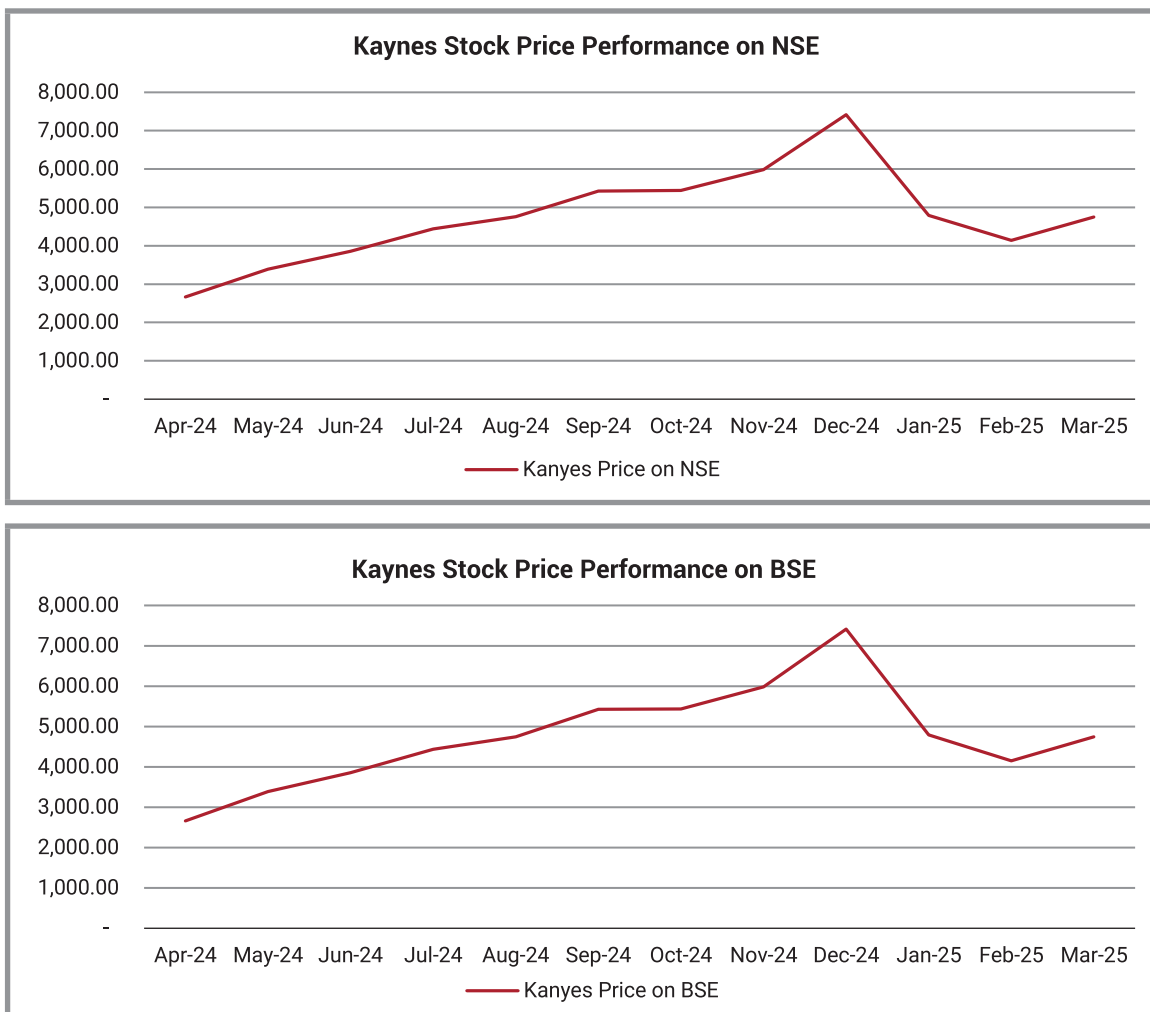
a) Stock Market price data:

Monthly High & Low (based on daily closing prices) during each month of Financial Year 2024-25 on BSE and NSE is mentioned below:

Month	BSE				NSE			
	Open	High	Low	Close	Open	High	Low	Close
April 2024	2,850.00	2,855.00	2,425.00	2,660.05	2,698.95	2,737.95	2,655.00	2,664.50
May 2024	2,670.95	3,638.45	2,425.00	3,387.35	3,301.00	3,430.00	3,205.60	3,388.80
June 2024	3,539.90	4,090.00	2,811.20	3,852.95	3,915.00	3,985.15	3,815.00	3,853.40
July 2024	3,861.35	4,725.70	3,729.70	4,434.60	4,524.95	4,549.15	4,405.00	4,441.85
August 2024	4,405.65	5,385.00	4,067.35	4,746.45	4,769.00	4,839.45	4,700.00	4,753.80
September 2024	4,841.15	5,811.05	4,600.00	5,428.80	5,580.00	5,624.85	5,386.70	5,425.75
October 2024	5,476.95	5,910.00	4,779.50	5,437.85	5,280.00	5,619.00	5,222.00	5,440.05
November 2024	5,498.95	6,143.85	5,232.00	5,984.45	5,860.00	6,029.90	5,860.00	5,987.45
December 2024	6,059.95	7,782.20	5,998.55	7,413.40	7,173.00	7,440.00	7,079.45	7,417.30
January 2025	7,497.95	7,824.95	4,215.20	4,793.40	4,748.50	5,020.00	4,666.35	4,792.35
February 2025	4,868.85	5,004.45	3,835.00	4,151.40	3,999.65	4,194.50	3,905.05	4,144.15
March 2025	4,223.20	5,145.45	3,893.85	4,741.35	4,878.95	4,939.80	4,720.00	4,747.35

b) Company's Share Performance (i.e. Closing share price on last trading day of every Fifteen Days) in comparison to BSE-SENSEX and NSE-NIFTY**i. Company's Share Performance (KAYNES) in comparison to BSE-SENSEX****ii. Company's Share Performance (KAYNES) in comparison to NSE-NIFTY:**

iii. Company's Share Performance (KAYNES) 01 April, 2024, to 31 March, 2025



c) Whether securities of the Company are suspended from trading during the Financial Year 2024-25: No.

d) Registrar and Share Transfer Agents (RTA):

MUFG Intime India Private Limited (formerly known as Linkin Intime India Private Limited) is the Registrar and Share Transfer Agent ('RTA') of the Company. All the investor related activities are attended to and processed by the Company's RTA including issue of new shares, transfer/ transmission of shares, change of mandate, dematerialisation and rematerialisation of Shares.

The Contact details of RTA are furnished below:

MUFG Intime India Private Limited
 247 Park, C 101 1st Floor, LBS Marg, Vikhroli (W),
 Mumbai – 400083, Maharashtra, India.
 Tel: +91 22 49186000.

Detailed list of MUFG Intime Offices is available at their website (www.linkintime.co.in).

e) Share Transfer System:

The entire shares of the Company are in dematerialised form except 114 Equity Shares are held in physical form. The transfer and transmission of shares are carried out through Depositories & Depository Participants based on the request of beneficial owner.

f) Summary of category wise Shareholding Pattern and Distribution of Shareholding as on 31 March, 2025:

i. Summary of category wise Shareholding Pattern as on 31 March, 2025:

Category	Total Securities	% of Shareholding
Promoter and Promoter Group	36,963,533	57.7458
Mutual Funds	8,216,994	12.8369
FPI (Corporate) - I	6,741,273	10.5315

Public	6,649,682	10.3884
Insurance Companies	1,517,018	2.3699
Non Resident Indians	1,327,118	2.0733
Alternate Invst Funds - III	891,401	1.3926
Other Bodies Corporate	556,295	0.8691
FPI (Corporate) - II	406,379	0.6349
Alternate Invst Funds - II	236,020	0.3687
Hindu Undivided Family	209,372	0.3271
Non Resident (Non Repatriable)	172,769	0.2699
Foreign Company	60,000	0.0937
Body Corporate - Ltd Liability Partnership	53,358	0.0834
NBFCs registered with RBI	4,061	0.0063
Clearing Members	2,545	0.004
FPI (Individual) - II	1,780	0.0028
Trusts	643	0.001
Trust (Employees)	529	0.0008
Total	64,010,770	100.00

Note: Total number of Securities does not include 92,697 Equity shares allotted to the employees under ESOP 2022 Scheme on 29 March, 2025 as the Corporate Action was filed after 31 March, 2025.

ii. Distribution of Shareholding as on 31 March, 2025

Shares Range		Number of Shareholders	% of Total Shareholders	Total Shares for the Range	% of Issued Capital
From	To				
1	500	234,744	99.2172	5,285,362	8.2570
501	1,000	864	0.3652	618,568	0.9663
1,001	2,000	440	0.1860	621,855	0.9715
2,001	3,000	141	0.0596	344,842	0.5387
3,001	4,000	54	0.0228	193,583	0.3024
4,001	5,000	44	0.0186	199,645	0.3119
5,001	10,000	87	0.0368	615,660	0.9618
10,001 and above		222	0.0938	56,131,255	87.6903
Total		236,596	100.0000	64,010,770	100.0000

g) Dematerialisation of Shares and liquidity:

As on 31 March, 2025, the entire shares of your Company are in dematerialised form and except 114 shares held in physical form. As on the date of this report, the Equity shares are frequently traded on BSE and NSE. The shares of the Company are held with National Securities Depository Limited ('NSDL') and the Central Depository Services (India) Limited ('CDSL') and break-up of the same is as follows:

Name of the Depository	No. of Shares	% of Shares
NSDL	58,218,188	90.95
CDSL	5,792,468	9.05
PHYSICAL	114	0.00
Total	64,010,770	100

Company's shares are available for trading only in electronic form. We have established connectivity with both the depositories, namely National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The International Securities Identification Number (ISIN) allotted to the shares under the Depository System is INE918Z01012.

h) Outstanding Global Depository Receipts (GDRs) or American Depository Receipts (ADRs) or Warrants or any convertible instruments, conversion date and likely impact on equity:

During the Financial Year, the Company has not issued any Foreign Currency Convertible Bonds (FCCBs)/GDRs/ADRs/Warrants or any convertible instruments and has no outstanding FCCBs/GDRs/ADRs/Warrants or any convertible instruments as of 31 March, 2025.

i) Commodity price risk or foreign exchange risk and hedging activities:

The Company has Foreign Exchange Risk Management Policy. Accordingly, during the Financial Year, the Company has managed the foreign exchange risk and hedged to the extent considered necessary. The details of foreign currency exposure and hedging are disclosed in notes to the financial statements

As per the Company's Policy for Determination of Materiality of Events and Information, the Company does not have material exposure to any commodity and accordingly, no hedging activities for the same are carried out. Therefore, the disclosures as require under SEBI Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2018/0000000141 dated 15 November, 2018 are not applicable to the Company.

j) Plant locations

KARNATAKA

Registered Office & Unit I: #23-25, Belagola Food Industrial Estate, Metagalli PO, Mysuru – 570016

Unit II: #399, Hebbal Industrial Area, Hebbal, Mysuru – 570 016

BLR Unit I: #A-53, 2nd Main, II Stage, Peenya Industrial Area, Bengaluru – 560 058

BLR Unit II: #555, IV phase, Peenya Industrial Area, Bengaluru – 560 058

KIDM: #399, Hebbal Industrial Area, Hebbal, Mysuru – 570 016

KEMPL: #26-27, Badanaguppe- Kellamballi Industrial Area, Chamarajanagar – 571 313

KMPL: #125, Bommasandra-Jigani Link Road, Bommasandra Industrial Area, Bengaluru – 560 099

KTPL: Tower A - 3rd Floor, Golden Enclave, HAL Old Airport Road, Bangalore, NAL, Bangalore, Bangalore North, Karnataka, India, 560017

KESPL: #23-25, Belagola Food Industrial Estate, Metagalli PO, Mysuru – 570016

KSPL: #23-25, Belagola Food Industrial Estate, Metagalli PO, Mysuru – 570016

KCIPL: #23-25, Belagola Food Industrial Estate, Metagalli PO, Mysuru – 570016

I IPL: 303 3RD Floor Rohini Complex, Shakarpur Delhi, East Delhi, East Delhi, East Delhi, Delhi, India, 110092

Sensonic IN: Level 5, Prestige Khoday Tower No.5, Raj Bhavan Road, Bangalore- 560001

TAMIL NADU

#40/3, Sivabudam Village, Chettiar-Agaram Main Road, Vanagaram, Chennai – 600 095

KERALA

#63/2801, Sulakshana, Thriпти Lane, Near Manorama Junction, SA Road, Kochi – 682 016

HIMACHAL PRADESH

#4, Sector 5, Near Parwanoo Govt. School, PO Parwanoo – 173 220

HARYANA

Unit I: #58, Sector 6, IMT Manesar, Gurgaon – 122 050

Unit II: #20, Sector 4, IMT Manesar, Gurgaon – 122 050

MAHARASHTRA

#412, 414, Shree Nanda Dama, Plot 59, Sector 11, BD Belapur, Navi Mumbai –400 614 #A-22-A/I/I. MIDC Chakan Industrial Area, PH-II, Khalumbre, Khed, Pune – 410 501

USA

Digicom: #7799, Pardee Ln, Oakland, CA 94621

Essnkay: 15925 Carmenita Rd Cerritos, Ca 90703

Sensonic: 103 Carnegie Center Suite 300, Office 315 Princeton, New Jersey 08540

SINGAPORE

Kaynes Holding: 20 Bendemeer Road, #03-12, BS Bendemeer Road, Singapore- 339914

EUROPE

Kaynes Technology Europe: Schulhausgassli 4, CH- 3098, Koniz-Bern, Suisse

Sensonic GMBH: Bahnhofstrabe 57a, 4780 Scharding Austria.

Sensonic UK: Abbey House 282, Farnborough Road, Farnborough, Hampshire, UK GU14 7NA

CANADA

Kaynes Canada: 1900, 520 - 3rd Avenue SW, Calgary, Alberta T2P0R3

k) Address for correspondence:

For Investor Queries		
For Shareholders' Grievance Redressal	For Institutional Investors	Registered Office Address
Company Secretary & Compliance Officer: Mr. Anuj Mehtha Mail: kaynestechcs@kaynestechtechnology.net Ph. No: +91 9606952146	Registrar and Share Transfer Agent: MUFG Intime India Private Limited C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai – 400 083, Maharashtra, India Tel: +91 22 49186000 Email: gaurav.jadhav@in.mpms.mufg.com Website: www.in.mpms.mufg.com	Whole-time Director and Chief Financial Officer Mr. Jairam P Sampath Email: jps@kaynestechtechnology.net
		KAYNES TECHNOLOGY INDIA LIMITED 23-25, Belagola Food Industrial Estate, Metagalli PO, Mysuru 570016. India Telephone No: +91 8214280270

l) Credit Ratings:

Credit rating on the bank facilities availed by the Company as hereunder

Rating Agency	Rating	Outlook
Care Ratings Limited	CARE A ⁺ for long term bank facilities	Stable
	CARE A2 for Short term bank facilities	
	CARE A ⁺ ; CARE A2+ for long term/short term bank facilities	
India Rating and Research	IND A ⁺ for term loan	Stable
	IND A ⁺ for Fund-based working capital limit	
	IND A ⁺ for Proposed Fund- based working capital limit	
	IND A1 for non-fund-based working capital limit	
CRISIL Rating Limited	Crisil A	Positive
ICRA Limited	(ICRA)A ⁺ for Long-term Fund-based – Cash Credit	Positive
	(ICRA)A ⁺ for Long-term Fund-based- Packing Credit	

10. OTHER DISCLOSURES:

a) Related Party Transactions:

Your Company has not entered in to any materially significant transactions with the related parties that may have potential conflict with the interests of the Company at large. The details of related party transaction are provided in Notes to Financial Statements (both Standalone and Consolidated), as per the applicable Accounting Standards.

b) Details of non-compliances and penalties imposed on matters related to capital markets:

The Shares of the Company are listed and trading of the said Shares commenced on the Stock Exchanges with effect from 22 November, 2022. During the Financial Year or in the last three (3) years, there were no cases of non-compliance by the Company and no penalties or strictures were imposed on the Company either by the Stock Exchanges or SEBI or any other statutory authority for the non-compliance of any matter related to capital markets.

c) Vigil Mechanism/ Whistle Blower Policy:

Pursuant to Section 177 of the Companies Act, 2013 and the rules made thereunder and SEBI (LODR) Regulations, your Company has in place Whistle Blower Policy for Directors and employees to report any genuine concerns, unethical behaviours, misuse of unpublished price sensitive information, actual or suspected fraud or violation of Company's Code of Conduct. The vigil mechanism provides adequate safeguards against victimisation of director(s) or employee(s) or any other person who avail the mechanism.

The copy of the said Policy is available on the website of the Company at https://www.kaynestechtechnology.co.in/doc/Codes-and-Policies/Kaynes%20Technology_Whistle%20blower%20and%20vigil%20mechanism%20policy%2010.5.2025.pdf

Your Company affirms that no personnel have been denied access to the Audit Committee.

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

Your Company has complied with all the applicable mandatory requirements of the Listing Regulations. Details of adoption of non-mandatory requirements are provided in clause 11 below.

e) Weblink Policy on policy determining material subsidiary is disclosed.

The Policy on material subsidiary of the Company can be accessed at

<https://www.kaynestechology.co.in/doc/Codes-and-Policies/Policy%20on%20Material%20Subsidiaries.pdf>

f) Web link for Policy on Related Party Transactions of the Company:

Aforementioned policy can be accessed at

https://www.kaynestechology.co.in/doc/Codes-and-Policies/Kaynes%20Technology_RPT%20policy.pdf

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

As disclosed in point no. 8(n) above, the disclosures as require under SEBI Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2018/0000000141 dated 15 November, 2018 are not applicable to the Company.

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

a. Funds raised through initial public offer:

During the Financial Year 2022-23, the Company has raised ₹ 5,300 Mn through Initial Public Offer in accordance with provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Companies Act, 2013 and the rules made thereunder.

The funds raised are being utilised for the purpose for which it has been raised as mentioned in the explanatory statement to the Notice of General Meeting and there is no deviation in the utilisation of the same.

The bifurcation utilisation of fund raised through initial public offer as follows:

(In ₹ Crores)

Objects of the issue as per prospectus	Amount to be utilised as per prospectus	Utilised up to 31 March, 2025	Total Unutilised Amount
Repayment Or prepayment in full or part of certain borrowings surveyed by our Company	130.00	130.00	-
Funding Capital Expenditure Towards Expansion of our existing manufacturing facility at Mysuru Karnataka and near our existing manufacturing facility at Manesar Haryana	98.930	58.806	40.124
Investment in our wholly owned subsidiary Kaynes Electronics Manufacturing Private Limited for setting up a new facility at Chamarajanagar Karnataka	149.300	149.300	-
Funding working capital requirements of our Company	114.740	114.740	-
General Corporate Purpose	132.774	132.774	-
Total	625.744	585.620	40.124

*The funds which remain unutilised are temporarily parked in Fixed Deposits.

b. Funds raised through qualified institutions placement (QIP):

During the Financial Year 2023- 24, the Company issued and allotted 5,775,577 equity shares of face value ₹ 10 each of the Company (the "Equity Shares") at a price of ₹ 2,424 per Equity Share, including a premium of ₹ 2,414 per equity share aggregating to ₹ 14,000 Mn to qualified institutional buyers.

The funds raised are being utilised for the purpose for which it has been raised as mentioned in the explanatory statement to the notice of General Meeting and there is no deviation in the utilisation of the same.

The bifurcation utilisation of fund raised through QIP as follows:

(In ₹ Crores)

Objects of the issue as per prospectus	Amount to be utilised as per Placement document	Utilisation up to 31 March, 2025	Total Unutilised amount
Part funding the cost of establishment of the OSAT Facility	756.711	227.412	529.299
Part funding the cost of establishment of the PCB Facility	307.289	86.230	221.059
General Corporate Purpose	310.000	238.380	71.620
Total	1,374.000	552.022	821.978

*The funds which remain unutilised are temporarily parked in Fixed Deposits.

i. Certificate from Practising Company Secretary on Non-Disqualification of Directors:

The Company has obtained a certificate from a Practising Company Secretary that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as Directors of companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority in accordance with the Listing Regulations. The said Certificate is annexed this report as **Annexure-3**.

j. Recommendation of Committees:

During the Financial Year, the Board of Directors of the Company has accepted recommendations of all the Committees of the Board, which were mandatorily required.

k. Auditors' Remuneration:

The details of total fees paid by the Company to Messrs K P Rao & Co, the Statutory Auditors, for all services including the reimbursement of out of pocket expenses during the Financial Year 2024-25, are available in the Financial Statements.

l. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013: Disclosed separately in Note No. 31. of the Board's Report.

m. Disclosure of Loans and advances in the nature of loans to firms/companies in which directors are interested:

During the Financial Year 2024-25, by the Company and its subsidiaries have granted loans or advances to firms/companies in which the Directors are interested. The details of which are provided in the notes to Financial Statements of the Company.

n. Details of material subsidiaries of the listed entity

Name	Kaynes Electronics Manufacturing Private Limited*	Iskraemeco India Private Limited
Incorporation date	30 March, 2022	10 October, 2019
Incorporation place	Mysuru, Karnataka, India	Delhi, India
Name of Statutory Auditor	K. P. Rao & Co	Sheth & Associates
Date of appointment of Statutory Auditors	15 November, 2023	24 December 2020

*Identified as Material subsidiary based on consolidated financial statements as on 31 March, 2025.

11. NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT UNDER SUB- PARAS (2) TO (10) OF SECTION C OF SCHEDULE V OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, IF ANY:

Your Company has fully complied the requirement of corporate governance report under sub-paras (2) to (10) of para C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and there are no such non-compliances to the said report.

12. DISCRETIONARY REQUIREMENTS:

Your Company has adopted the following discretionary requirements as specified in Part E of Schedule II of the Listing Regulation

a) Executive Chairperson:

Executive Chairperson of the Company is an Executive Director.

b) One Woman Independent Director on its board

The Company has one Woman Independent Director on its Board.

c) Executive Chairperson and Managing Director or Chief Executive Officer:

Your Company has appointed separate persons to the Offices of Executive Chairperson, Managing Director and Chief Executive Officer who is not a director. Executive Chairperson of the Company is an Executive Director and is related to Managing Director of the Company.

d) Modified Opinion(s) in Audit Report:

The Auditors of the Company have issued Audit Reports with unmodified opinion on the standalone and consolidated financial statements for the Financial Year ended 31 March, 2025 and there are no qualifications in the Audit Report.

e) Reporting of Internal Auditor:

The Internal Auditors report directly to the Audit Committee and attend the Audit Committee meetings held every quarter and present their report.

f) Independent Director:

Independent Director met once during the Financial Year and shall endeavour to hold two meeting as per the requirement.

g) Risk Management:

The Company has constituted Risk Management Committee.

13. DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT:

Particulars	No. of Shareholders	No. of Shares
Aggregate number of shareholders and the outstanding shares in suspense account lying at the beginning of the year	Nil	NA
Number of shareholders who approached listed entity for transfer of shares from suspense account during the year	Nil	NA
Number of shareholders to whom shares were transferred from suspense account during the year	Nil	NA
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	Nil	NA

14. DISCLOSURE ON COMPLIANCE WITH CORPORATE GOVERNANCE AND THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

Your Company is in compliance with the mandatory Corporate Governance requirements of the SEBI (LODR) Regulations. Further, the Company confirms the compliance with Corporate Governance requirements as specified in Regulations 17 to 27 read with Schedule V and clauses (b) to (i) of sub regulation (2) of Regulation 46 of the SEBI (LODR) Regulations.

The Company has obtained a certificate from Mrs. Kalaivani S, a Practising Company Secretary, (Membership Number: 57112 COP No: 22158) on compliance of conditions of Corporate Governance as stipulated in SEBI (LODR) Regulations. The said Certificate is annexed as **Annexure-4** to the Corporate Governance Report.



Annexure-1 to the Corporate Governance Report

COMPLIANCE CERTIFICATE BY MANAGING DIRECTOR, CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER

(Pursuant to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Board of Directors
Kaynes Technology India Limited

We, Ramesh Kunhikannan, (Managing Director), Rajesh Sharma, (Chief Executive Officer) and Jairam P Sampath, (Whole time Director & Chief Financial Officer) of Kaynes Technology India Limited (the "Company"), to the best of our knowledge and belief, hereby certify that:

- A. We have reviewed financial statements and the cash flow statement for the Financial Year ended 31 March, 2025 and that to the best of our knowledge and belief, we state that:
 1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 2. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit committee:
 1. there were no significant changes in internal control over financial reporting during the year;
 2. significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 3. there were no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Ramesh Kunhikannan

Managing director

DIN: 02063167

Rajesh Sharma

Chief Executive Officer

PAN: AQQPS3558R

Jairam Paravastu Sampath

WTD and Chief Financial Officer

DIN: 08064368

Date: 30 July, 2025

Place: Mysuru

Annexure-2 to the Corporate Governance Report

DECLARATION ON CODE OF CONDUCT

(Pursuant to Part D of Schedule V of the SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015)

I, Rajesh Sharma, Chief Executive Officer of Kaynes Technology India Limited (the "Company"), hereby declare that all the members of Board and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct of Board of Directors and Senior Management for the Financial year 2024-25.

Kaynes Technology India Limited

Rajesh Sharma

Chief Executive Officer

PAN: AQQPS3558R

Date: 30 July, 2025

Place: Mysuru

Annexure-3 to the Corporate Governance Report

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of
SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members
Kaynes Technology India Limited
23-25, Belagola, Food Industrial Estate
Metagalli P O, Mysore, Karnataka, India, 570016

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Kaynes Technology India Limited having CIN:L29128KA2008PLC045825 and having Registered Office at No. 23-25, Belagola, Food Industrial Estate, Metagalli PO, Mysore, Karnataka, India, 570016 produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Director Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on 31 March, 2025 has been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, the Ministry of Corporate Affairs, or any such other Statutory Authority:

Sr. No.	Name of Director	DIN	Date of appointment in Company
	Messrs		
1.	Ramesh Kunhikannan	02063167	28 March, 2008
2.	Savitha Ramesh	01756684	28 March, 2008
3.	Alexander Koshy	07896084	21 February, 2022
4.	Seeplaputhur Ganapathiramaswamy Murali	00348902	21 February, 2022
5.	Jairam Paravastu Sampath	08064368	10 March, 2018
6.	Anup Kumar Bhat	06470857	12 January, 2022
7.	Poornima Ranganath	00349450	31 March, 2022
8.	Heinz Franz Moitzi	00323506	16 June, 2023

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the Management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Place: Bengaluru
Date: 30 July, 2025

Kalaivani S
Practising Company Secretary
ACS:57112 CP:22158
UDIN: A057112G000896500
Peer Review Certificate No.: 2860/2022

Annexure-4 to the Corporate Governance Report

AUDITOR'S CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To
The Members of
Kaynes Technology India Limited
23-25, Belagola, Food Industrial Estate
Metagalli P O, Mysore, Karnataka

I have examined the compliance of the conditions of Corporate Governance by Kaynes Technology India Limited for the year ended 31 March, 2025 as stipulated in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

In my opinion and to the best of my information and explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the provisions of Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Place: Bengaluru
Date: 30 July, 2025

Kalaivani S
Practising Company Secretary
ACS:57112 CP:22158
UDIN: A057112G000896566
Peer Review Certificate No.: 2860/2022

Business Responsibility and Sustainability Report

(Business Responsibility and Sustainability Reporting (BRSR) is the practice of companies disclosing information about their environmental, social, and governance (ESG) performance. It goes beyond financial reporting to provide stakeholders with a comprehensive view of a company's non-financial impacts and contributions to sustainable development. BRSR covers topics such as environmental impact, social responsibility, and governance practices, aiming to promote transparency and accountability.)

SECTION A: GENERAL DISCLOSURES

I. Details of the listed entity

Sr. No.	Particulars	FY 2024-25
1	Corporate Identity Number (CIN) of the Listed Entity	L29128KA2008PLC045825
2	Name of the Listed Entity	Kaynes Technology India Limited
3	Year of incorporation	28 March, 2008
4	Registered office address	23-25, Belagola Food Industrial Estate, Metagalli P.O., Mysuru - 570016 Karnataka, INDIA
5	Corporate address	23-25, Belagola Food Industrial Estate, Metagalli P.O., Mysuru - 570016 Karnataka, INDIA
6	E-mail	Kaynestechcs@kaynestechtechnology.net
7	Telephone	+91 8212582595
8	Website	http://www.kaynestechtechnology.co.in/
9	Financial year for which reporting is being done	01 April, 2024 to 31 March, 2025
10	Name of the Stock Exchange(s) where shares are listed	National Stock Exchange Limited, BSE Limited
11	Paid-up Capital	₹ 640,843,050
12	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Mr. Rajesh Sharma +91 821 2582595 rajesh.sharma@kaynestechtechnology.net
13	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together)	Standalone Basis
14	Name of assurance provider	Vinay & Keshava LLP
15	Type of assurance obtained	BRSR Core Reasonable Assurance

II. Products/services

16. Details of business activities (accounting for 90% of the turnover):

Sr. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1.	Electronics Manufacturing Services	Electronics System Design and Manufacturing (ESDM)	100%

17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

Sr. No.	Product/Service	NIC Code	% of total Turnover Contributed
1.	Manufacture of bare printed circuit boards, loading of components onto printed circuit boards; manufacture of interface cards	26104	100%

III. Operations

18. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	15	2	17*
International	0	0	0

Note: *Includes two service stations

19. Markets served by the entity:

a. Number of locations

Locations	Number
National (No. of States)	26
International (No. of Countries)	35

b. What is the contribution of exports as a percentage of the total turnover of the entity?

8%

c. A brief on types of customers

Dedicated to B2B excellence, our group delivers specialised solutions to an array of industries. Our valued clientele spans Automotive, Industrial, Railways, Aerospace & Defense, Medical and Consumer/IoT sectors. With a deep understanding of diverse challenges, we provide tailored services to empower businesses and foster growth.

IV. Employees

20. Details as at the end of Financial Year:

a. Employees and workers (including differently abled):

Sr. No.	Particulars	Total	Male		Female	
		(A)	No. (B)	% (B/A)	No. (C)	% (C/A)
EMPLOYEES						
1	Permanent (D)	693*	519	74.89%	174	25.11%
2	Other than Permanent (E)	174	93	53.45%	81	46.55%
3	Total employees (D + E)	867	612	70.59%	255	29.41%
WORKERS						
4	Permanent (F)	1,271	802	63.10%	469	36.90%
5	Other than Permanent (G)	1,713	1,110	64.80%	603	35.20%
6	Total workers (F + G)	2,984	1,912	64.08%	1,072	35.92%

b. Differently abled Employees and workers:

Sr. No.	Particulars	Total	Male		Female	
		(A)	No. (B)	% (B/A)	No. (C)	% (C/A)
DIFFERENTLY ABLED EMPLOYEES						
1	Permanent (D)	0	0	0%	0	0%
2	Other than Permanent (E)	0	0	0%	0	0%
3	Total differently abled employees (D + E)	0	0	0%	0	0%
DIFFERENTLY ABLED WORKERS						
4	Permanent (F)	0	0	0%	0	0%
5	Other than Permanent (E)	0	0	0%	0	0%
6	Total differently abled workers (F + G)	0	0	0%	0	0%

Note: *The count of 5 Independent Directors is not included in the Board of Directors.

21. Participation/Inclusion/Representation of women

Particular	Total	No. and percentage of Females	
	(A)	No. (B)	% (B/A)
Board of Directors	8*	2	25%
Key Management Personnel	5	1	20%

Note : Total KMP includes the Managing Director and Whole-Time Directors.

The members below are common in both Board of Directors & Key Management Personnel (KMP)

Sl. No	Name	Designation
1	Ms. Savitha Ramesh	Chairperson of the Board
2	Mr. Ramesh Kunhikannan	Managing Director
3	Mr. Jairam P Sampath	Whole Time Director & CFO

*The count of 5 Independent Directors are included in the Board of Directors.

22. Turnover rate for permanent employees and workers

Particular	FY 2024-25 (Turnover rate in current FY)			FY 2023-24 (Turnover rate in previous FY)			FY 2022-23 (Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	42.11%	55.20%	45.68%	32.75%	30.36%	32.15%	39.82%	51.85%	42.67%
Permanent Workers	84.60%	78.86%	82.60%	114.40%	98.92%	109.38%	104.33%	66.95%	94.03%

V. Holding, Subsidiary and Associate Companies (including joint ventures)

23. (a) Names of holding/subsidiary/associate companies/joint ventures

Sr. No.	Name of the holding/subsidiary/associate companies/joint ventures (A)	Indicate whether holding/subsidiary/Associate/Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business responsibility initiatives of the listed entity? (Yes/No)
1	Kemsys Technologies Private Limited	Subsidiary	100%	No
2	Kaynes Electronics Manufacturing Private Limited	Subsidiary	100%	No
3	Kaynes International Design & Manufacturing Private Limited	Subsidiary	95.22%	No
4	Kaynes Embedded Systems Private Limited	Subsidiary	60%	No
5	Kaynes Technology Europe GmbH	Subsidiary	60%	No
6	Digicom Electronics INC	Subsidiary	100%	No
7	Kaynes Mechatronics Private Limited	Subsidiary	100%	No
8	ESSNKAY Electronics LLC	Subsidiary	100%	No
9	Kaynes Semicon Private Limited	Subsidiary	100%	No
10	Kaynes Circuits India Private Limited	Subsidiary	100%	No
11	Iskraemeco India Private Limited	Subsidiary	100%	No
12	Kaynes Holding Pte Ltd	Subsidiary	100%	No

VI. CSR Details

24. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No): Yes

a. Turnover (in ₹)	19,154,430,000
b. Net worth (in ₹)	26,398,620,000

VII. Transparency and Disclosures Compliances

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) *	FY 2024-25			FY 2023-24		
		Current Financial Year			Previous Financial Year		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes	0	0	-	0	0	-
Investors (other than shareholders)	Yes	0	0	-	0	0	-
Shareholders	Yes	0	0	-	15	0	IPO-related grievances
Employees and workers	Yes	8	0	-	0	0	-
Customers	Yes	12	0	-	0	0	-
Value Chain Partners	Yes	0	0	-	0	0	-
Other (please specify)	-	0	0	-	0	0	-

* Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)

Stakeholder group from whom complaint is received	Web Link for Grievance Policy
Communities	https://www.kaynestechology.co.in/investors.html
Investors (other than shareholders)	
Shareholders	
Emp	
Customers	
Value Chain Partners	
Other (please specify)	

26. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1.	Waste management	Risk	Inadequate waste management poses risks to electronics manufacturing companies, including regulatory noncompliance, reputational damage, increased operational costs and environmental impact. Improper handling and disposal of waste materials can lead to pollution, legal liabilities and negative public health, impacting the Company's performance and sustainability.	To effectively manage waste and hazardous materials, we implement measures to address present and future risks, mitigating environmental impact through proper disposal and containment. We also adopt eco-friendly materials, optimise consumption and closely monitor usage for a sustainable approach.	Negative



Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
2.	Community wellbeing	Opportunity	Community well-being presents an opportunity for electronics manufacturing companies to build strong relationships, enhance brand reputation and foster longterm sustainability. Engaging in initiatives that support local communities, such as education, job creation and social welfare programmes, can create positive social impact and contribute to a thriving business ecosystem.	-	Positive
3.	Business Ethics and governance	Risk	Lack of business ethics, integrity and proper governance poses risks to electronics manufacturing companies, including damage to reputation, legal consequences, loss of stakeholder trust and financial losses. Engaging in unethical practices, such as bribery or fraud, can lead to legal disputes, regulatory penalties and erosion of the Company's credibility and long-term viability.	At Kaynes Technology, we place a paramount emphasis on business ethics and governance, recognising its crucial role in driving sustainable business performance and promoting transparency. To uphold these values, we have implemented several mechanisms and policies, such as the code of conduct, risk management policy, Board Diversity policy and Related Party Transactions policy. These policies work together to govern and ensure ethical practices throughout the Company, fostering a culture of integrity and responsible decision making.	Negative
4.	Material sourcing efficiency	Risk	Inefficient material sourcing poses risks to electronics manufacturing companies, including supply chain disruptions, increased costs, reputational damage and environmental impact. Reliance on non-sustainable or unreliable sources can result in material shortages, price fluctuations, ethical concerns and failure to meet stakeholder expectations for responsible sourcing, affecting the Company's operations and competitiveness.	The rationale behind material sourcing efficiency and building an efficient supply chain is to ensure a smooth production function and meet customer demands effectively. These efforts have a significant impact on the overall business, as they lead to streamlined operations, reduced costs and enhanced customer satisfaction, ultimately contributing to the Company's success and growth.	Negative

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
5.	Product design and Lifecycle management	Risk	Inadequate product design and lifecycle management pose risks to electronics manufacturing companies, including product failures, market rejection, legal liabilities and negative environmental impact. Poorly designed products, insufficient quality control and lack of end-of-life planning can lead to safety issues, customer dissatisfaction and non-compliance with regulations, jeopardising the Company's reputation and financial success.	To effectively manage use of hazardous materials, we implement measures to address present and future risks, mitigating environmental impact through gradually adopting ecofriendly materials, optimising consumption and closely monitoring usage for a sustainable approach.	Negative
6.	Data Privacy and Cyber security	Risk	Inadequate IT security infrastructure and procedures can result in data security and integrity issues. However, we closely monitor critical aspects like access controls, physical security and logical security to ensure comprehensive protection.	As per the risk management roadmap, necessary actions are implemented to mitigate the adverse effects of actual or potential threats.	Negative
7.	Customer Satisfaction	Opportunity	The significance of customer satisfaction lies in elevating our Net Promoter Score (NPS), which directly correlates with improved customer loyalty and advocacy. By prioritising customer satisfaction, we cultivate a loyal customer base who are more likely to recommend our products and services to others.	-	Positive

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Sr. No	Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	Policy and management processes									
a	Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No/NA)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
b	Has the policy been approved by the Board? (Yes/No/NA)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
c	Web Link of the Policies, if available									



Sr. No	Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
2	Whether the entity has translated the policy into procedures. (Yes/No/NA)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3	Do the enlisted policies extend to your value chain partners? (Yes/No/NA)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
4	Name of the national and international codes/certifications/labels/standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	No	ISO 9001:2015; IATF 16949:2016; ISO/TS 22163:2017; AS 9100 REV D; ISO13485:2016; Nadcap AC 7120 & AC 7121; AS 9110; ACE; IRIS Certification; ANSI certification	ISO 45001:2018; SA 8000:2014	-	SA 8000: 2014	ISO 14001: 2015	-	-	-
5	Specific commitments, goals and targets set by the entity with defined timelines, if any.	Embracing a sustainable future, Kaynes is dedicated to integrating environmental and social responsibility into its operations. We aim to achieve our sustainability goals by reducing our carbon footprint, promoting green energy, responsible resource management and fostering a culture of sustainability throughout our organisation, making a positive impact on the world we live in.								
6	Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	Not Applicable								

Governance, leadership and oversight

- 7 Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)

At Kaynes Technology, success as a technology-driven enterprise is entwined with the well-being of communities and cherished environment. As conscientious corporate citizens, we embrace ESG principles, proudly presenting our Business Responsibility Report. Our corporate philosophy prioritises community care. Through education and skill development, we empower individuals to contribute meaningfully, benefitting both the Company and community.

Health and wellness are paramount in nurturing thriving societies. Our comprehensive programmes promote employee well-being and support neighbouring communities' healthcare needs.

Environmental sustainability is central to our operations. Committed to biodiversity conservation, we minimise impact on delicate ecosystems through energy and water conservation.

Aligned with ESG targets, we aim to elevate contributions to community and environment. Our achievements showcase united efforts and unwavering support. We're dedicated to continuous improvement and innovation.

In conclusion, Kaynes believes in flourishing communities and a healthy environment for ethical practices and long-term success. Our Business Responsibility Report reflects firm dedication to ESG principles, forging a brighter, sustainable future together.

- 8 Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).

Mr. Rajesh Sharma, Chief Executive Officer-Kaynes Technology India Limited

9 Does the entity have a specified Committee of the Board/Director responsible for decision making on sustainability related issues? (Yes/No/NA). No

If Yes please provide details

We are currently in the process of implementing an inclusive Environmental, Social and Governance (ESG) framework. This initiative will be guided and overseen by a newly formed ESG committee of the Board.

10 Details of Review of NGRBCs by the Company

Subject for Review	P1	P2	P3	P4	P5	P6	P7	P8	P9
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Indicate whether review was undertaken by Director/Committee of the Board/Any other Committee

a.	Performance against above policies and follow up action	Committee of the board							
b.	Compliance with statutory requirements of relevance to the principles and rectification of any non-compliances	Committee of the board							

Frequency (Annually/Half yearly/Quarterly/Any other-please specify)

a.	Performance against above policies and follow up action	Quarterly							
b.	Compliance with statutory requirements of relevance to the principles and rectification of any non-compliances	Quarterly							

	P1	P2	P3	P4	P5	P6	P7	P8	P9
11 Has the entity carried out independent assessment/evaluation of the working of its policies by an external agency? (Yes/No).	No	Yes	Yes	No	Yes	Yes	No	No	No
If yes, provide name of the agency.		Mrs. Kalaivani S Practicing Company Secretary, Bengaluru			Mrs. Kalaivani S Practicing Company Secretary Bengaluru				

12 If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the Principles material to its business (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
The entity does not have the financial or/human and technical resources available for the task (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
It is planned to be done in the next financial year (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
Any other reason (please specify)	NA	NA	NA	NA	NA	NA	NA	NA	NA

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

PRINCIPLE 1 Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

(This principle focuses on the importance of ethical conduct and transparency in business operations. Companies should follow ethical business practices and adhere to high standards of integrity. They should also be transparent about their activities, operations, and financial reporting, as well as be accountable for their actions).



Essential Indicators

1. Percentage coverage by training and awareness programmes on any of the principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics/principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Board of Directors	1	Business Familiarisation of new subsidiaries & group strategy, risk assessment & mitigation training	100%
Key Managerial Personnel	3	Business Familiarisation of new subsidiaries & group strategy, risk assessment & mitigation training, ESG Awareness Programme & ESG Training	100%
Employees other than BOD and KMPs	143	CSR (Corporate Social Responsibility): <ul style="list-style-type: none"> CSR 01 – Women Empowerment EHS (Environmental, Health & Safety): <ul style="list-style-type: none"> EHS 01 – EHS Awareness EHS 09 – Emergency Situation EHS 10 – Environment Social Governance (ESG) ETQ (Etiquette & Quality): <ul style="list-style-type: none"> ETQ 09 – E-Mail Etiquettes EXT (Extended Training Modules): <ul style="list-style-type: none"> EXT 21 – IPC-A-610H EXT 29 – Lean Waste Elimination EXT 37 – Machine Basics EXT 39 – Costing EXT 43 – Kaizen for Organisational Excellence EXT 50 – Valor Tool QLT (Quality): <ul style="list-style-type: none"> QLT 13 – TPM (Total Productive Maintenance) QLT 15 – Value Engineering QLT 17 – FMEA (Failure Modes and Effects Analysis) QLT 18 – COQ (Cost of Quality) QLT 20 – SPC (Statistical Process Control) QLT 21 – PPAP (Production Part Approval Process) QLT 22 – APQP (Advanced Product Quality Planning) SYS (Systems & Policies): <ul style="list-style-type: none"> SYS 18 – SA 8000 SYS 20 – POSH (Prevention of Sexual Harassment) SYS 21 – SA8000 and Ethical Trading Initiative SYS 26 – Information Security Management System (ISMS) Policy 	96%
Workers	87	EHS (Environmental, Health & Safety) Training Modules: <ul style="list-style-type: none"> EHS 01 – EHS Awareness EHS 02 – Usage of PPEs and Hazcom Sheet EHS 04 – Fire Fighting EHS 07 – Security and Threat Awareness EHS 08 – Employee Health & Hygiene EHS 09 – Emergency Situation EHS 16 – Chemical Handling Handling of Raw Materials and PCBA Management and Process Control: <ul style="list-style-type: none"> MGT 29 – 4M Management 	94%

Segment	Total number of training and awareness programmes held	Topics/principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
		Process Related Modules: <ul style="list-style-type: none"> PRM 05 – Surface Mount Technology (SMT) PRM 06 – Through Hole Technology (TH) Quality Modules: <ul style="list-style-type: none"> QLT 01 – 7 QC Tools QLT 02 – 5S QLT 06 – Abnormality Reporting QLT 09 – Waste Management 	

2. Details of fines/penalties/punishment/award/compounding fees/settlement amount paid in proceedings (by the entity or by directors/KMPs) with regulators/law enforcement agencies/judicial institutions, in the financial year, in the following format

Monetary					
Particular	NGRBC Principle	Name of the regulatory/enforcement agencies/judicial institutions	Amount (In ₹) (For Monetary Cases only)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/Fine			Nil		
Settlement					
Compounding fee					

Non-Monetary				
Particular	NGRBC Principle	Name of the regulatory/enforcement agencies/judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)
Imprisonment			Nil	
Punishment				

3. Of the instances disclosed in Question 2 above, details of the Appeal/Revision preferred in cases where monetary or non-monetary action has been appealed.

Case Details	Name of the regulatory/enforcement agencies/judicial institutions
Not Applicable	

4. Does the entity have anti-corruption or anti-bribery policy? (Yes/No) Yes

If Yes, provide details in brief.

The Company is committed to preventing illegal and abusive practices, including bribery, anti-competitive behavior, and corruption, and will respond promptly and fairly to any such violations.

If Yes, Provide a web link to the policy, if available -Web link anti-corruption or anti bribery policy is place

<https://www.kaynes technology.co.in/doc/Codes-and-Policies/BRSR%20Policy.pdf>

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/corruption:

Particular	FY 2024-25	FY 2023-24
Directors	0	0
KMPs	0	0
Employees	0	0
Workers	0	0

6. Details of complaints with regard to conflict of interest:

Case Details	FY 2024-25		FY 2023-24	
	Number	Remark	Number	Remark
Number of complaints received in relation to issues of Conflict of Interest of the Directors	0	-	0	-
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	0	-	0	-

7. Provide details of any corrective action taken or underway on issues related to fines/penalties/action taken by regulators/law enforcement agencies/judicial institutions, on cases of corruption and conflicts of interest.

Not Applicable

8. Number of days of accounts payables in the following format:

Particular	FY 2024-25	FY 2023-24
Number of days of accounts payables	111	73

Note:

For this calculation:

- Accounts Payable include trade payables (Note no. 16(b)) from Audited Standalone Financial Statement (FS) for the year ended 31 March, 2025
- Cost of Goods/Services procured includes other expenses (Note no. 27 from FS), Cost of materials consumed (Note no. 22 from FS), Changes in Inventory (Note no. 23 from FS) and gross capex and intangible assets additions (Note no. 3, 3(b), 3(c) and 3(d) from FS)
- The methodology for calculating accounts payable has been revised in FY 2024-25 due to updated guidelines for calculating "Purchases" as per the Industry Standards. Therefore, FY 2024-25 the number of accounts payable is not comparable

Link to the Industry Standards: <https://nsearchives.nseindia.com/web/sites/default/files/inline-files/Industry%20Standards%20Note%20on%20BRSR%20with%20Annexure.pdf>

9. Open-ness of business

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY 2024-25	FY 2023-24
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	54.67%	70%
	b. Number of trading houses where purchases are made from	505	1,100
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	52.66%	42%
Concentration of Sales	a. Sales to dealers/distributors as % of total sales	0%	0%
	b. Number of dealers/distributors to whom sales are made	0	0
	c. Sales to top 10 dealers/distributors as % of total sales to dealers/distributors	0%	0%
Share of RPTs in	a. Purchases (Purchases with related parties/Total Purchases)	12.44%	0.07%
	b. Sales (Sales to related parties/Total Sales)	17.20%	3.52%
	c. Loans & advances (Loans & advances given to related parties/Total loans & advances)	55.35%	60.45%
	d. Investments	85.62%	25.52%

Note:

1. A Trading House is a specialized legal entity primarily engaged in the business of export, import, and/or domestic trade of goods and services, facilitating such trade and providing related services to support these transactions. Unlike manufacturers, a Trading House does not itself manufacture products. Instead, it procures goods from manufacturers, maintains stock, and sells to other businesses (including EMS companies and other end-users) as an intermediary.
2. As per the defined criteria and definition of a dealers/distributor that the Company, on a standalone basis, does not have any sales to dealers/distributors.

Leadership Indicators

2. Does the entity have processes in place to avoid/manage conflict of interests involving members of the Board? (Yes/No): Yes

If Yes, provide details of the same.

Conflict of interest is a key part of our Code of Conduct, covering Directors, Senior Management, and Independent Directors. The policy defines their responsibilities in managing potential conflicts, ensuring transparency, accountability, and ethical decision-making. This commitment strengthens corporate governance and protects stakeholder interests, fostering trust and integrity throughout the organisation.

PRINCIPLE 2 Businesses should provide goods and services in a manner that is sustainable and safe.

(This principle highlights the importance of sustainable and safe production practices. Companies should strive to minimise the environmental impact of their activities and ensure that their products and services are safe for consumers and the environment.)

Essential Indicator

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

Sr. No.	Particular	FY 2024-25	FY 2023-24	Details of improvements in environmental and social impacts
1	R&D	16%	11.82%	R&D expenses aimed at impacting energy efficiency in motor controllers for BLDC fans.
2	Capex	53%	-	ROHS compliant SMT Machines, Green Energy Windmill, Nitrogen Plant, EV.

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)

Yes

- b. If yes, what percentage of inputs were sourced sustainably?

100%

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for

(a)	Plastics (including packaging)	Not Applicable
(b)	E-waste	E-waste is handed over to an authorised agency (agency manages E-waste in line with EPR guidelines)
(c)	Hazardous waste	Hazardous Waste is disposed to KSPCB authorised agency as per KSPCB guidelines
(d)	Other waste	Not Applicable

4. a. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes/No)

No

- b. If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards?

Not Applicable

- c. If not, provide steps taken to address the same

The Company reuses or disposes of through an authorised recycler.

Leadership Indicators

1. Has the entity conducted Life Cycle Perspective/Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? (Yes/No)

If yes, provide details in the following format?

NIC Code	Name of Product/ Service	% of total Turnover contributed	Boundary for which the Life Cycle Perspective/ Assessment was conducted	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	If yes, provide the web-link
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No specific initiatives or innovative technologies were undertaken during the reporting period to improve resource efficiency or reduce environmental impact.

PRINCIPLE 3 Businesses should respect and promote the well-being of all employees, including those in their value chains.

(This principle emphasises the importance of employee well-being. Companies should provide safe and healthy working conditions, fair wages, and opportunities for career development to all employees in their value chains, including suppliers, contractors, and temporary workers.)

Essential Indicators**1 a. Details of measures for the well-being of employees:**

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent employees											
Male	519	519	100%	519	100%	0	0%	519	100%	0	0%
Female	174	174	100%	174	100%	174	100%	0	0%	174	100%
Total	693	693	100%	693	100%	174	100%	519	100%	174	25.11%
Other than permanent employees											
Male	93	93	100%	93	100%	0	0%	93	100%	0	0%
Female	81	81	100%	81	100%	81	100%	0	0%	81	100%
Total	174	174	100%	174	100%	81	100%	93	100%	81	46.55%

1. b. Details of measures for the well-being of workers:

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent workers											
Male	802	802	100%	802	100%	0	0%	802	100%	0	0%
Female	469	469	100%	469	100%	469	100%	0	0%	469	100%
Total	1,271	1,271	100%	1,271	100%	469	100%	802	100%	469	36.90%
Other than permanent workers											
Male	1110	1110	100%	1110	100%	0	0%	1,110	100%	0	0%
Female	603	603	100%	603	100%	603	100%	0	0%	603	100%
Total	1,713	1,713	100%	1,713	100%	603	100%	1,110	100%	603	35.20%

1. c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format

	FY 2024-25	FY 2023-24
Cost incurred on well-being measures as a % of total revenue of the Company	0.05 %	0.10%

Note:

The methodology for calculating cost on well-being measures has been revised in FY 2025 due to updated guidelines as per the Industry Standards. Link to the Industry Standards: <https://nsearchives.nseindia.com/web/sites/default/files/inline-files/Industry%20Standards%20Note%20on%20BRSR%20with%20Annexure.pdf>

2. Details of retirement benefits, for Current FY and Previous Financial Year

Benefits	FY 2024-25			FY 2023-24		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	51.66%	73.88%	Yes	54%	79.28%	Yes
Gratuity	100%	100%	Yes	100%	100%	Yes
ESI	12.12%	78.28%	Yes	17%	79.39%	Yes
Others – please specify	-	-	-	-	-	-

3. Accessibility of workplaces

Are the premises/offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

Yes

If not, whether any steps are being taken by the entity in this regard.

Not Applicable

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016?

Yes

If so, provide a web-link to the policy.

<https://www.kaynes technology.co.in/investors.html>

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent Employees		Permanent Workers	
	Return to work rate	Retention Rate	Return to work rate	Retention Rate
Male	100%	83%	100%	100%
Female	100%	100%	66%	0%
Total	100%	90%	83.33%	100%

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

Category	Yes/No	If Yes, then give details of the mechanism in brief
Permanent Workers	Yes	The Company has established a proactive Works Committee to address employee concerns through open and collaborative discussions. This forum fosters transparency and inclusivity, ensuring employee voices are heard and contributing to effective problem-solving and workforce well-being.
Other than Permanent Workers	Yes	
Permanent Employees	Yes	
Other than Permanent Employees	Yes	

7. Membership of employees and worker in association(s) or Unions recognised by the listed entity.

Category	FY 2024-25			FY 2023-24		
	Total employees/workers in respective category (A)	No. of employees/workers in respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees/workers in respective category (C.)	No. of employees/workers in respective category, who are part of association(s) or Union (D)	% (D/C)
Total Permanent employees	693	0	0%	616	0	0%
Male	519	0	0%	473	0	0%
Female	174	0	0%	143	0	0%

Category	FY 2024-25			FY 2023-24		
	Total employees/workers in respective category (A)	No. of employees/workers in respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees/workers in respective category (C.)	No. of employees/workers in respective category, who are part of association(s) or Union (D)	% (D/C)
Total Permanent Workers	1,271	0	0%	951	0	0%
Male	802	0	0%	680	0	0%
Female	469	0	0%	271	0	0%

8. Details of training given to employees and workers:

Category	FY 2024-25					FY 2023-24				
	Total (A)	On Health and Safety Measures		On Skill Upgradation		Total (D)	On Health and Safety Measures		On Skill Upgradation	
		Number (B)	% (B/A)	Number (C)	% (C/A)		Number (E)	% (E/D)	Number (F)	% (C/D)
Employees										
Male	519	514	99.04%	499	96.15%	550	550	100%	520	94.55%
Female	174	172	98.85%	165	94.83%	197	197	100%	192	97.46%
Total	693	686	98.99%	664	95.82%	747	747	100%	712	95.31%
Workers										
Male	802	784	97.75%	743	92.64%	680	680	100%	595	87.50%
Female	469	426	90.83%	424	90.41%	271	271	100%	245	90.40%
Total	1,271	1,210	95.20%	1,167	91.82%	951	951	100%	866	91.06%

Note - Disclosure is provided for both permanent employees and workers.

9. Details of performance and career development reviews of employees and worker:

Category	FY 2024-25			FY 2023-24		
	Total (A)	No. (B)	% (B / A)	Total (D)	No. (E)	% (E / D)
Employees						
Male	519	519	100%	550	550	100%
Female	174	174	100%	197	197	100%
Total	693	693	100%	747	747	100%
Workers						
Male	802	802	100%	680	0	0%
Female	469	469	100%	271	0	0%
Total	1271	1271	100%	951	0	0%

Note - Disclosure is provided for both permanent employees and workers.

10. Health and safety management system

a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/No)

Yes

If Yes, the Coverage such systems?

100% of the operational locations are covered under the Occupational Health Centre and Value Chain partners are encouraged to implement the same.

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

At Kaynes Technology, Hazard Identification and Risk Assessment (HIRA) are fundamental to our Environmental, Health & Safety (EHS) management system. We systematically identify, evaluate, and control occupational hazards following international best practices and ISO 45001 standards.

Hazard Categorisation:

We classify hazards by type to ensure thorough coverage: physical, chemical, electrical, biological, ergonomic, bio-mechanical, and psychological.

Activity-Based Classification:

Routine Activities: Regular tasks performed by trained personnel with lower risk.

Non-Routine Activities: Infrequent tasks (e.g., maintenance) with higher risk due to unfamiliarity.

Tools and Methods:

Routine Activities: Job Safety Analysis (JSA), safety checklists, daily inspections, and employee feedback.

Non-Routine Activities: Permit-to-Work (PTW), pre-task risk assessments, safety briefings, and method statement reviews.

Hazard evaluations include detection capability and consideration of all affected individuals, including employees, contractors, and visitors.

- c. **Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks? (Yes/No)**

Yes

- d. **Do the employees/worker of the entity have access to non-occupational medical and healthcare services? (Yes/No)** Yes

11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category*	FY 2024-25	FY 2023-24
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0	0
	Workers	0	0
Total recordable work-related injuries	Employees	0	0
	Workers	0	0
No. of fatalities	Employees	0	0
	Workers	0	0
High-consequence work-related injury or ill health (excluding fatalities)	Employees	0	0
	Workers	0	0

*Including in the contract workforce

12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

At Kaynes Technology, creating a safe, healthy, and supportive work environment is central to our ESG commitments. We implement a proactive safety management system that ensures regulatory compliance, continuous monitoring, and ongoing improvements to protect all personnel.

Governance & Monitoring:

Monthly safety audits focus on hazardous material handling, PPE compliance, chemical safety, and documentation. Emergency preparedness includes fully maintained fire safety equipment, clear evacuation plans, and trained response teams. Regular health surveillance and first aid readiness support employee well-being.

Workplace Practices:

Ergonomic workstation reviews and infrastructure safeguards reduce physical risks. Strict housekeeping standards ensure clean, hazard-free facilities with optimal lighting and ventilation.

Inclusive Safety Culture:

Third-party contractors adhere to rigorous safety protocols through permit-to-work systems and PPE enforcement.

Through these measures, Kaynes Technology fosters a resilient safety culture, empowering employees while ensuring compliance and environmental stewardship.

13. Number of Complaints on the following made by employees and workers:

Particulars	FY 2024-25			FY 2023-24		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	0	0	-	0	0	-
Health & Safety	3	0	-	0	0	-

14. Assessment for the year:

Particulars	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100%
Working Conditions	100%

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks/concerns arising from assessments of health & safety practices and working conditions.

Not Applicable

Leadership Indicators**1. Does the entity extend any life insurance or any compensatory package in the event of death of****(A) Employees (Y/N)**

Yes

(B) Workers (Y/N)

Yes

2. Provide the number of employees/workers having suffered high consequence work- related injury/ill-health/fatalities (as reported in Q11 of Essential Indicators above), who have been/are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

Particular	Total no. of affected employees/workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2024-25	FY 2023-24	FY 2024-25	FY 2023-24
Employees	0	0	0	0
Workers	0	0	0	0

3. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/No/NA)

Yes

4. Details on assessment of value chain partners:

Particulars	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	19%
Working Conditions	19%

PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders.

(This principle highlights the importance of stakeholder engagement. Companies should consider the interests and perspectives of all stakeholders, including shareholders, employees, customers, suppliers, and the communities in which they operate. They should also be responsive to stakeholder concerns and feedback.)

Essential Indicators**1. Describe the processes for identifying key stakeholder groups of the entity.**

The process of identifying stakeholders at our Company is guided by factors such as frequency of engagement, their role in business sustainability, industry relevance, and overall impact on the Company. The following stakeholders are recognised as essential for fostering transparency:

1. Shareholders/investors
2. Customers
3. Employees
4. Management
5. Suppliers
6. Government & Regulators
7. Banks/financial institutions
8. Community

By acknowledging these stakeholders, we aim to foster open communication and collaborative relationships, leading to a more responsible and successful business ecosystem.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalised Group	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website, Other- Please Specify)	Frequency of engagement (Annually, Half-yearly, Quarterly, others- Please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Shareholders	No	Email, Website, Letters, meeting and Telephone	Quarterly and on-demand	To provide updates on company performance, discuss strategies, address concerns, and promote transparency ensuring stakeholder involvement and alignment with the Company's direction.
Customers	No	Email, Website, Letters, meeting and Telephone	Ongoing	For customers, the significance lies in assurance of high-quality products and services, competitive pricing, and timely delivery. Additionally, effective communication ensures their needs are clearly understood and promptly addressed.
Employees	No	Email, Website, Letters, meeting, Notice Board, internal chat platform Intranet and Telephone	Ongoing	Engagement with employees focuses on fostering a positive work environment, ensuring job security, prioritising health and safety, providing training, offering clear career paths, and recognising their contributions.
Management	No	Email, Website, Letters, meeting and Telephone	Ongoing	Engagement with management focuses on driving sales growth, improving operational efficiency, and enhancing profitability, return on investment, and overall market value for the organisation.
Suppliers	No	Email, Website, Letters, meeting and Telephone	Ongoing	Engagement with suppliers aims to discuss payment terms, expand purchase scope and volume, establish long-term contracts, and share information on future needs, fostering a strong and mutually beneficial partnership.
Government & Regulators	No	Email, Website, Letters, meeting and Telephone	Ongoing	Engagement with government and regulatory bodies ensures timely submission of required information and documentation in accordance with prescribed deadlines. This fosters compliance and transparency, supporting a positive and cooperative relationship with authorities.

Stakeholder Group	Whether identified as Vulnerable & Marginalised Group	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website, Other- Please Specify)	Frequency of engagement (Annually, Half-yearly, Quarterly, others- Please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Banks, Lenders	No	Email, Website, Letters, meeting and Telephone	Ongoing	The importance of communicating with banks and lenders lies in effectively addressing funding requirements and highlighting the organisation's strong financial performance. This transparent dialogue builds trust and reinforces confidence in the Company's ability to fulfill its financial commitments.
Community	No	Email, Website, Letters, meeting and Telephone	As per regulatory time frame	Communicating with the community is essential for promoting environmental protection, ethical conduct, business growth, and contributing taxes that support local infrastructure and public services. This collaboration fosters a sustainable, mutually beneficial relationship between the organisation and the broader community, reinforcing shared progress and long-term value.

PRINCIPLE 5 Businesses should respect and promote human rights.

(This principle focuses on the importance of human rights. Companies should respect and promote human rights, including the rights to freedom of expression, association, and privacy. They should also prevent and address human rights violations in their operations and value chains.)

Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format

Benefits	FY 2024-25			FY 2023-24		
	Total (A)	No. of employees/workers covered (B)	% (B/A)	Total (C)	No. of employees/workers covered (D)	% (D/C)
Employees						
Permanent	693	693	100%	616	616	100%
Other than permanent	174	174	100%	131	131	100%
Total Employees	867	867	100%	747	747	100%
Workers						
Permanent	1,271	1,271	100%	951	951	100%
Other than permanent	1,713	1,713	100%	1,643	1,643	100%
Total Workers	2,984	2,984	100%	2,594	2,594	100%

2. Details of minimum wages paid to employees and workers

Category	FY 2024-25					FY 2023-24				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Permanent										
Male	519	10	1.93%	509	98.07%	473	20	4.23%	453	95.77%
Female	174	7	4.02%	167	95.98%	143	6	4.19%	137	95.80%
Total	693	17	2.45%	676	97.55%	616	26	4.22%	590	95.78%
Other than Permanent										
Male	93	11	11.83%	82	88.17%	77	12	15.58%	65	84.42%
Female	81	7	8.64%	74	91.36%	54	10	18.52%	44	81.485
Total	174	18	10.34%	156	89.66%	131	22	16.80%	109	83.20%
Workers										
Permanent										
Male	802	348	43.39%	454	56.61%	680	296	43.53%	384	50.47%
Female	469	328	69.94%	141	30.06%	271	170	62.73%	101	37.27%
Total	1,271	676	53.19%	595	46.81%	951	466	49%	485	51%
Other than Permanent										
Male	1,110	1,063	95.77%	47	4.23%	1,086	864	79.55%	222	20.44%
Female	603	593	98.34%	10	1.66%	557	529	46.50%	298	53.50%
Total	1,713	1,656	96.67%	57	3.33%	1,643	1,123	68.35%	520	31.65%

3. Details of remuneration/salary/wages

a. Median remuneration/wages:

Particular	Male		Female	
	Number	Median remuneration/salary/wages of respective category	Number	Median remuneration/salary/wages of respective category
Board of Directors (BOD)	6	13,800,000	2	18,000,000
Key Managerial Personnel	4	9,600,000	1	18,000,000
Employees other than BOD and KMP	515*	456,000	173*	360,000
Workers	802	214,176	469	199,080

Note:

- The remuneration of the Board of Directors (BOD) includes the remuneration paid to Executive Directors but excludes commission and/or sitting fees paid to directors. Non-Executive and Independent Directors are excluded, as they do not receive any remuneration.
- Key Managerial Personnel (KMP) includes Executive Directors.
- *The count of 5 Independent Directors are not included in the Board of Directors.

b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

Particulars	FY 2024-25	FY 2023-24
Gross wages paid to females as % of total wages	24.79%	31.70%

4. Do you have a focal point (Individual/Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? Yes

The Company has established four key committees—Works Committee, Social Performance Committee, Safety Committee, and Canteen Committee. Each focused on addressing human rights impacts and issues arising from business operations. These committees play a crucial role in upholding ethical practices and ensuring the well-being and rights of all individuals associated with the organisation.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

The Works Committee plays a vital role in addressing grievances related to human rights and protecting the interests of internal stakeholders. In addition, a dedicated Grievance Committee is in place to ensure timely resolution of employee concerns, reinforcing the Company's commitment to a fair and responsive workplace.

6. Number of Complaints on the following made by employees and workers:

Particulars	FY 2024-25			FY 2023-24		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	0	0	-	0	0	-
Discrimination at workplace	0	0	-	0	0	-
Child Labour	0	0	-	0	0	-
Forced Labour/Involuntary Labour	0	0	-	0	0	-
Wages	0	0	-	0	0	-
Other human rights related issues	0	0	-	0	0	-

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

Particulars	FY 2024-25	FY 2023-24
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	0	0
Complaints on POSH as a % of female employees/workers	0%	0%
Complaints on POSH upheld	0	0

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

The Company has implemented the POSH (Prevention of Sexual Harassment) Act, 2013, providing employees and workers a formal mechanism to report harassment or discrimination. This initiative fosters a safe, respectful, and inclusive workplace. It also ensures protection for complainants against any retaliation, reinforcing the organisation's commitment to dignity, fairness, and zero tolerance for misconduct.

9. Do human rights requirements form part of your business agreements and contracts? (Yes/No/NA)

Yes

10. Assessments for the year.

Name of the Assessment	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100%
Forced/involuntary labour	100%
Sexual harassment	100%
Discrimination at workplace	100%
Wages	100%

11. Provide details of any corrective actions taken or underway to address significant risks/concerns arising from the assessments at Question 10 above.

There were no cases where corrective action was required to be taken.

Leadership Indicators

1. Details of a business process being modified/introduced as a result of addressing human rights grievances/complaints.
No
2. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016? (Yes/No)
No
3. Details on assessment of value chain partners:

Name of the Assessment	% of value chain partners (by value of business done with such partners) that were assessed
Sexual harassment	19%
Discrimination at workplace	19%
Child Labour	19%
Forced Labour/Involuntary Labour	19%
Wages	19%

PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment.

(This principle emphasises the importance of environmental stewardship. Companies should minimise their impact on the environment, conserve natural resources, and promote environmental sustainability. They should also take steps to restore and rehabilitate degraded ecosystems.)

Essential Indicators

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	FY 2024-25 (in Giga Joules)	FY 2023-24 (in Giga Joules)
From renewable sources		
Total electricity consumption (A)	4,546.90	-
Total fuel consumption (B)	-	-
Energy consumption through other sources (C.)	-	-
Total energy consumed from renewable sources (A+B+C)	-	-
From non-renewable sources		
Total electricity consumption (D)	28,734.56	15,793.20
Total fuel consumption (E)	7,390.19	8,477.41
Energy consumption through other sources (F)	-	-
Total energy consumed from non-renewable sources (D+E+F)	-	-
Total energy consumed (A+B+C+D+E+F)	40,671.65	24,270.61
Energy intensity per rupee of turnover	0.0000021234	0.0000019052
[Total energy consumed (in GJ)/Revenue from operations (in rupees)]		
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)	0.0000438685	0.0000393607
[Total energy consumed (in GJ)/Revenue from operations in rupees adjusted for PPP]		
Energy intensity in terms of physical output	10.5613221306	7.2644747082
[Total energy consumed (in GJ)/Full Time Equivalent (FTE)]		
Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency?	Yes	
If yes, name of the external agency.	Vinay & Keshava LLP	

Note:

1. Energy consumption has been calculated using spend-based method for locations where electricity units and fuel consumption were not monitored. This estimation aligns with the Industry Standards circular.
2. The revenue from operations has been adjusted for Purchasing Power Parity (PPP) using the latest PPP conversion factor of 20.66, as published by the International Monetary Fund (IMF) for India for the financial years 2024-25 and 2023-24.
3. As per the Industry Standards Forum, Full-Time Equivalent (FTE) has been considered as the input measure for physical output for both FYs.

2. Does the entity have any sites/facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Yes/No)

No

If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

Not Applicable

3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY 2024-25	FY 2023-24
Water withdrawal by source (in kilolitres)		
(i) Surface water	0	0
(ii) Groundwater	34,078.24	27,245
(iii) Third party water	43,999.11	37,050
(iv) Seawater/desalinated water	0	0
(v) Others	0	0
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	78,077.35	64,295
Total volume of water consumption (in kilolitres)	78,077.35	64,295
Water intensity per rupee of turnover [Total water consumption (in KL)/Revenue from operations (in rupees)]	0.0000040762	0.0000050469
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) [Total water consumption (in KL)/Revenue from operations in rupees adjusted for PPP]	0.0000842144	0.0001042699
Water intensity in terms of physical output [Total water consumption (in KL)/Full Time Equivalent (FTE)]	20.2745650480	19.2442382520
Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Yes/No)		Yes
If yes, name of the external agency.	Vinay & Keshava LLP	

Note:

- The Ground water is based on the meter logs, and the third-party water is based on the financial records..
- The water consumption for FY 2023-24 has been restated due to revision of the methodology.
- The revenue from operations has been adjusted for Purchasing Power Parity (PPP) using the latest PPP conversion factor of 20.66, as published by the International Monetary Fund (IMF) for India for the financial years 2024-25 and 2023-24.
- As per the Industry Standards Forum, Full-Time Equivalent (FTE) has been considered as the input measure for physical output for both FYs.

4. Provide the following details related to water discharged:

Parameter	FY 2024-25	FY 2023-24
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water		
No treatment	-	-
With treatment – please specify level of treatment	-	-
(ii) To Groundwater		
No treatment	-	-
With treatment – please specify level of treatment	-	-
(iii) To Seawater		
No treatment	-	-
With treatment – please specify level of treatment	-	-
(iv) Sent to third-parties		
No treatment	-	-
With treatment – please specify level of treatment	-	-

Parameter	FY 2024-25	FY 2023-24
(v) Others		
No treatment	-	-
With treatment – please specify level of treatment	-	-
Total water discharged (in kilolitres)	0	0
Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N)	Yes	
If yes, name of the external agency.	Vinay & Keshava LLP	

Note: All operations are carried out on a Zero-Liquid Discharge (ZLD) basis.

5. Has the entity implemented a mechanism for Zero Liquid Discharge?

Yes

If yes, provide details of its coverage and implementation.

Kaynes Technology Private Limited has adopted a comprehensive Zero Liquid Discharge (ZLD) strategy across all major operational sites, aligned with its EHS policy. The approach is built on three key pillars:

- **Water Use Efficiency** Advanced water-saving technologies and process optimisation reduce overall consumption.
- **Cascaded Water Use** Water from processes like cooling is reused for secondary purposes (e.g., floor cleaning, dust suppression) before treatment.
- **Recycling & Reuse** Treated wastewater is recycled for landscaping and toilet flushing, reducing dependence on freshwater sources.
- ZLD implementation is supported by a centralised IIoT system for real-time monitoring and plant optimisation. The initiative has led to reduced freshwater intake, elimination of untreated discharge, and enhanced regulatory compliance.

6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	FY 2024-25	FY 2023-24
NOx	Mg/Nm ³	131.07	8.93
SOx	Mg/Nm ³	18.46	3.97
Particulate matter (PM)	Mg/Nm ³	37.79	61.66
Persistent organic pollutants (POP)	-	-	-
Volatile organic compounds (VOC)	-	-	-
Hazardous air pollutants (HAP)	-	-	-
Non-Methane Hydrocarbon (NMHC)	Mg/Nm ³	96.99	-
CO	Mg/Nm ³	139.39	-

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N)

No

If yes, name of the external agency.

NA

Note: For FY 2023–24, SOx and NOx emissions have been calculated in parts per Mn by volume.

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 2024-25	FY 2023-24
Total Scope 1 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	527.75	659.61
Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	5,802.78	3,141.09
Total Scope 1 and Scope 2 emissions per rupee of turnover [Total Scope 1 and Scope 2 GHG emissions (in MTCO ₂ e)/Revenue from operations (in rupees)]		0.0000003305	0.0000002983

Parameter	Unit	FY 2024-25	FY 2023-24
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) [Total Scope 1 and Scope 2 GHG emissions (in MTCO ₂ e)/Revenue from operations in rupees adjusted for PPP]		0.0000068281	0.0000061638
Total Scope 1 and Scope 2 emission intensity in terms of physical output [Total Scope 1 and Scope 2 GHG emissions (in MTCO ₂ e)/Full Time Equivalent (FTE)]		1.6438680376	1.1375935349
Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N)			Yes
If yes, name of the external agency.	Vinay & Keshava LLP		

Note:

- Source of emission factors used - EPA's GHG Emission Factors Hub, CEA's CDM - CO₂ Baseline Database User Guide Version 20 has been used for the purpose of GHG Emissions calculations.
- Refill gas consumption is excluded from Scope 1 calculations due to active Annual Maintenance Contracts (AMC) with vendors.
- The revenue from operations has been adjusted for Purchasing Power Parity (PPP) using the latest PPP conversion factor of 20.66, as published by the International Monetary Fund (IMF) for India for the financial years 2024-25 and 2023-24.
- As per the Industry Standards Forum, Full-Time Equivalent (FTE) has been considered as the input measure for physical output for both FYs.

8. Does the entity have any project related to reducing Green House Gas emission? (Yes/No)

Yes

If Yes, then provide details.

Kaynes Technology Private Limited has implemented a structured four-pillar strategy to reduce both direct and indirect GHG emissions:

Green Energy Sourcing: In-house solar power plants supply renewable energy, supplemented by green energy procurement. Plans are in place to further increase the green energy share.

Energy Consumption Reduction: Regular energy audits, energy-efficient infrastructure, and continuous optimisation help minimise energy use.

Alternative Energy Adoption: Transition to cleaner fuels like CNG and increased use of electric/CNG vehicles are reducing fossil fuel dependence.

Value Chain Engagement: Suppliers are trained and guided on emission reduction, with sustainability clauses included in agreements.

9. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2024-25	FY 2023-24
Total Waste generated (in metric tonnes)		
Plastic waste (A)	78.07	166.31
E-waste (B)	12.32	12.93
Bio-medical waste (C)	0.94	0.0083
Construction and demolition waste (D)	-	-
Battery waste (E)	-	-
Radioactive waste (F)	-	-
Other Hazardous waste (G)	3.07	4.09
Other Non-hazardous waste generated (H)	208.38	202.92
Total (A+B + C + D + E + F + G + H)	302.78	386.26
Waste intensity per rupee of turnover [Total waste generated (in MT) / Revenue from operations (in rupees)]	0.0000000158	0.0000000303

Parameter	FY 2024-25	FY 2023-24
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) Total waste generated (in MT) / Revenue from operations in rupees adjusted for PPP	0.0000003266	0.0000006264
Waste intensity in terms of physical output Total waste generated (in MT) / Full Time Equivalent (FTE)]	0.0786237341	0.1156120922

For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)

Category of waste	FY 2024-25	FY 2023-24
(i) Recycled	0	0
(ii) Re-used	0	0
(iii) Other recovery operations	12.32	0
Total	12.32	0

For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)

Category of waste	FY 2024-25	FY 2023-24
(i) Incineration	0	0
(ii) Landfilling	0	0
(iii) Other disposal operations	290.46	386.26
Total	290.46	386.26

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) Yes

If yes, name of the external agency. Vinay & Keshava LLP

Note:

- During the FY 24-25, no construction & demolition, battery waste and radio-active waste has been generated or disposed.
- The revenue from operations has been adjusted for Purchasing Power Parity (PPP) using the latest PPP conversion factor of 20.66, as published by the International Monetary Fund (IMF) for India for the financial years 2024–25 and 2023–24.
- As per the Industry Standards Forum, Full-Time Equivalent (FTE) has been considered as the input measure for physical output for both FYs.

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

Kaynes Technology follows a structured approach to waste management, prioritising environmental responsibility and regulatory compliance.

Waste Management Practices:

- Segregation at Source** Waste is categorised as recyclable, non-recyclable, hazardous, or non-hazardous at the point of generation.
- 3R Strategy** Focus on reducing waste, reusing materials, and maximising recycling.
- Safe Disposal** Authorised vendors handle hazardous and non-recyclable waste.
- Employee Training** Regular sessions on waste handling and safe disposal.
- Monitoring & Review** Continuous tracking and assessment to improve waste management efficiency.

Reducing Hazardous Chemical Use

- Substitution & Minimisation** Replacing hazardous substances with safer alternatives.
- Process Optimisation** Regular reviews to limit hazardous chemical use.
- Supplier Engagement** Encouraging safer material sourcing.
- Inventory Control** Managing stock to avoid excess and waste.

Hazardous Waste Management

- **Dedicated Storage** Secure, labeled storage areas.
- **Authorised Disposal** Handled by certified disposal facilities.
- **Compliance & Documentation** Detailed records ensure traceability.
- **Emergency Preparedness** Infrastructure, drills, and training in place for spill management

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals/clearances are required, please specify details in the following format:

Sr. No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval/clearance are being complied with? (Y/N)	If no, the reasons thereof and corrective action taken, if any
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The entity does not have any operations located in ecologically sensitive or protected areas as defined by applicable environmental regulations.

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	Relevant Web link
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No projects requiring environmental impact assessments were undertaken by the entity during the current financial year, as per applicable laws.

13. Is the entity compliant with the applicable environmental law/regulations/guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N/NA).

Yes

If not, provide details of all such non-compliances, in the following format:

Specify the law/regulation/guidelines which was not complied with	Provide details of the non-compliance	Any fines/penalties/action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
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There have no instances of non-compliance with applicable laws, regulations or guidelines during the reporting period.

Leadership Indicators

4. Does the entity have a business continuity and disaster management plan? (Yes/No): Yes

Give details in 100 words/web link.

Kaynes Technology has a comprehensive business continuity and disaster management plan to ensure operational resilience and safeguard stakeholders. Its risk management framework proactively identifies, assesses, and mitigates material risks, including potential disruptions. A dedicated committee oversees execution, supported by strong internal controls and real-time system monitoring. Employees are regularly trained in emergency preparedness, crisis management, and safety protocols to ensure organisational readiness. The Company's multi-location manufacturing setup strengthens business continuity, enabling quick recovery and minimal operational downtime during disruptions. This proactive and structured approach ensures uninterrupted operations, enhances stakeholder confidence, and supports full compliance with applicable regulatory and industry standards.

PRINCIPLE 7 Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.

(This principle highlights the importance of responsible advocacy. Companies should engage in policy advocacy in a responsible and transparent manner, and avoid engaging in activities that could undermine the public interest or the democratic process.)

Essential Indicators

1. a. Number of affiliations with trade and industry chambers/associations.
10
- b. List the top 10 trade and industry chambers/associations (determined based on the total members of such body) the entity is a member of/affiliated to.

Sr. No.	Name of the trade and industry chambers/associations	Reach of trade and industry chambers/associations (State/National/International)
1	ELCINA	National
2	IPC (Institute of Printed Circuits)	National
3	Indo German chamber of commerce	National
4	MAIT (Manufacturer association of information technology)	National
5	India electronics and semi-conductor association (IESA)	National
6	CII Mysuru under Southern Region	State
7	TIE Mysuru Chapter	State
8	Lahari Mysuru ESDM cluster	State
9	Industry Model Town	State
10	Parwano Industry Association (PIA)	State

2. Provide details of corrective action taken or underway on any issues related to anti- competitive conduct by the entity, based on adverse orders from regulatory authorities.

Name of authority	Brief of the case	Corrective action taken
Not Applicable		

Leadership Indicators

1. Details of public policy positions advocated by the entity:

Sr. No.	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of Review by Board (Annually/ Half Yearly/ Quarterly/ Others- Please specify)	Web Link, if available
1.	ERSO Regulations for India Advanced Electronics Test Facility under ESDM Cluster. Common Facility Centre concept was brought in Mysuru for Electronics Systems Design Manufacturing companies (ESDM) located in Mysuru for quicker reliability tests and time to market. This was mooted along with IESA by Kaynes Technology and now is a model Reliability Lab named LAHIRI with funds from Central Govt, State Govt contributing majorly in association with EMS & Electronic design companies of Mysuru.	Under Leadership of IESA & Kaynes through E&Y	Yes	Not Applicable	http://www.lahiriaetf.com/

PRINCIPLE 8 Businesses should promote inclusive growth and equitable development.

(This principle emphasises the importance of promoting inclusive and equitable economic development. Companies should create economic opportunities for all, including disadvantaged and marginalised groups. They should also contribute to the development of local communities and support social and economic empowerment.)

Essential Indicators

1. **Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year**

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	Relevant Web link
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There were no Social Impact Assessments (SIA) of projects undertaken by the entity in the current financial year

2. **Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:**

Sr. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In ₹)
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No Rehabilitation and Resettlement (R&R) projects have been undertaken by the organisation

3. **Describe the mechanisms to receive and redress grievances of the community.**

To uphold the rights of our stakeholders, we have implemented a whistle blower policy that offers a mechanism and contact details for addressing any complaints. This policy ensures that concerns are taken seriously and resolved appropriately. The policy, along with its details, is readily available on the Company's website, ensuring transparency and accessibility for all stakeholders.

4. **Percentage of input material (inputs to total inputs by value) sourced from suppliers:**

Particular	FY 2024-25	FY 2023-24
Directly sourced from MSMEs/small producers	7.45%	3.70%
Directly from within India	43.80%	32.10%

5. **Percentage of input material (inputs to total inputs by value) sourced from suppliers:**

Particular	FY 2024-25*	FY 2023-24
Rural	1%	2%
Semi-urban	18%	16%
Urban	62%	64%
Metropolitan	18%	18%

(Place to be categorised as per RBI Classification System - rural/semi-urban/urban/metropolitan)

Note: The previous year's disclosure has been restated to reflect an enhanced understanding of the RBI classification system.

Leadership Indicators

3. a) **Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalised/vulnerable groups? (Yes/No/NA)**
No
- b) **From which marginalised/vulnerable groups do you procure?**
Not Applicable
- c) **What percentage of total procurement (by value) does it constitute?**
Not Applicable

PRINCIPLE 9 Businesses should engage with and provide value to their consumers in a responsible manner.

(This principle highlights the importance of responsible consumer engagement. Companies should provide safe, high-quality products and services, and ensure that they are marketed and sold ethically and responsibly. They should also be transparent about their products and services and provide consumers with the information they need to make informed choices.)

Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

The Quality Department is responsible for handling customer complaints, managing them through both email and phone communications. Kaynes follows a structured customer complaint handling procedure, adhering to the specified response timelines. For complaint investigation, analysis, root cause identification, and corrective action, Kaynes implements the 8D approach as outlined in procedure QP QAM 08.

- 1) Initial response within 24 hours
- 2) Containment action within 24 hours
- 3) Customer corner display in shop floor and awareness within 24 hours
- 4) 3D report to customer within 3 days
- 5) 5D report with fishbone, why-why analysis and action plan within 7 days
- 6) Final 8D report to customer within 7 days of action implementation

2. Turnover of products and/services as a percentage of turnover from all products/service that carry information about

Particular	As a percentage to total turnover
Environmental and social parameters relevant to the product	Nil
Safe and responsible usage	Nil
Recycling and/or safe disposal	All scrap sales returns are responsibly managed, with 100% being provided to authorised scrap dealers as per EPR compliance requirements.

3. Number of consumer complaints in respect of the following:

Particular	FY 2024-25		Remark	FY 2023-24		Remark
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	0	0	-	0	0	-
Advertising	0	0	-	0	0	-
Cyber-security	0	0	-	0	0	-
Delivery of essential services	0	0	-	0	0	-
Restrictive Trade Practices	0	0	-	0	0	-
Unfair Trade Practices	0	0	-	0	0	-
Other	0	0	-	0	0	-

4. Details of instances of product recalls on account of safety issues:

Particular	Number	Reason for recall
Voluntary recalls	0	Not Applicable
Forced recalls	0	Not Applicable

5. Does the entity have a framework/policy on cyber security and risks related to data privacy? (Yes/No)

Yes

If available, provide a web link of the policy

Yes, Kaynes has a comprehensive IT policy along with Standard Operating Procedures (SOPs) that specifically address authorisation and reporting mechanisms.

<https://www.kaynestechnology.co.in/investors.html>



6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty/action taken by regulatory authorities on safety of products/services.

Not Applicable

7. Provide the following information relating to data breaches

- a. Number of instances of data breaches along-with impact

0

- b. Percentage of data breaches involving personally identifiable information of customers

0%

- c. Impact, if any, of the data breaches

Not Applicable

Note: There were no data breaches during the year.

INDEPENDENT PRACTITIONER'S REASONABLE ASSURANCE REPORT ON IDENTIFIED SUSTAINABILITY INFORMATION IN KAYNES TECHNOLOGY INDIA LIMITED BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025.

To the Board of Directors of Kaynes Technology India Limited,

1. We have undertaken to perform Reasonable Assurance engagement, for Kaynes Technology India Limited (hereinafter referred to as "the Company") vide our engagement letter dated May 07, 2025 in respect of the agreed Sustainability Information listed below (the "Identified Sustainability Information" or "BRSR Core indicators") in accordance with the Criteria stated in paragraph 3 below. This Sustainability Information is included in the Business Responsibility and Sustainability Report ("BRSR") of the Company for the financial year ended March 31, 2025.

This engagement was conducted by our multidisciplinary team including assurance practitioners, environmental engineers and specialists.

2. Identified Sustainability Information

Our scope of Reasonable Assurance consists of the BRSR Core indicators listed in the Appendix I to our report. The reporting boundary of the BRSR is as disclosed in Question 13 of Section A: General Disclosures of the BRSR with exceptions disclosed by way of note under respective questions of the BRSR, where applicable.

Our Reasonable Assurance engagement was with respect to the year ended March 31, 2025 information only and we have not performed any procedures with respect to earlier periods, and any elements thereto, and, therefore, do not express any opinion thereon.

3. Criteria

The Criteria used by the Company to prepare the Identified Sustainability Information is as under:

The criteria used is the "BRSR Core", which is a subset of the BRSR, consisting of a set of Key Performance Indicators ("KPIs")/ metrics under nine Environmental, Social and Governance ("ESG") attributes, as per the format of BRSR Core specified in Annexure 17A, read with the format of BRSR and the Guidance Note given in Annexure 16 and 17, respectively, of the SEBI Master Circular for 'compliance with the provisions of the SEBI LODR Regulations, 2025 by Listed Entities' dated November 11, 2024, and the SEBI Circular on the 'Industry Standards on Reporting of BRSR Core' dated December 20, 2024 (collectively referred to as the "SEBI Circulars").

4. Management Responsibilities

The Company's management is responsible for selecting or establishing suitable criteria for preparing the Identified Sustainability Information including the reporting boundary of the BRSR, disclosing environmental information basis operational control approach, taking into account applicable laws and regulations including the SEBI circulars, related to reporting on the Identified Sustainability Information, identification of key aspects, engagement with stakeholders, content, preparation and presentation of the Identified Sustainability Information in accordance with the Criteria. This responsibility includes design, implementation and maintenance of internal controls relevant to the preparation of the BRSR and the measurement of Identified Sustainability Information, which is free from material misstatement, whether due to fraud or error.

The Management and the Board of Directors of the Company are also responsible for overseeing the Company's compliance with the requirements of LODR Regulations and the SEBI Circular in relation to the BRSR Core.

5. Inherent limitations

The absence of a significant body of established practice on which to draw to evaluate and measure non- financial information allows for different, but acceptable, measures and measurement techniques and can affect comparability between companies.

Measurement of certain amounts and BRSR Core metrics, some of which are estimates, is subject to inherent measurement uncertainty, for example, GHG emissions, water footprint, energy footprint and waste. Obtaining sufficient appropriate evidence to support our opinion does not reduce the uncertainty in the amounts and metrics.

6. Our Independence and Quality Control

We have maintained our independence and confirm that we have met the requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India (the "ICAI") and the SEBI Circular No. SEBI/HO/CFD/CFD-SEC-2/P/CIR/2023/122 dated July 12, 2023, and its clarifications thereto and have the required competencies and experience to conduct this assurance engagement.



We apply Standard on Quality Control (the “SQC”) 1, “Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements”, and accordingly maintain a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards, and applicable legal and regulatory requirements.

7. Our Responsibility

Our responsibility is to express a Reasonable Assurance opinion on the Identified Sustainability Information listed in Appendix I based on the procedures we have performed and evidence we have obtained.

We conducted our engagement in accordance with the Standard on Sustainability Assurance Engagements (SSAE) 3000, “Assurance Engagements on Sustainability Information”, and Standard on Assurance Engagements (SAE) 3410 “Assurance Engagements on Greenhouse Gas Statements” (together the “Standards”), both issued by the Sustainability Reporting Standards Board (the “SRSB”) of the ICAI.

These Standards require that we plan and perform our engagement to obtain Reasonable Assurance about whether the Identified Sustainability Information listed in Appendix I and included in the Report are prepared, in all material respects, in accordance with the Criteria.

As part of Reasonable Assurance engagement in accordance with the Standards, we exercise professional judgment and maintain professional scepticism throughout the engagement.

8. Reasonable Assurance

A Reasonable Assurance engagement involves identifying and assessing the risks of material misstatement of the Identified Sustainability Information whether due to fraud or error, responding to the assessed risks as necessary in the circumstances.

The procedures we performed were based on our professional judgment and included inquiries, observation of processes performed, inspection of documents, evaluating the appropriateness of quantification methods and reporting policies and agreeing or reconciling with underlying records.

Given the circumstances of the engagement, in performing the procedures listed above, we:

- Obtained an understanding of the Identified Sustainability Information and related disclosures.

- Obtained an understanding of the assessment criteria and their suitability for the evaluation and/or measurements of the Identified Sustainability Information.
- Made inquiries of Company’s management, including secretarial team, finance team, human resource team amongst others and those with the responsibility for preparation of the BRSR.
- Obtained an understanding and performed an evaluation of the design of the key systems, processes and controls for recording, processing and reporting on the Identified Sustainability Information at the corporate office and at other locations/offices on a sample basis under the reporting boundary. This included evaluating the design of those controls relevant to the engagement and determining whether they have been implemented by performing procedures in addition to inquiry of the personnel responsible for the Identified Sustainability Information.
- Based on the above understanding and the risks that the Identified Sustainability Information may be materially misstated, determined the nature, timing and extent of further procedures.
- Where applicable, for the Identified Sustainability Information in the BRSR, we have relied on the information in the audited standalone financial statements of the Company for the year ended March 31, 2025 and the underlying trial balance.
- Evaluated the reasonableness and appropriateness of significant estimates and judgements made by the management in the preparation of the Identified Sustainability Information.
- Tested the Company’s process for collating the sustainability information through agreeing or reconciling the Identified Sustainability Information with the underlying records on a sample basis.
- Tested the consolidation working of the corporate office and other locations/offices on a sample basis under the reporting boundary for ensuring the completeness of data being reported; and
- Obtained representations from the Company’s management.

We also performed such other procedures as we considered necessary in the circumstances.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our reasonable assurance opinion.

9. Exclusions

Our assurance scope excludes the following and therefore we do not express an opinion on:

- Operations of the Company other than the Identified Sustainability Information in Appendix I;
- Aspects of the BRSR and the data/information (qualitative or quantitative) included in the BRSR other than the Identified Sustainability Information; and Data and information outside the defined reporting period i.e., April 1, 2024 – March 31, 2025;
- The statements that describe expression of opinion, belief, aspiration, expectation, aim, or future intentions provided by the Company.

10. Other information

The Company's management is responsible for the other information. The other information comprises the information included within the BRSR other than Identified Sustainability Information and our independent assurance report dated July 30, 2025 thereon.

Our opinion on the Identified Sustainability Information does not cover the other information and we do not express any form of assurance thereon.

In connection with our assurance engagement of the Identified Sustainability Information, our responsibility is to read the other information and, in doing so, consider whether the other information is materially

inconsistent with the Identified Sustainability Information or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

11. Reasonable Assurance Opinion

Based on the procedures we have performed and the evidence we have obtained, the Company's Identified Sustainability Information listed in Appendix I for the year ended March 31, 2025 (as stated under "Identified Sustainability Information") are prepared in all material respects, in accordance with the criteria (as stated under "Criteria").

12. Restriction on use

Our Reasonable Assurance report has been prepared and addressed to the Board of Directors of the Company at the request of the Company solely, to assist the Company in reporting on Company's sustainability performance and activities.

Accordingly, we accept no liability to anyone, other than the Company. Our Reasonable Assurance report should not be used for any other purpose or by any person other than the addressees of our report. We neither accept nor assume any duty of care or liability for any other purpose or to any other party to whom our report is shown or into whose hands it may come without our prior consent in writing.

For Vinay and Keshava LLP

Chartered Accountants,
Firm Reg No.: 005586S/S-200008

CA Prasanna K S

Partner

Membership No: 232959
UDIN: 25232959BMNTCU6107

Place: Bengaluru

Date: July 30, 2025

Encl: Appendix I



Appendix I

Identified Sustainability Information subject to Reasonable Assurance

Sr. No.	Principle / Indicator Reference	Attribute	Parameters (KPIs) Assured
Section C: Principle [P] Wise Performance Disclosures- Essential Indicators [E]			
1	Principle 6 – E7	Green-house gas (GHG) footprint	<ol style="list-style-type: none"> Total Scope 1 emissions (Break-up of the GHG into CO₂, CH₄, N₂O, HFCs, PFCs, SF₆, NF₃, if available) Total Scope 2 emissions (Break-up of the GHG (CO₂e) into CO₂, CH₄, N₂O, HFCs, PFCs, SF₆, NF₃, if available) GHG Emission Intensity (Scope 1 +2) <ol style="list-style-type: none"> Total Scope 1 and Scope 2 emissions (MT) / Total Revenue from Operations adjusted for Purchasing Power Parity (PPP) Total Scope 1 and Scope 2 emissions (MT) / Total Output of Product or Services
2	Principle 6 – E3 Principle 6 – E4	Water footprint	<ol style="list-style-type: none"> Total water consumption Water consumption intensity <ol style="list-style-type: none"> Water Intensity per rupee of turnover adjusted for PPP Water Intensity in terms of physical output Water Discharge by destination and levels of treatment
3	Principle 6 – E1	Energy Footprint	<ol style="list-style-type: none"> Total Energy Consumed % of energy consumed from renewable sources Energy intensity <ol style="list-style-type: none"> Energy Intensity per rupee of turnover adjusted for PPP Energy Intensity in terms of physical output
4	Principle 6 – E9	Embracing circularity details related to waste management by the entity	<ol style="list-style-type: none"> Plastic waste (A) E-waste (B) Bio-medical waste (C) Construction and demolition waste (D) Battery waste (E) Radioactive waste (F) Other Hazardous waste (G) Other Non-hazardous waste generated (H) Total waste generated (A+B + C + D + E + F + G + H) Waste intensity <ol style="list-style-type: none"> Waste Intensity per rupee of turnover adjusted for PPP Waste Intensity in terms of physical output For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations For each category of waste generated, total waste disposed by nature of disposal method
5	Principle 3 – E1 (c) Principle 3 – E11	Enhancing employees wellbeing and Safety	<ol style="list-style-type: none"> Spending on measures towards well-being of employees and workers- cost incurred as a % of total revenue of the company. Details of safety related incidents for employees and workers (including contract-workforce) <ol style="list-style-type: none"> Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked) No. of fatalities

6	Principle 5 – E3 (b) Principle 5 – E7	Enabling Gender Diversity in Business	1. Gross wages paid to females as a % of wages paid 2. Complaints on POSH a) Total Complaints on Sexual Harassment (POSH) reported. b) Complaints on POSH as a % of female employees / workers c) Complaints on POSH upheld
7	Principle 8 – E4 Principle 8 – E5	Enabling Inclusive Development	1. Input material sourced from following sources as % of total purchases –Directly sourced from MSMEs/ small producers and from within India. 2. Job creation in smaller towns- wages paid to people employed in smaller towns (permanent or non-permanent/on contract) as % of total wage cost
8	Principle 9 – E7 Principle 1 – E8	Fairness in Engaging with Customers and Suppliers	1. Instances involving loss/ breach of data of customers as a percentage of total data breaches or cyber security events. 2. Number of days of accounts payable
9	Principle 1 – E9	Open-ness of Business	1. Concentration of purchases & sales done with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties a) Purchases from trading houses as % of total purchases b) Number of trading houses where purchases are made from c) Purchases from top 10 trading houses as % of total purchases from trading houses d) Sales to dealers / distributors as % of total sales e) Number of dealers / distributors to whom sales are made f) Sales to top 10 dealers / distributors as % of total sales to dealers / distributors 2. Share of RPTs (as respective %age) in a) Purchases b) Sales c) Loans & advances d) Investments



Independent Auditor's Report

To the Members of

Kaynes Technology India Limited

Report on the Audit of the Standalone Financial Statements

OPINION

We have audited the Standalone Ind AS financial statements of **Kaynes Technology India Limited** ("the Company"), which comprise the Standalone Balance Sheet as at March 31, 2025, the Standalone Statement of Profit and Loss (including other comprehensive income), Standalone statement of changes in equity and the Standalone Statement of Cash Flows for the year then ended, and Notes to the Standalone Ind AS Financial Statements, including a Summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the companies (Indian Accounting Standards) Rules, 2015 as amended, ("Ind AS") and other accounting principles generally accepted in India, of the Standalone state of affairs of the Company as at March 31, 2025, its profit and the total comprehensive income, the cash flows and the changes in equity for the year ended on that date.

BASIS FOR OPINION

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) as specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there-under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the standalone Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	Auditor's Response
Revenue Recognition: Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements because it typically controls the goods or services before transferring them to the customer. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the company as part of the contract. This variable consideration is estimated based on the expected value of outflow. Revenue (net of variable consideration) is recognised only to the extent that it is highly probable that the amount will not be subject to significant reversal when uncertainty relating to its recognition is resolved.	<p>Audit procedures performed to address the key audit matter:</p> <p>Our audit procedures included, among others, inquiries with management regarding significant new contracts and relevant changes in existing contracts.</p> <p>The procedures also included reading significant new contracts to understand the terms and conditions and their impact on revenue recognition.</p> <p>On a sample basis, we reconciled revenue to the supporting documentation, such as sales orders, invoices and other relevant documents.</p> <p>A specific emphasis was set on verifying that revenue transactions at the end of the financial year and at the beginning of the new financial year have been recognised in the proper accounting period by comparing revenues close to the balance sheet date with the respective contractual terms.</p>

Independent Auditor's Report (Contd.)

Key Audit Matter	Auditor's Response
The company has ascertained that all performance obligations are performed at a point in time.	Our procedures also involved testing the performance obligations in the contract and the variable consideration, if any. We also test-checked instances for transfer of control to the customer with the necessary documentation

INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITORS' REPORT THEREON

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's report, Business Responsibility and Sustainability Report, Corporate Governance and Shareholder's Information, but does not include the Standalone Ind AS financial statements and our auditor's report thereon.

Our opinion on the Standalone Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the Standalone Ind AS financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE STANDALONE IND AS FINANCIAL STATEMENTS

The Company's Management and Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting

policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Ind AS financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE STANDALONE IND AS FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting



Independent Auditor's Report (Contd.)

a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If We conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation. Materiality is the magnitude of misstatements in the Standalone Ind AS financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone Ind AS financial statements may be influenced. We consider quantitative materiality and qualitative factors in
 - (i). Planning the scope of our audit work and in evaluating the results of our work and
 - (ii). To evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including

any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Independent Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of subsection (11) of Section 143 of the Companies Act, 2013, we give in the "Annexure 'A'", a statement on the matters specified in paragraphs 3 and 4 of the said Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Standalone Balance Sheet, the Standalone Statement of Profit and Loss (including other comprehensive income), Standalone Statement of cash flows and Standalone Statement of Changes in Equity dealt with by this Report, are in agreement with the books of account.
 - d. In our opinion, the aforesaid Standalone Ind AS financial statements comply with the Indian Accounting Standards specified under Section

Independent Auditor's Report (Contd.)

133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015 as amended.

- e. On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure 'B'**" to this report.
- g. In our opinion and according to the information and explanations given to us, the remuneration paid by the company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details.
- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has pending litigations which would impact its financial position in its Ind AS financial statements. The Company has disclosed the impact of pending litigations as at March 31, 2025 on its financial position in its Standalone Ind AS financial statements- Refer Note 28 to the Standalone Ind AS financial statements.
 - ii. As explained by the management, the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv. a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from

borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (iv) (a) and (iv) (b) contain any material misstatement.
- v. The company has neither declared nor paid interim dividend or final dividend during the year. Therefore, reporting under Rule 11(f) of Companies (Audit and Auditors) Rules, 2014 is not applicable
- vi. Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout



Independent Auditor's Report (Contd.)

the year for all transactions recorded in the software and during the course of our audit and on the basis of test checking of selected samples, we did not come

across any instance of audit trail feature being tampered with and the audit trail has been preserved by the company as per the statutory requirements for record retention.

For **K.P.Rao & Co**
Chartered Accountants
Firm Reg. No. 003135S

Mohan R Lavi

Place: Mysuru
Date: May 15, 2025

Membership Number: 029340
UDIN:25029340BMKTEL9273

Standalone

Kaynes Technology India Limited

Annexure 'A' to the Independent Auditor's Report

As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give a statement on the matters Specified in paragraphs 3 and 4 of the Order, to the extent applicable

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

(i) In respect of Property, Plant & Equipment:

- (a) The company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and its intangible assets

(b) The Property, Plant and Equipment have been physically verified by the management at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification

(c) According to the information and explanations given to us and based on the examination of records of the company and the registered sale deeds/transfer deeds/conveyance deeds provided to us, we report that the title deeds of all the immovable properties, comprising of land and building, are in the name of the company as at the Balance Sheet date except for the below items:

Description	Gross Carrying Value	Held in name of	Whether promoter/director or their relative or employee	Period held	Reason for not being in name of company
Land	1.183 million	P K Bansal	No	April 12, 2012	To be registered

(d) The Company has not revalued any of its Property, Plant and Equipment and Right of Use assets or intangible assets during the year

(e) Based on the information and explanation furnished to us, no proceedings have been initiated on the Company under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) and Rules made there under.

(ii) In respect of Inventory:

- (a) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals and in our opinion, the coverage and procedure of such verification is appropriate. Based on the information and explanation furnished to us, the company is in the process of reconciling the differences, if any, noticed on physical verification.
- (b) During the year, the company has been sanctioned working capital limits in excess of Rs. 5 crores , in aggregate, from banks on the basis of security of current assets. There are differences that are immaterial between the returns or statements filed by the Company with such banks and the books of account of the company.

(iii) In respect of Investments, Loans, Advances & Guarantee:

During the year the Company has made investments in, provided guarantee or security or granted loans and advances in the nature of loans, secured or unsecured, to Companies during the year.

(a) During the year the Company has provided loans or advances in the nature of loans, stood guarantee or provided security to Companies, Firms, Limited Liability Partnerships or any other parties.

(A) Details of aggregate amount during the year, and balance outstanding at the Balance Sheet date with respect to such loans or advances and guarantees or security to subsidiaries, joint ventures and associates;

(INR in Millions)

Particulars	Loan given in current year	Balance as on 31 March, 2025
Loans & Advances		
Kaynes International Design & Manufacturing Private Limited	813.68	327.67
Kaynes Electronics Manufacturing Private Limited	9,428.29	3,504.92
Kaynes Semicon Private Limited	1,872.09	1,535.72

Annexure 'A' to the Independent Auditor's Report (Contd.)

Particulars	Loan given in current year	Balance as on 31 March, 2025
Kaynes Circuits India Private Limited	923.87	899.84
Kaynes Mechatronics Private Limited	633.20	604.47
Kemsys Technologies Private Limited	3.41	19.67
Digicom Electronics Inc.	-	41.50

(B) During the year, the company has not provided any loans or advances and guarantees or security to parties other than subsidiaries, joint ventures and associates.

- (b) According to the information and explanations given to us and on the basis of our examination of the records of the company, the investments made, and the terms and conditions of all loans, and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the company, in respect of loans and advances in the nature of loans, are repayable on demand.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the company, as there are no amounts overdue for more than ninety days in respect of loan given.
- (e) On the basis of our examination of the records of the Company, no loan or advance in the nature of loan granted which has fallen due during the year, has been renewed or extended or has been settled by granting fresh loans to the same parties.
- (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has granted loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.

(INR in Millions)

Particulars	Balance as on 31 March, 2025
Kaynes International Design & Manufacturing Private Limited	327.67
Kaynes Electronics Manufacturing Private Limited	3,504.92
Kaynes Semicon Private Limited	1,535.72
Kaynes Circuits India Private Limited	899.84
Kaynes Mechatronics Private Limited	604.47
Kemsys Technologies Private Limited	19.67
Digicom Electronics Inc.	41.5

(iv) In respect of Compliance of Provision of Section 185 and 186:

In our opinion and according to the information and explanations given to us, in respect of loans, investments, guarantees, and security, provisions of sections 185 and 186 of the Companies Act have been complied with.

- (v) The Company has not accepted any deposit, within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended) during the year hence, the reporting under clause 3(v) of the order is not applicable.
- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under Section 148(1) of the Companies Act, 2013 and We are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.
- (vii) (a) According to the information and explanations given to us and according to the books and records as produced and examined by us, in respect of statutory dues, the Company has been regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Goods & Service Tax, Cess and other material statutory dues as applicable with the appropriate authorities. As at last day of financial year, there were no amounts payable in respect of the aforesaid statutory dues outstanding for a period of more than six months from the date they became payable.

Annexure 'A' to the Independent Auditor's Report (Contd.)

- (b) Details of statutory dues referred to in sub-clause (a) which have not been deposited on account of any dispute are mentioned below:

Name of the statute	Nature of dues	Amount (INR in millions)	Period to which the amount relates	Forum where dispute is pending
The Income Tax Act 1961	Income Tax	6.05	AY 2017-18	Commissioner of Income Tax (Appeals)
The Income Tax Act 1961	Income Tax	34.58	AY 2018-19	Commissioner of Income Tax (Appeals)
The Income Tax Act 1961	TDS	1.8	Various years	Commissioner of Income Tax (TDS)
The Value Added Tax 2005	Commercial Tax	23.95	Various years	Assistant Commissioner
The Income Tax Act 1961	TDS	45.88	Various years	Commissioner of Income Tax (Appeals)

- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the company, the Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- (ix) (a) According to the books and records of the Company examined by us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanation given to us and on the basis of our audit procedure, we report that the company has not been declared wilful defaulter by any bank or financial institution or other lenders.
- (c) In our opinion, and according to the information and explanations given to us, the term loans have been applied for the purposes for which they were obtained.
- (d) As the Company has not availed any loans on short term basis during the year which has been used for long term purposes, the requirement to report on clause 3(ix)(d) of the Order is not applicable to the Company.
- (e) On an overall examination of the financial statements of the company, we report that the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures. Hence, the requirement to report on clause 3(ix)(e) of the Order is not applicable to the Company.
- (f) On an overall examination of the financial statements of the company, we report that the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Hence, the requirement to report on clause 3(ix)(f) of the Order is not applicable to the Company.
- (x) (a) The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments). Hence, reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given by the management, the Company has not made any preferential allotment or private placement of shares / fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) To the best of our knowledge and according to the information and explanations given to us and on the basis of examination of the books and records of the Company, carried out in accordance with generally accepted auditing practices in India, no fraud by the Company or on the Company was noticed or reported during the year.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) According to the information and explanations given to us including the representation made to us by the management of the Company, no whistle-blower complaints were received by the Company during the year and hence, reporting under clause 3(xi)(c) of the Order is not applicable to the Company.



Annexure 'A' to the Independent Auditor's Report (Contd.)

- (xii) The Company is not a Nidhi company and hence, reporting under clause 3(xii)(a), (b) and (c) of the Order is not applicable to the Company.
- (xiii) According to the information and explanations given by the management, transactions with the related parties are in compliance with Section 177 and 188 of Companies Act, 2013 where applicable and the details thereof have been disclosed in the financial statements, as required by the applicable Accounting Standards.
- (xiv) (a) In our opinion and based on our examination, the company has an internal audit system which is commensurate with the size and nature of its business.
- (b) We have considered the reports of Internal Auditor of the company issued for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, during the year, Company has not entered into any non-cash transactions with its directors or persons connected with him and accordingly, the reporting under clause 3(xv) of the Order is not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
- (b) In our Opinion and based on our examination, the Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- (c) In our opinion and based on our examination, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
- (d) According to the information and explanations given by the management, the Group does not have not more than one CIC as part of the Group. Accordingly, the reporting under Clause 3(xvi)(d) is not applicable to the Company.
- (xvii) Based on our examination of books of accounts, the Company has not incurred any cash loss in the current as well as the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year.
- (xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the plans of the Board of Directors and management and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the Balance Sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and We neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the Balance Sheet date, will get discharged by the Company as and when they fall due.
- (xx) According to the information and explanations given to us and based on our examination of the records of the company, the company is not required to transfer any unspent amount to a fund specified in Schedule VII to the companies act in compliance with second proviso to sub section 5 of section 135 of the said act.

For **K.P.Rao & Co**
Chartered Accountants
Firm Reg. No. 003135S

Mohan R Lavi

Place: Mysuru
Date: May 15, 2025

Membership Number: 029340
UDIN:25029340BMKTEL9273

Annexure 'B' to the Independent Auditor's Report

REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013

Opinion

We have audited the internal financial controls with reference to Standalone Ind AS financial statements of the Company as of March 31, 2025 in conjunction with our audit of the Standalone Ind AS financial statements of the Company as at and for the year ended on that date.

In our opinion, the Company has maintained, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. However, the existing policies, systems, procedures and internal controls followed by the Company have to be completely and appropriately documented and reconciled.

Management and Board of Directors' Responsibility for Internal Financial Controls

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') issued by the Institute of Chartered Accountants of India ('the ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required the Companies Act, 2013 ('the Act').

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing ('the Standards'), issued by the ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls,

both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. This includes those policies and procedures that:

- i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the company; and
- iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.



Annexure 'B' to the Independent Auditor's Report (Contd.)

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation

of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **K.P.Rao & Co**
Chartered Accountants
Firm Reg. No. 003135S

Place: Mysuru
Date: May 15, 2025

Mohan R Lavi
Membership Number: 029340
UDIN:25029340BMKTEL9273

Standalone

Kaynes Technology India Limited

Standalone Balance Sheet

As at 31 March, 2025

(All amounts are in ₹ Mn, except per equity share data)

Particulars	Notes	As at 31 March, 2025	As at 31 March, 2024
ASSETS			
NON-CURRENT ASSETS			
Property, plant and equipment	3	2,026.37	1,589.21
Capital work-in-progress	3(b)	266.10	81.34
Intangible Assets	3(c)	119.87	147.35
Intangible Assets under development	3(d)	482.25	255.04
Rights-of-Use Assets	3(e)	227.15	253.32
Financial assets			
i) Investments	4	2,936.61	1,742.12
ii) Loans and deposits	5(a)	102.30	76.88
iii) Other financial assets	5(b)	11.02	37.03
Other non-current assets	6	1,337.94	340.58
Total Non-Current Assets (A)		7,509.61	4,522.87
CURRENT ASSETS			
Inventories	7	6,158.62	4,726.23
Financial asset			
i) Trade receivables	8(a)	4,969.96	1,261.37
ii) Cash and cash equivalents	8(b)	143.63	128.15
iii) Bank balances other than cash and cash equivalents	8(c)	9,985.70	15,025.65
iv) Loans and deposits	8(d)	90.13	86.45
v) Other financial assets	8(e)	512.92	363.42
Current tax assets (net)	9	-	70.93
Other current assets	10	9,515.37	3,497.67
Total Current Assets (B)		31,376.33	25,159.87
TOTAL ASSETS (A + B)		38,885.94	29,682.74
EQUITY AND LIABILITIES			
EQUITY			
Equity Share Capital	11(A)	640.84	639.18
Other Equity	12	25,785.05	23,648.60
Total Equity (A)		26,425.89	24,287.78
LIABILITIES			
NON-CURRENT LIABILITIES			
Financial Liabilities			
- Borrowings	13	84.33	111.16
- Lease liabilities	32	100.83	120.84
Deferred Tax Liabilities (Net)	14	85.54	82.85
Long Term Provisions	15	65.35	54.72
Total Non-current Liabilities (B)		336.05	369.57



Standalone Balance Sheet as at 31 March, 2025 (Contd.)

(All amounts are in ₹ Mn, except per equity share data)

Particulars	Notes	As at 31 March, 2025	As at 31 March, 2024
CURRENT LIABILITIES			
Financial Liabilities			
- Borrowings	16(a)	6,055.03	2,529.97
- Trade payables	16(b)		
- Total outstanding dues of micro enterprises and small enterprises		22.37	48.05
- Total outstanding dues to other than micro enterprises and small enterprises		5,033.08	1,841.20
- Other financial liabilities	16(c)	452.28	155.64
- Lease liabilities	32	26.65	32.70
Current tax liabilities (net)	17	59.27	-
Other current liabilities	18	458.24	404.05
Short-term provisions	19	17.08	13.78
Total Current Liabilities (C)		12,124.00	5,025.39
Total Liabilities (B+C)		12,460.05	5,394.96
TOTAL EQUITY AND LIABILITIES (A+B+C)		38,885.94	29,682.74

The accompanying notes form an integral part of the standalone financial statements.

As per our report of even date

For K.P. Rao & Co

Chartered Accountants

Firm Registration Number: 003135S

Mohan R Lavi

Partner

Membership No.029340

For and on behalf of the board of directors of

Kaynes Technology India Limited**Ramesh Kunhikannan**

Managing Director

(DIN: 02063167)

Rajesh Sharma

Chief Executive Officer

Jairam P Sampath

Whole Time Director & Chief Financial Officer

(DIN: 08064368)

Anuj Mehtha

Company Secretary & Compliance Officer

Membership No. A62542

Place: Mysuru

Date: 15 May, 2025

Place: Mysuru

Date: 15 May, 2025

Standalone

Kaynes Technology India Limited

Standalone Statement of Profit and Loss

For the year ended 31 March, 2025

(All amounts are in ₹ Mn, except per equity share data)

Particulars	Notes	For the year ended 31 March, 2025	For the year ended 31 March, 2024
INCOME			
Revenue from operations	20	19,154.43	12,739.39
Other Income	21	1,365.22	641.93
Total Income (A)		20,519.65	13,381.32
EXPENSES			
Cost of materials consumed	22	13,957.98	9,330.51
Changes in inventories of Finished goods and work in progress	23	15.00	(214.65)
Employee Benefit Expenses	24	1,129.67	881.00
Finance Cost	25	877.33	535.47
Depreciation and amortisation expense	26	267.78	214.41
Other Expenses	27	1,518.41	1,028.58
Total Expenses (B)		17,766.17	11,775.32
Profit / (Loss) before tax (A-B)=C		2,753.48	1,606.00
Tax Expenses			
Income taxes - Current tax		610.00	340.00
Income taxes - Earlier year tax adjustments		39.46	-
Deferred tax Charge/ (Credit)		4.97	5.02
Total tax expense (D)		654.43	345.02
Profit / (Loss) for the year (C - D)=E		2,099.05	1,260.98
Other comprehensive income (net)			
(i) Other comprehensive income not to be reclassified to profit or loss in subsequent periods			
- Re-measurement gains/ (losses) on defined benefit plans		9.06	4.01
Income tax effect		(2.28)	(1.01)
Total other comprehensive income for the year, net of tax (F)		6.78	3.00
Total comprehensive income for the year, net of tax (E+F)		2,105.83	1,263.98
Earnings per share (nominal value of ₹ 10 each)			
Basic	31	32.81	21.10
Diluted	31	32.51	20.83

The accompanying notes form an integral part of the standalone financial statements.

As per our report of even date

For K.P. Rao & Co
 Chartered Accountants
 Firm Registration Number: 003135S

Mohan R Lavi
 Partner
 Membership No.029340

Place: Mysuru
 Date: 15 May, 2025

For and on behalf of the board of directors of
Kaynes Technology India Limited

Ramesh Kunhikannan
 Managing Director
 (DIN: 02063167)

Rajesh Sharma
 Chief Executive Officer

Place: Mysuru
 Date: 15 May, 2025

Jairam P Sampath
 Whole Time Director & Chief Financial Officer
 (DIN: 08064368)

Anuj Mehtha
 Company Secretary & Compliance Officer
 Membership No. A62542

Standalone Statement of Cash Flows

For the year ended 31 March, 2025

(All amounts are in ₹ Mn, except per equity share data)

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net profit before extraordinary items and tax	2,753.48	1,606.00
Adjustments for :		
Depreciation and Amortisation Expense	267.78	214.41
Provision for doubtful debts	150.00	135.19
Interest on Security Deposit	(1.95)	(1.89)
Gain On Fair Valuation of Mutual Funds	(93.03)	(23.45)
Interest expense	877.33	535.47
Interest income	(953.30)	(497.35)
Operating profit before working capital changes, extraordinary items	3,000.31	1,968.38
Adjustments for:		
(Increase)/ Decrease in Inventories	(1,432.39)	(709.90)
(Increase)/Decrease in Trade receivables	(3,858.59)	806.02
(Increase)/Decrease in Loans and Advances and other assets	(83.58)	(2,149.85)
Increase/(Decrease) in Trade payable and other liabilities	3,490.97	(401.56)
Increase/(Decrease) in Provisions	13.93	10.41
Cash Generated (used in) / From Operations	1,130.65	(476.50)
Income tax Received / (Paid)	(480.19)	(302.60)
Net Cash from / (used) Operating Activities (A)	650.46	(779.10)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of fixed assets	(7,963.08)	(1,346.35)
Interest Received	953.30	497.35
Proceeds from sale of investments / fixed deposits matured	3,788.99	(12,421.50)
Net Cash from / (used) in Investing activities (B)	(3,220.79)	(13,270.50)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of Share Capital :		
- Equity	1.66	57.76
Securities Premium received :		
- Equity	21.28	13,377.83
Share issue expenses	(58.03)	(318.03)
Repayment of long term borrowings	(26.83)	(44.32)
Proceeds from short term borrowings	3,525.06	1,408.14
Interest expense	(877.33)	(535.47)
Net Cash from/(used) in Financing Activities (C)	2,585.81	13,945.91
Net Increase in Cash and Cash Equivalents (A)+(B)+(C)	15.48	(103.69)
Cash and cash equivalents as on April 01	128.15	231.84
Cash and cash equivalents as on March 31	143.63	128.15

Standalone Statement of Cash Flows for the year ended 31 March, 2025 (Contd.)

(All amounts are in ₹ Mn, except per equity share data)

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Components of cash and cash equivalents		
Balance with scheduled banks on:		
- on Current Account	143.60	128.11
Cash on Hand	0.03	0.04
	143.63	128.15

Notes

- a) The Cash Flow Statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS) 7 "Statement of Cash flows" specified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended).

The accompanying notes form an integral part of the standalone financial statements.

As per our report of even date

For K.P. Rao & Co

Chartered Accountants

Firm Registration Number: 003135S

Mohan R Lavi

Partner

Membership No.029340

For and on behalf of the board of directors of

Kaynes Technology India Limited

Ramesh Kunhikannan

Managing Director

(DIN: 02063167)

Rajesh Sharma

Chief Executive Officer

Jairam P Sampath

Whole Time Director & Chief Financial Officer

(DIN: 08064368)

Anuj Mehtha

Company Secretary & Compliance Officer

Membership No. A62542

Place: Mysuru

Date: 15 May, 2025

Place: Mysuru

Date: 15 May, 2025

Standalone Statement of Changes in Equity

(All amounts are in ₹ Mn, except per equity share data)

A. EQUITY SHARE CAPITAL

Particulars	No. of Shares	Amount
Balance as at 01 April, 2023	5,81,42,496	581.42
Change during the year	57,75,577	57.76
Balance as at 31 March, 2024	6,39,18,073	639.18
Change during the year	1,66,232	1.66
Balance as at 31 March, 2025	6,40,84,305	640.84

B. OTHER EQUITY

For the year ended 31 March, 2025

Particulars	Reserves & Surplus				Other Comprehensive Income	Total Other Equity
	Securities premium	General Reserve	Retained earnings	Employee stock options outstanding account (ESOP Reserve)	Remeasurement of defined benefit obligations	
Balance as at 01 April, 2024	19,969.43	130.00	3,531.25	12.74	5.18	23,648.60
Profit for the period	-	-	2,105.83	-	-	2,105.83
On issue of Equity shares	21.28	-	-	-	-	21.28
Share based payment expenses	3.77	-	-	2.57	-	6.34
Amount transferred during the year	-	-	3.00	-	-	3.00
Re-measurement of the net defined benefit liability/asset, net of tax effect	-	-	(6.78)	-	6.78	-
Balance as at 31 March, 2025	19,994.48	130.00	5,633.30	15.31	11.96	25,785.05

For the year ended 31 March, 2024

Particulars	Reserves & Surplus				Other Comprehensive Income	Total Other Equity
	Securities premium	General Reserve	Retained earnings	Employee stock options outstanding account (ESOP Reserve)	Remeasurement of defined benefit obligations	
Balance as at 01 April, 2023	6,591.60	130.00	2,272.35	6.31	2.18	9,002.44
Profit for the period	-	-	1,263.98	-	-	1,263.98
On issue of Equity shares	13,942.24	-	-	-	-	13,942.24
Share based payment expenses	-	-	-	6.43	-	6.43
Amount utilised for share issue expenses	(564.41)	-	-	-	-	(564.41)
Amount transferred during the year	-	-	(2.08)	-	-	(2.08)
Re-measurement of the net defined benefit liability/asset, net of tax effect	-	-	(3.00)	-	3.00	-
Balance as at 31 March, 2024	19,969.43	130.00	3,531.25	12.74	5.18	23,648.60

The accompanying notes form an integral part of the standalone financial statements.

As per our report of even date

For K.P. Rao & Co
Chartered Accountants
Firm Registration Number: 003135S

Mohan R Lavi
Partner
Membership No.029340

For and on behalf of the board of directors of
Kaynes Technology India Limited

Ramesh Kunhikannan
Managing Director
(DIN: 02063167)

Rajesh Sharma
Chief Executive Officer

Jairam P Sampath
Whole Time Director & Chief Financial Officer
(DIN: 08064368)

Anuj Mehtha
Company Secretary & Compliance Officer
Membership No. A62542

Place: Mysuru
Date: 15 May, 2025

Place: Mysuru
Date: 15 May, 2025

Notes to the Standalone Financial Statements

Basis of Preparation and Summary of Significant Accounting Policies

1 GENERAL INFORMATION

Kaynes Technology India Limited ("the Company") is a company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The Company is primarily engaged in Design and Manufacturing of advanced electronic modules and solutions catering to a wide range of industries.

The Company has converted itself from Private Limited to Public Limited, pursuant to a special resolution passed in the extraordinary general meeting of the shareholders of the Company held on 24 March, 2022 and consequently the name of the Company has changed to "Kaynes Technology India Limited" pursuant to a fresh certificate of incorporation by the Registrar of Companies on 31 March, 2022.

2 BASIS OF PREPARATION

These standalone Ind AS financial statements ("Ind AS financial statements") have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under Section 133 of the Companies Act, 2013 ("the Act") read with the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) Rules, 2016 and other relevant provisions of the Act, to the extent applicable.

Functional and presentation currency

Items included in these Standalone Financial Statements of the Company are measured using the currency of the primary economic environment in which the Company operates ("the functional currency"). The standalone Ind AS financial statements are presented in Indian rupee (₹), which is also the Company's functional currency. All amounts have been rounded-off to the nearest millions, up to two places of decimal, unless otherwise indicated. Amounts having absolute value of less than ₹ 10,000 have been rounded and are presented as ₹ 0.00 Mn in these Ind AS financial statements.

Basis of measurement

The Standalone Financial Statements has been prepared on the historical cost basis except for the following items:

Items	Measurement Basis
Certain financial assets (except trade receivables and contract assets which are measured at transaction cost) and liabilities	Fair Value

Items	Measurement Basis
Defined benefits liability	Fair value of plan assets less present value of defined benefit obligations.

2.1 Current versus non-current classification

The Company presents assets and liabilities in the standalone balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle,
- Held primarily for the purpose of trading,
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities. Advance tax paid is classified as non-current assets.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents.

2.2 Fair value measurement

The Company measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming



Notes to the Standalone Financial Statements

Basis of Preparation and Summary of Significant Accounting Policies (Contd.)

that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities;

Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).;

Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement. The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

2.3 Use of estimates and judgements

The estimates used in the preparation of the Standalone Financial Statements of each year presented are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events), that the Company believes to be reasonable under the existing circumstances. The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date. Although the Company regularly assesses these

estimates, actual results could differ materially from these estimates even if the assumptions underlying such estimates were reasonable when made, if these results differ from historical experience or other assumptions do not turn out to be substantially accurate. The changes in estimates are recognised in the Standalone Financial Statements in the period in which they become known.

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. Actual results could differ from these estimates.

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year are included in the following notes:

Note 34 – measurement of defined benefit obligations: key actuarial assumptions;

Notes 28 – recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources;

Note 38 – impairment of financial assets;

2.4 Revenue recognition

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements because it typically controls the goods or services before transferring them to the customer.

The specific recognition criteria described below must also be met before revenue is recognised.

Sale of products and services:

Revenue from sale of products is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the products. Revenue from sale of services is recognised as the service is performed and there are no unfulfilled obligations.

The Company considers whether there are other promises in the contract that are separate performance

Notes to the Standalone Financial Statements

Basis of Preparation and Summary of Significant Accounting Policies (Contd.)

obligations to which a portion of the transaction price needs to be allocated if any. In determining the transaction price for the sale of goods, the Company considers the effects of variable consideration, the existence of significant financing components, noncash consideration, and consideration payable to the customer (if any).

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract. This variable consideration is estimated based on the expected value of outflow. Revenue (net of variable consideration) is recognised only to the extent that it is highly probable that the amount will not be subject to significant reversal when uncertainty relating to its recognition is resolved.

The Company has ascertained that all performance obligations are performed at a point in time.

Contract balances

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional. Contract assets are transferred to receivables when the rights become unconditional and contract liabilities are recognised as and when the performance obligation is satisfied. Contract assets are subject to impairment assessment. Refer to accounting policies on impairment of financial assets in section (2.8) Financial instruments below.

A receivable is recognised if an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section (o) Financial instruments below.

Contract Liability

A contract liability is recognised if a payment is received or a payment is due (whichever is earlier) from a customer before the Company transfers the related goods or services. Contract liabilities are recognised as revenue when the Company performs

under the contract (i.e., transfers control of the related goods or services to the customer).

The Company presents revenues net off indirect taxes in the statement of profit and loss.

2.5 Other Income

Interest income is recognised on time proportion basis and other income, if any, recognised on the basis of certainty of receipts and on accrual basis and this is included in the finance income in the statement of profit and loss.

For all financial instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability.

When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. Interest income is included in finance income in the statement of profit and loss.

Government Grant:

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed.

2.6 Employee Benefits

a) Short-term benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are recorded as expense as the related service is provided. A liability is recognised for the amount expected to be paid, if the Company has a present obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

b) Provident Fund

This is a defined benefit plan. Aggregate contributions along with interest thereon are paid at retirement, death, incapacitation or termination



Notes to the Standalone Financial Statements

Basis of Preparation and Summary of Significant Accounting Policies (Contd.)

of employment. Both the employee and the Company make monthly contributions equal to a specified percentage of the employee's salary to the provident fund. The Company contributes to the government administered pension fund.

c) Gratuity

This is a defined benefit plan. The Company provides for Gratuity covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment.

d) Leave Encashment

The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the reporting date. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer the settlement for at least twelve months after the reporting date.

The Company's liability for Gratuity and Leave encashment are actuarially determined using the Projected Unit Credit method at the end of each year.

Actuarial gains and losses are recognised immediately in the retained earnings through Other Comprehensive Income (OCI) in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods. The defined benefit obligation recognised in the balance sheet represents the present value of the defined benefit obligation less the fair value of plan assets out of which the obligations are expected to be settled.

e) Employees' Stock Option Plans (ESOP)

The Company recognises compensation expense relating to share-based payments in net profit based on estimated fair-values of the awards on the grant date. The estimated fair

value of awards is recognised as an expense in the Statement of Profit and Loss on a straight-line basis over the requisite service period for each separately vesting portion of the award as if the award was in-substance, multiple awards with a corresponding increase to share options outstanding account.

f) Social Security 2020

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified and the final rules/interpretation have not yet been issued. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective. Based on a preliminary assessment, the entity believes the impact of the change will not be significant.

2.7 Borrowing cost

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset until such time as the assets are substantially ready for the intended use or sale. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

Financial instruments**2.8 Financial assets****Initial recognition and measurement**

A financial asset (except trade receivable and contract asset) is recognised initially at fair value plus or minus transaction cost that are directly attributable to the acquisition or issue of financial assets (other than financial assets at fair value through profit and loss). Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss ('FVTPL') are recognised immediately in the Statement of Profit and Loss.

Notes to the Standalone Financial Statements

Basis of Preparation and Summary of Significant Accounting Policies (Contd.)

Subsequent measurement

For purposes of subsequent measurement financial assets are classified in two broad categories:

Amortised cost;

Fair Value through Other Comprehensive Income (FVOCI) – equity investment; or

Fair Value through Profit or Loss (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

Where assets are measured at fair value, gains and losses are either recognised entirely in the statement of profit and loss (i.e. fair value through profit or loss), or recognised in other comprehensive income (i.e. fair value through other comprehensive income).

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

a) the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and

b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at FVTPL: These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

Financial assets at FVOCI: These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in Other Comprehensive Income.

Financial assets at amortised cost: These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

2.9 Derecognition

A financial asset (or, where applicable, a part of a financial asset) is primarily derecognised (i.e. removed from the Company's statement of financial position) when:

The rights to receive cash flows from the asset have expired, or the Company has transferred its rights to

receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either;

a. the Company has transferred substantially all the risks and rewards of the asset, or

b. the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the company has retained.

2.10 Impairment of financial assets

The Company assesses impairment based on expected credit losses (ECL) model to the following:

- (i) Financial assets measured at amortised cost;
- (ii) Financial assets measured at fair value through other comprehensive income (FVOCI);

Expected credit losses are measured through a loss allowance at an amount equal to:

The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or

Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument).

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables or contract revenue receivables.

Under the simplified approach, the Company does not track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

The Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected



Notes to the Standalone Financial Statements

Basis of Preparation and Summary of Significant Accounting Policies (Contd.)

life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-months ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Company reverts to recognising impairment loss allowance based on 12-months ECL.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

For investments in subsidiary companies, the Company does not provide for impairment losses till indicators of impairment are confirmed.

2.11 Financial liabilities:

Initial recognition and measurement

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables, loans and borrowings.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss.

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Gains or losses on liabilities held for trading are recognised in the statement of profit and loss. Financial liabilities designated upon initial recognition

at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied.

2.12 Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate (EIR) method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Offsetting of financial instruments:

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

2.13 Property, plant and equipment and intangible assets

Capital work in progress includes cost of property, plant and equipment under installation / under development, net of accumulated impairment loss, if any, as at the balance sheet date. Plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in profit or loss as incurred.

Notes to the Standalone Financial Statements

Basis of Preparation and Summary of Significant Accounting Policies (Contd.)

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate assets are derecognised when replaced. All other repairs and maintenance are charged to profit and loss during the reporting period in which they are incurred.

The Company identifies and determines cost of each component/ part of the asset separately, if the component / part has a cost which is significant to the total cost of the asset having useful life that is materially different from that of the remaining asset. These components are depreciated over their useful lives; the remaining asset is depreciated over the life of the principal asset.

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period with the affect of any change in the estimate being accounted for on a prospective basis. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually,

either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

2.14 Depreciation and amortisation

Depreciation is provided using the straight-line method as per the useful lives of the assets estimated by the management in line with schedule II of the Companies Act, 2013 except in the case of moulds in respect of which the estimated useful life is ascertained as 6 years based on the independent technical evaluation carried out by the internal technical team which is different from the estimated useful life prescribed under Part C of Schedule II of the Companies Act 2013. Building in leasehold land will be depreciated over the remaining useful life of the building as ascertained by an independent valuer over the remaining lease period or life specified in the Companies Act for such building whichever is lower.

Asset Category	Management estimate of useful life & Useful life as per Schedule II
Land	Unlimited
Buildings	30
Plant & Equipment	15
Furniture & Fittings	10
Office Equipments	5
Electrical Fittings	10
Computers	3
Vehicles	8
Airconditioners	5
Leasehold Improvement	3
Software	5
Technical know-how	5

The amortisation of software development and intellectual property costs is allocated on a straight-line basis over the best estimate of its useful life of



Notes to the Standalone Financial Statements

Basis of Preparation and Summary of Significant Accounting Policies (Contd.)

the product. The factors considered for identifying the basis include obsolescence, product life cycle and actions of competitors. The amortisation period and the amortisation method are reviewed at each year end.

2.15 Impairment of tangible and intangible assets

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal / external factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset. After impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.

2.16 Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an asset, it is presented as a reduction from the gross carrying amount of the respective assets and net balance is depreciated over the useful life of the related asset.

2.17 Inventories

Inventories are valued at lower of cost and net realisable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

- a) Raw materials and stores and spares: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.
- b) Finished goods and work in progress: cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs.

Cost of raw materials, stores and spares, work-in-progress and finished goods is determined on a weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

2.18 Leases

The Company has lease contracts for office spaces. The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Company applies a single recognition and measurement approach for all leases, except for shortterm leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

As lessee

i) Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets. If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment. Refer to the accounting policies in section (2.11) Impairment of non-financial assets.

ii) Lease liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend

Notes to the Standalone Financial Statements

Basis of Preparation and Summary of Significant Accounting Policies (Contd.)

on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

2.19 Cash and cash equivalents

Cash and cash equivalent in the standalone balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less that are readily convertible to a known amount of cash and which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, as they are considered an integral part of the Company's cash management.

2.20 Taxes on Income

Income tax comprises current and deferred tax. It is recognised in the Standalone Statement of Profit and Loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income. Section 115 BAA of the Income Tax Act 1961, introduced by Taxation Laws (Amendment) Ordinance, 2019 gives a one-time irreversible option to Domestic Companies for payment of corporate tax at reduced rates. The Company has opted to recognise tax expense at the new income tax rate as applicable to the Company.

Current income tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities in accordance with relevant tax regulations. Current tax is determined as the tax payable in respect of taxable income for the year and is computed in accordance with relevant tax regulations. Current tax is recognised in Statement of Profit and Loss except to the extent it relates to items recognised outside profit or loss in which case it is recognised outside profit or loss (either in other comprehensive income ('OCI') or in equity). Current tax items are recognised in relation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes current tax payable where appropriate.

Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying values of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of the taxable profit and is accounted for using the balance sheet liability model. Deferred tax liabilities are generally recognised for all the taxable temporary differences. In contrast, deferred tax assets are only recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised.

Deferred tax assets are recognised for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.



Notes to the Standalone Financial Statements

Basis of Preparation and Summary of Significant Accounting Policies (Contd.)

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

2.21 Foreign currencies

Foreign currency transactions are recorded in the functional currency, by applying the exchange rate between the functional currency and the foreign currency at the date of the transaction.

Foreign currency monetary items outstanding at the reporting date are converted to functional currency using the closing rate (Closing selling rates for liabilities and closing buying rate for assets). Non-monetary items denominated in a foreign currency which are carried at historical cost are reported using the exchange rate at the date of the transactions.

Exchange differences arising on settlement of monetary items, as at reporting date, at rates different from those at which they were initially recorded, are recognised in the Statement of Profit and Loss in the year in which they arise.

These exchange differences are presented in the Statement of Profit and Loss on net basis.

2.22 Provisions

General

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the

statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

2.23 Contingent liabilities and contingent assets:

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote.

Contingent Asset

Contingent assets has to be recognised in the financial statements in the period in which if it is virtually certain that an inflow of economic benefits will arise. Contingent assets are assessed continually and no such benefits were found for the current financial year.

2.24 Earnings per share (EPS)

Basic earnings/(loss) per share are calculated by dividing the net profit/(loss) for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the period is adjusted for events of bonus issue and share split.

For the purpose of calculating diluted earnings/(loss) per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the year, unless issued at a later date. Dilutive potential equity shares are determined independently for each year presented. The number of equity shares and potential dilutive equity shares are adjusted retrospectively for all years presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

Notes to the Standalone Financial Statements

Basis of Preparation and Summary of Significant Accounting Policies (Contd.)

2.25 Segment Reporting

The Company operates predominantly in one business segment of Electronics Manufacturing Services and accordingly primary reporting disclosures for business segment, is not applicable.

2.26 Cash flow statement

Cash flows are reported using the indirect method, whereby net profit/ (loss) before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from regular revenue generating (operating activities), investing and financing activities of the Company are segregated.

2.27 Events after reporting date

Where events occurring after the balance sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the balance sheet date of material size or nature are only disclosed.

2.28 Standards issued but not yet effective:

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended 31 March, 2025, MCA has notified Ind AS – 117 Insurance Contracts and amendments to Ind AS 116 – Leases, relating to sale and leaseback transactions, applicable to the Company w.e.f. 01 April, 2024. The Company has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its financial statements.

Notes to the Standalone Financial Statements

(All amounts are in ₹ Mn, except per equity share data)

3 PROPERTY, PLANT AND EQUIPMENT

Particulars	Tangible Assets										Total
	Land	Buildings	Plant & Equipment	Furniture & Fittings	Office Equipments	Electrical Fittings	Computers	Vehicles	Air conditioners	Leasehold Improvement	
As at 01 April, 2023	24.87	171.38	929.72	55.84	17.61	22.03	35.75	80.91	13.62	14.61	1,366.34
Additions during the year	-	268.12	511.97	23.82	8.42	0.65	10.06	25.48	9.29	9.82	867.63
Deletions during the year	-	-	-	-	-	-	-	-	-	-	-
Adjustments	-	(0.38)	1.06	(1.15)	0.02	-	-	-	-	-	(0.45)
As at 31 March, 2024	24.87	439.12	1,442.75	78.51	26.05	22.68	45.81	106.39	22.91	24.43	2,233.52
Additions during the year	1.80	9.98	510.66	12.54	10.70	5.36	13.38	32.53	10.80	5.25	612.99
Deletions during the year	-	-	(13.75)	-	(0.01)	-	-	-	(0.26)	-	(14.02)
Adjustments	-	-	-	-	-	-	-	-	-	-	-
As at 31 March, 2025	26.67	449.10	1,939.66	91.05	36.74	28.04	59.19	138.92	33.45	29.68	2,832.49

Particulars	Tangible Assets										Total
	Land	Buildings	Plant & Equipment	Furniture & Fittings	Office Equipments	Electrical Fittings	Computers	Vehicles	Air conditioners	Leasehold Improvement	
As at 01 April, 2023	-	31.48	341.96	33.25	14.19	14.27	28.48	45.60	10.46	14.47	534.16
Charge for the year	-	14.26	71.56	4.51	1.72	1.34	6.17	8.93	1.41	2.49	112.39
Deletions during the year	-	-	-	-	-	-	-	-	-	-	-
Adjustments	-	-	(0.55)	-	(0.02)	-	(1.67)	-	-	-	(2.24)
As at 31 March, 2024	-	45.74	412.97	37.76	15.89	15.61	32.98	54.53	11.87	16.96	644.31
Charge for the year	-	15.54	110.13	6.20	3.33	1.47	8.83	11.21	4.10	3.91	164.72
Deletions during the year	-	-	(5.89)	-	(0.01)	-	-	-	(0.26)	-	(6.16)
Adjustments	-	-	3.26	-	-	-	-	-	-	-	3.26
As at 31 March, 2025	-	61.28	520.47	43.96	19.21	17.08	41.81	65.74	15.71	20.87	806.13
As at 31 March, 2025	26.67	387.82	1,419.19	47.09	17.53	10.96	17.38	73.18	17.74	8.81	2,026.37
As at 31 March, 2024	24.87	393.38	1,029.78	40.75	10.16	7.07	12.83	51.86	11.04	7.47	1,589.21

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

3 (a) Capitalised Expenditure

Borrowing cost:

Particulars	As at 31 March, 2025	As at 31 March, 2024
Balance brought down	32.86	7.74
Interest expenses	8.51	29.66
Sub-Total	41.37	37.40
Less: Allocated to property, plant and equipment	-	(4.54)
Balance carried over (included in capital work in progress)	41.37	32.86

3 (b) Capital work-in-progress

Borrowing cost:

Particulars	Tangible Assets under Construction or Installation	Total
As at 01 April, 2023	112.62	112.62
Additions/Adjustment	59.34	59.34
Capitalisation of Interest	16.40	16.40
Capitalised in 2023-24	(107.02)	(107.02)
As at 31 March, 2024	81.34	81.34
Additions/Adjustment	495.61	495.61
Capitalisation of Interest	8.51	8.51
Capitalised in 2024-25	(319.36)	(319.36)
As at 31 March, 2025	266.10	266.10

Capital work in progress ageing schedule

As at 31 March, 2025

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Project in Progress	262.16	3.94	-	-	266.10
Total	262.16	3.94	-	-	266.10

As at 31 March, 2024

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Project in Progress	75.74	5.60	-	-	81.34
Total	75.74	5.60	-	-	81.34

* No projects are temporarily suspended as at 31 March, 2025 and 31 March, 2024 .

3 (c) Intangible Assets

Particulars		Intangible Assets		Total
		Software	Technical know-how	
Gross Block	As at 01 April, 2023	36.67	297.31	333.98
	FY 2023-24			
	Additions during the year	3.83	-	3.83
	Deletions during the year	-	-	-
	As at 31 March, 2024	40.50	297.31	337.81
	FY 2024-25			
	Additions during the year	35.06	-	35.06
	Deletions during the year	-	-	-
	As at 31 March, 2025	75.56	297.31	372.87

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

Particulars		Intangible Assets		Total
		Software	Technical know-how	
Accumulated Depreciation	As at 01 April, 2023	20.93	105.93	126.86
	Charge for the year	4.16	57.79	61.95
	Deletions during the year	-	1.65	1.65
	As at 31 March, 2024	25.09	165.37	190.46
	Charge for the year	10.87	51.67	62.54
	Deletions / Adjustment during the year	-	-	-
	As at 31 March, 2025	35.96	217.04	253.00
Net Block	As at 31 March, 2025	39.60	80.27	119.87
	As at 31 March, 2024	15.41	131.94	147.35

3 (d) Intangible Assets under development

Particulars	Computer Software Under Development	Technical Knowhow (including Designs & Prototypes) Under Development	Total
As at 01 April, 2023	-	143.27	143.27
Additions/Adjustment	30.00	68.51	98.51
Capitalisation of Interest	-	13.26	13.26
Capitalised in 2023-24	-	-	-
As at 31 March, 2024	30.00	225.04	255.04
Additions/Adjustment	-	257.21	257.21
Capitalisation of Interest	-	-	-
Capitalised in 2024-25	(30.00)	-	(30.00)
As at 31 March, 2025	-	482.25	482.25

Intangible Assets under Development Ageing Schedule

As at 31 March, 2025

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Project in Progress	257.21	81.77	143.27	-	482.25
Total	257.21	81.77	143.27	-	482.25

As at 31 March, 2024

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Project in Progress	111.77	143.27	-	-	255.04
Total	111.77	143.27	-	-	255.04

* No projects are temporarily suspended as at 31 March, 2025 and 31 March, 2024.

Relevant line item in the Balance sheet	Description of item of property	Gross carrying value	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative# of promoter* / director or employee of promoter / director	Property held since which date	Reason for not being held in the name of the Company** **also indicate if in dispute
PPE	Land	1.183	P.K. Bansal	NA	₹12 April, 2012	To be registered

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

3 (e) Rights-of-Use Assets

Particulars	Total
As at 01 April, 2023	154.41
Additions during the year	138.98
Deletions/ adjustments during the year	-
Depreciation during the year	(40.07)
As at 31 March, 2024	253.32
Additions during the year	14.35
Deletions/ adjustments during the year	-
Depreciation during the year	(40.52)
As at 31 March, 2025	227.15

NON-CURRENT ASSETS - FINANCIAL ASSETS

4 INVESTMENTS

Particulars	As at 31 March, 2025	As at 31 March, 2024
Unquoted		
Investments - Non-Trade		
Investments in Equity instruments	1,888.42	707.61
Investments in Others	1,048.19	1,034.51
Total	2,936.61	1,742.12

4.1 Detail of Non-Current Investments

Particulars	As at 31 March, 2025	As at 31 March, 2024
(i) Financial assets measured at amortised cost		
Investment in Equity Instruments		
(a) Subsidiary Companies		
Kaynes Embedded Systems Private Limited	3.00	3.00
Less: Provision for diminution in value	(3.00)	(3.00)
	-	-
Kemsys Technologies Private Limited	229.00	229.00
Kaynes Technology Europe GmbH	9.24	9.24
Kaynes International Design & Manufacturing Private Limited	1.50	1.50
Kaynes Electronics Manufacturing Private Limited	0.10	0.10
Digicom Electronics Inc.	199.63	199.63
Essnkay Electronics LLC	100.18	-
Kaynes Semicon Private Limited	2.50	2.50
Kaynes Circuits India Private Limited	2.50	2.50
Kaynes Mechatronics Private Limited	0.10	0.10
Iskraemeco India Private Limited	429.86	-
Kaynes Holding Pte Limited	650.77	-
(b) Other than Subsidiary Companies		
Winfoware Technologies Limited	10.80	10.80
Mysore ESDM Cluster	2.64	2.64
Mixx Technologies Inc.	249.60	249.60
	1,888.42	707.61
(ii) Financial assets measured at FVTPL		
Investments in Mutual Funds (Quoted)	1,048.19	1,034.51
	1,048.19	1,034.51

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

Investments in Mutual Funds

Particulars	As at 31 March, 2025		As at 31 March, 2024	
	Units	Total NAV	Units	Total NAV
Canara Robeco Emerging Equities - Regular Growth Fund	2,273.13	0.53	2,273.13	0.48
Canara Robeco Emerging Equities - Regular Growth Fund	315.66	0.07	315.66	0.07
Canara Robeco Equity Hybrid Fund - Regular Growth Fund	976.67	0.33	976.67	0.30
Canara Robeco Equity Hybrid Fund - Regular Growth Fund	135.30	0.05	135.30	0.04
Canara Robeco Infrastructure - Regular Growth Fund	1,711.00	0.25	1,711.00	0.22
Canara Robeco Blue Chip Equity Fund	6,474.13	0.38	6,474.13	0.35
Canara Robeco Large Capital Fund - Regular Growth Fund	1,320.41	0.08	1,320.41	0.07
Canara Robeco Consumer Trends Fund - Regular Growth	1,083.76	0.11	1,083.76	0.10
Canara Robeco Flexi Cap Fund - Regular Growth	404.53	0.18	404.53	0.12
Canara Robeco Mid Cap Fund - Regular Growth(MDGP)	9,99,950.00	14.88	9,99,950.00	13.76
Baroda BNP Paribas GILT FUND - Direct Plan - Growth Option	2,24,12,262.87	1,030.06	-	-
Canara Robeco Multi Cap Fund - Direct Plan - Growth Option	95,668.91	1.28	-	-
Canara Robeco Multi Cap Fund - MF- DG	-	-	8,395.89	0.10
Canara Robeco Savings Fund - FR- DG	-	-	64,40,188.29	253.59
Equity Arbitrage Fund- Direct Growth 8178	-	-	39,41,418.51	131.98
Bandhan Arbitrage Fund- Growth Direct Plan	-	-	38,14,722.40	121.79
Bandhan Low Duration Fund - Growth Direct Plan	-	-	72,00,909.68	253.46
Aditya Birla Sun Life Balanced Advantage Fund - Growth Direct	-	-	25,36,656.53	258.08
		1,048.19		1,034.51

5 FINANCIAL ASSETS

5(a) Loans and deposits, (At Amortised Cost)

Particulars	As at 31 March, 2025	As at 31 March, 2024
Unsecured considered good (Unless Otherwise stated)		
Rental Deposits	32.15	30.11
Utility Deposits	8.35	6.42
EMD Deposits	31.80	10.35
NSE Deposits	30.00	30.00
	102.30	76.88

5(b) Other financial assets (At Amortised Cost)

Particulars	As at 31 March, 2025	As at 31 March, 2024
Unsecured considered good (Unless Otherwise stated)		
Advances recoverable in cash, kind or to value to be received	11.02	37.03
	11.02	37.03

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

6 OTHER NON-CURRENT ASSETS

Particulars	As at 31 March, 2025	As at 31 March, 2024
Unsecured, considered good		
Capital Advances	1,330.51	334.69
Prepaid Rent	4.39	5.89
Prepaid staff welfare expenses	3.04	-
	1,337.94	340.58

CURRENT ASSETS

7 INVENTORIES (AT COST OR NET REALISABLE VALUE WHICHEVER IS LOWER)

Particulars	As at 31 March, 2025	As at 31 March, 2024
Raw materials	4,489.25	3,201.09
Work-in-progress	909.35	1,012.85
Finished Goods	338.56	250.06
Goods-in-transit	264.03	188.36
Consumables, stores and spares	157.43	73.87
	6,158.62	4,726.23

8 FINANCIAL ASSETS

8 (a) Trade receivables

Particulars	As at 31 March, 2025	As at 31 March, 2024
Unsecured, Considered Good	4,969.96	1,261.37
Unsecured, Considered Doubtful	325.92	175.92
Less - expected credit loss allowance	(325.92)	(175.92)
	4,969.96	1,261.37
Movement in the expected credit loss allowance of trade receivables are as follows:		
Balance at the Beginning of the year	175.92	40.73
Add: Provided during the year	150.00	135.19
Less: Amount written off	-	-
Balance at the end of the year	325.92	175.92

(i) Trade Receivables Ageing Schedule:

Undisputed Trade receivables – considered good	As at 31 March, 2025	As at 31 March, 2024
Less than 6 months	3,550.96	246.45
6 months - 1 year	659.82	359.15
1 -2 years	228.34	331.14
2 -3 years	196.71	216.13
More than 3 years	334.13	108.49
Total	4,969.96	1,261.37

Note:

- No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member. Trade receivables are non-interest bearing.
- The trade receivables of the Company has been pledged with banks for availing working capital and other facilities.
- No trade receivables are disputed as at 31 March, 2025 and 31 March, 2024.

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

8 (b) Cash and cash equivalents

Particulars	As at 31 March, 2025	As at 31 March, 2024
Balance with banks		
- In Current accounts	143.60	128.11
Cash on hand	0.03	0.04
	143.63	128.15

8 (c) Bank balances other than cash and cash equivalents

Particulars	As at 31 March, 2025	As at 31 March, 2024
Deposits with original maturity for less than 12 months	9,897.34	14,964.14
Margin Money and Other Deposits *	88.36	61.51
	9,985.70	15,025.65

*Deposits held with banks for issue of bank guarantees, letters of credit and guarantees to customs authorities.

8 (d) Loans and deposits, carried at amortised cost

Particulars	As at 31 March, 2025	As at 31 March, 2024
Unsecured, Considered Good (Unless otherwise stated)		
Loans to related party	59.85	68.30
Loans to employees	30.28	18.15
Total	90.13	86.45

8 (e) Other financial assets (At Amortised Cost)

Particulars	As at 31 March, 2025	As at 31 March, 2024
Unsecured, Considered Good (Unless otherwise stated)		
Interest accrued	512.92	363.42
	512.92	363.42

9 CURRENT TAX ASSETS (NET)

Particulars	As at 31 March, 2025	As at 31 March, 2024
Advance income tax	-	626.00
Less: Provision for income taxes	-	(555.07)
	-	70.93

10 OTHER CURRENT ASSETS

Particulars	As at 31 March, 2025	As at 31 March, 2024
Unsecured, considered good		
Advances for supply of goods and services	358.83	381.43
Advances to related parties	8,474.84	2,603.38
Prepaid Expenses	335.15	276.85
Balance with government authorities	274.23	228.86
Other Advances	72.32	7.15
	9,515.37	3,497.67

Notes to the Standalone Financial Statements (Contd.)
(All amounts are in ₹ Mn, unless otherwise stated)

11 SHARE CAPITAL

11 (A) Equity Share Capital

i) Authorised

Particulars	Equity Share Capital	
	No of Shares	Amount
Balance as at 01 April, 2023	7,00,00,000	700.00
Increase during the year	-	-
Balance as at 31 March, 2024	7,00,00,000	700.00
Increase during the year	-	-
Balance as at 31 March, 2025	7,00,00,000	700.00

ii) Shares issued, subscribed and fully paid-up

Particulars	Equity Share Capital	
	No of Shares	Amount
Balance as at 01 April, 2023	5,81,42,496	581.42
Add: Shares issued during the year	57,75,577	57.76
Add: Conversion of Preference shares into equity	-	-
Add: Bonus shares issued during the year	-	-
Balance as at 31 March, 2024	6,39,18,073	639.18
Add: Shares issued during the year (ESOP)	1,66,232	1.66
Add: Conversion of Preference shares into equity	-	-
Balance as at 31 March, 2025	6,40,84,305	640.84

iii) Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

iv) Shareholders holding more than 5% of Equity Shares

Name of Share holder	As at 31 March, 2025	As at 31 March, 2024
Mr. Ramesh Kunhikannan	3,69,43,633	3,69,43,633
% of Share holding	57.65%	57.80%

Note: For the period of five years immediately preceding 31 March, 2025

- No shares were allotted as fully paid-up pursuant to contract(s) without payment being received in cash.
- Aggregate Number and class of shares allotted as fully paid up by way of bonus shares.
- Financial Year Ended 31 March, 2025**

Particulars	No. of shares	Amount (₹)
i) During the year, the Company has allotted 92,697 and 73,535 fully paid up equity shares of ₹ 10 each under "ESOP Scheme 2022" on approval accorded by the Board of Directors of the Company at their meetings held on 26 July, 2024 and 29 March, 2025 respectively.	1,66,232	16,62,320

(d) Financial Year Ended 31 March, 2024

Particulars	No. of shares	Amount (₹)
i) The Company has issued 57,75,577 fully paid up equity shares of ₹10 each during the financial year by way of Qualified Institutional placement ("QIP") on approval accorded by the Fund raising committee of the Board of Directors of the Company held on 21 December, 2023.	57,75,577	5,77,55,770

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

v) Shareholding of Promoters

Promoter Name	As at 31 March, 2025	As at 31 March, 2024
Mr. Ramesh Kunhikannan		
- No. of Shares held	3,69,43,633	3,69,43,633
- Percentage of holding	57.65%	57.80%
- Changes during the year	(0.15%)	(5.74%)
Mrs. Savitha Ramesh		
- No. of Shares held	19,800	19,800
- Percentage of holding	0.03%	0.03%
- Changes during the year	(0.00%)	-
RK Family Trust (Ramesh Kunhikannan)		
- No. of Shares held	100	100
- Percentage of holding	0.00%	0.00%
- Changes during the year	(0.00%)	0.00%

11 (B) Instruments entirely equity in nature

Compulsorily Convertible Preference Share Capital

i) Authorised

Particulars	No of Shares	Amount
Balance as at 01 April, 2023	20,00,000	20.00
Increase during the year	-	-
Balance as at 31 March, 2024	20,00,000	20.00
Increase during the year	-	-
Balance as at 31 March, 2025	20,00,000	20.00

Pursuant to a resolution of the Board of Directors dated 05 June, 2020 and the shareholders meeting dated 05 June, 2020, the Authorised Share Capital of the Company has been reclassified to ₹ 10 Mn consisting of 10,00,000 Preference Shares of ₹ 10/- (Rupees Ten only) and a resolution of Board of Directors dated 11 October, 2020 and the shareholders meeting dated 11 October, 2020, the Authorised Share Capital of the Company has been increased from ₹ 10 Mn consisting of 10,00,000 Preference Shares of ₹ 10/- (Rupees Ten only) each to ₹ 20 Mn consisting of 20,00,000 Preference Shares of ₹ 10/- each (Rupees Ten only).

ii) Shares issued, subscribed and fully paid-up

Particulars	No of Shares	Amount
Balance as at 01 April, 2023	-	-
Add: Shares issued during the year	-	-
Add: Bonus shares issued during the year	-	-
Less: Share converted into equity during the year	-	-
Balance as at 31 March, 2024	-	-
Add: Shares issued during the year	-	-
Add: Bonus shares issued during the year	-	-
Less: Share converted into equity during the year	-	-
Balance as at 31 March, 2025	-	-

iii) Terms/rights attached to Preference shares:

The Preference Shareholders shall carry such voting rights as are exercisable by persons holding Equity Shares in the Company and shall be treated pari passu with the Equity Shares on all voting matters. In the event of liquidation, the Preference Shareholders will carry a preferential right over the holder of equity shares for payment of dividend and for payment of capital, in proportion to their shareholding and are also eligible to participate in surplus funds.

Notes to the Standalone Financial Statements (Contd.)
(All amounts are in ₹ Mn, unless otherwise stated)

12 OTHER EQUITY

Particulars	As at 31 March, 2025	As at 31 March, 2024
Securities premium (refer note i)	19,994.48	19,969.43
General Reserve (refer note ii)	130.00	130.00
Surplus in the profit and loss statement (refer note iii)	5,633.30	3,531.25
Other Comprehensive Income (refer note iv)	11.96	5.18
Employee stock options outstanding account (ESOP Reserve) (refer note v)	15.31	12.74
	25,785.05	23,648.60

i) Securities Premium	As at 31 March, 2025	As at 31 March, 2024
At beginning of the year	19,969.43	6,591.60
Changes during the year	25.05	13,377.83
As at end of the year	19,994.48	19,969.43

ii) General Reserve	As at 31 March, 2025	As at 31 March, 2024
At beginning of the year	130.00	130.00
Add: Transfer from Debenture redemption reserve	-	-
As at end of the year	130.00	130.00

iii) Surplus in the profit and loss statement	As at 31 March, 2025	As at 31 March, 2024
At beginning of the year	3,531.25	2,272.35
Add: Profit for the year	2,105.83	1,263.98
Less: Other Comprehensive Income	(6.78)	(3.00)
Other Adjustments	3.00	(2.08)
As at end of the year	5,633.30	3,531.25

iv) Other Comprehensive Income (Remeasurement of defined benefit obligations)	As at 31 March, 2025	As at 31 March, 2024
At beginning of the year	5.18	2.18
Add: Changes during the year	6.78	3.00
As at end of the year	11.96	5.18

v) Employee stock options outstanding account (ESOP Reserve)	As at 31 March, 2025	As at 31 March, 2024
At beginning of the year	12.74	6.31
Add: Share based payment expenses	8.33	7.98
Less: Adjustment on Allotment of ESOP	(3.77)	-
Less: Adjustment on forfeiture of ESOP	(1.99)	(1.55)
As at end of the year	15.31	12.74

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

NON-CURRENT LIABILITIES

13 FINANCIAL LIABILITIES

Particulars	As at 31 March, 2025	As at 31 March, 2024
Borrowings		
Term loans from banks & financial institutions		
- Secured	93.81	129.83
Vehicle loan - Secured	37.43	24.02
Less: Current maturities of Long term borrowings		
Term loans from banks & financial institutions		
- Secured	(36.36)	(35.39)
Vehicle loan - Secured	(10.55)	(7.30)
	84.33	111.16

A break-up of the above loans is tabulated below:

Loan Type	Loan Name	Repayment Terms	Amount outstanding	
			As at 31 March, 2025	As at 31 March, 2024
Term loans from Bank - Secured	HDFC Bank Term Loan (Covid)		74.67	102.67
Term loans - From Financial Institutions - Secured	Sundaram Finance Machinery Loan - 3	Repayable in 60 monthly instalments from the date of loan.	2.36	3.72
	Sundaram Finance Machinery Loan - 4		1.61	2.44
	Sundaram Finance Machinery Loan - 5		15.17	21.00
SUB TOTAL			93.81	129.83
Vehicle Loan - From Bank - Secured	SBI Loan - Mini Cooper	Repayable in 60 to 72 monthly instalments along with the interest.	-	0.05
	Canara Car Loan-Skoda Octavia		0.30	0.77
	Saraswat Car Loan-Seltos		0.04	0.34
	Saraswat Car Loan-Nex		-	0.29
	Saraswat Car Loan - Bmw		0.68	1.73
	Saraswat Car Loan - Ertiga		0.15	0.38
	Saraswat Car Loan - Santro		0.07	0.22
	Saraswat Bus Loan		0.50	0.94
	Saraswat Car Loan - Harrier		1.11	1.55
	Saraswat Car Loan - Skoda Kushaq		0.90	1.21
	Saraswat Car Loan - Innova Crysta		1.48	2.06
	Saraswat Car Loan - Fortuner		2.82	3.51
	Saraswat Car Loan - Hyundai Tucson		2.58	3.21
	Saraswat Car Loan - Urban Cruiser		1.65	2.00
	Saraswat Car Loan - Black Fortuner		3.18	3.91
	Sarawat Car Loan - Jeep Compass		1.12	1.85
	Saraswat Car Loan - BYD Seal		3.71	-
	Saraswat Car Loan - BMW		17.14	-
SUB TOTAL			37.43	24.02

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

14 DEFERRED TAX LIABILITIES (NET)

Particulars	As at 31 March, 2025	As at 31 March, 2024
Deferred Tax Liability		
Property plant and equipment: timing differences on account of depreciation allowance	158.17	119.30
Lease Asset	57.17	63.76
Prepaid rent	1.10	1.48
Fair Valuation of Mutual Funds	9.10	5.96
Gross deferred tax liability	225.54	190.50
Deferred Tax Asset		
Security Deposits	1.28	(1.65)
Provision for ECL	(82.03)	(44.27)
Leases Liability	(32.08)	(38.64)
Expenses: timing differences on expenses allowable on payment basis.	(27.17)	(23.09)
Gross deferred tax asset	(140.00)	(107.65)
Net deferred tax liability	85.54	82.85

15 LONG TERM PROVISIONS

Particulars	As at 31 March, 2025	As at 31 March, 2024
Provision for Gratuity	47.13	38.36
Provision for compensated absences	18.22	16.36
	65.35	54.72

CURRENT LIABILITIES

16 FINANCIAL LIABILITIES

16 (a) Borrowings (At Amortised Cost)	As at 31 March, 2025	As at 31 March, 2024
Credit Balance - Cash credit from banks (Secured)	5,711.16	2,037.84
Rupee Packing Credit (Secured)	296.96	279.25
Foreign Currency Packing Credit (Secured)	-	170.19
Current maturities of Long term borrowings		
- Term loans from banks & financial institutions		
- Secured	36.36	35.39
- Vehicle loan	10.55	7.30
Total	6,055.03	2,529.97

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

The Break up of above loans is tabulated below

Loan Type	Loan Name	Repayment Terms	Amount outstanding	
			As at 31 March, 2025	As at 31 March, 2024
Cash Credit	Canara Bank	Repayable on Demand	(0.48)	503.19
	Canara Bank ST		1,229.92	(0.32)
	State Bank of India		12.35	145.24
	SBI Parwanoo		(0.11)	(0.33)
	HDFC Bank		(3.48)	(352.42)
	Indusind Bank		117.97	0.79
	Indusind Bank ST		349.26	(0.74)
	Axis Bank		382.27	2.43
	Axis Bank ST		494.73	-
	HSBC Bank		(0.10)	-
	ICICI Bank		(0.02)	-
	Federal Bank		(4.27)	-
Working Capital Demand Loan (WC DL)	HDFC Bank	Repayable within 180 days from the date of disbursement	1,700.00	1,250.00
	Axis bank		-	400.00
	Indusind Bank		180.00	90.00
	SBI		453.12	-
	Federal Bank		800.00	-
SUB TOTAL			5,711.16	2,037.84
Rupee Packing Credit - Secured	Canara Bank	Repayable on Demand	100.00	80.48
	Indusind Bank - EPC		-	92.40
	State Bank of India		196.96	198.77
SUB TOTAL			296.96	371.65
Foreign Currency Packing Credit - Secured	Indusind Bank - PCFC	Repayable on Demand	-	77.79
SUB TOTAL			-	77.79

16 (b) Trade payables (At Amortised Cost)		As at 31 March, 2025	As at 31 March, 2024
Dues to micro enterprises and small enterprises		22.37	48.05
Dues to other than micro enterprises and small enterprises		5,033.08	1,841.20
Total trade payables		5,055.45	1,889.25

Ageing Schedule

As at 31 March, 2025

Particulars	Outstanding following for periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	22.37	-	-	-	22.37
Others	5,031.78	60.50	8.16	(67.36)	5,033.08

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

As at 31 March, 2024

Particulars	Outstanding following for periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	47.70	0.35	-	-	48.05
Others	1,773.06	64.56	7.22	(3.64)	1,841.20

* No trade payables are disputed as at 31 March, 2025 and 31 March, 2024.

16 (c) Other financial liabilities (At Amortised Cost)	As at 31 March, 2025	As at 31 March, 2024
Payables - Capital Goods	165.00	-
Employee benefits payable	113.53	100.91
Deferred consideration payable	157.94	45.24
Interest accrued and due on borrowings	15.81	9.49
	452.28	155.64

17 CURRENT TAX LIABILITIES (NET)

Particulars	As at 31 March, 2025	As at 31 March, 2024
Provision for income taxes	1,155.47	-
Advance income tax	(1,096.20)	-
	59.27	-

18 OTHER CURRENT LIABILITIES

Particulars	As at 31 March, 2025	As at 31 March, 2024
Advance from customers	26.63	77.34
Statutory dues and related liabilities	91.52	15.56
Other payables	340.09	311.15
	458.24	404.05

19 SHORT-TERM PROVISIONS

Particulars	As at 31 March, 2025	As at 31 March, 2024
Provision for employee benefits		
Provision for Gratuity	13.38	10.77
Provision for Compensated absence	3.70	3.01
	17.08	13.78

20 REVENUE FROM OPERATIONS

Particulars	For the period ended 31 March, 2025	For the year ended 31 March, 2024
Sale of Goods	18,282.31	12,124.52
Sale of services	872.12	614.87
	19,154.43	12,739.39
The Company derives revenue from the transfer of goods & services in the following geographical regions		
India	17,593.99	11,560.64
Outside India	1,560.44	1,178.75
	19,154.43	12,739.39

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

Particulars	For the period ended 31 March, 2025	For the year ended 31 March, 2024
Timing of Revenue Recognition		
Goods transferred at a point in time	18,282.31	12,124.52
Service transferred at a point in time	872.12	614.87
	19,154.43	12,739.39

21 OTHER INCOME

Particulars	For the period ended 31 March, 2025	For the year ended 31 March, 2024
Interest Income :		
Interest received on deposits with banks	953.30	497.35
Interest received on Advances with others	307.18	118.73
Interest on Security Deposit	1.95	1.89
Gain On Fair Valuation of Mutual Funds	93.03	23.45
Profit on sale of investment	7.29	-
Profit on sale of property, plant and equipment (net)	0.24	-
Export Incentives	0.07	-
Other non-operating income	0.67	0.51
Interest Income on staff loan (Ind AS)	1.49	-
	1,365.22	641.93

22 COST OF MATERIALS CONSUMED

Particulars	For the period ended 31 March, 2025	For the year ended 31 March, 2024
Inventory at the beginning of the year	3,201.09	2,742.94
Add: Purchases	15,340.93	9,803.77
Less : Inventory at the end of the year	(4,489.25)	(3,201.09)
Less: Research and Development expenses - considered separately	(94.79)	(15.11)
Cost of materials consumed	13,957.98	9,330.51

23 CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS

Particulars	For the period ended 31 March, 2025	For the year ended 31 March, 2024
Finished goods		
Closing stock	338.56	250.06
Opening stock	250.06	210.00
Sub total (A)	(88.50)	(40.06)
Work-in-progress		
Closing stock	909.35	1,012.85
Opening stock	1,012.85	838.26
Sub total (B)	103.50	(174.59)
Total Changes in Inventories	15.00	(214.65)

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

24 EMPLOYEE BENEFITS EXPENSES

Particulars	For the period ended 31 March, 2025	For the year ended 31 March, 2024
Salaries and incentive	1,027.62	807.29
Contribution to provident fund	28.66	27.07
Share based payment expenses	6.34	6.43
Gratuity contribution scheme (Refer note 34)	18.17	14.63
Staff welfare expenses	101.81	79.00
Employee benefit expense on loan	1.43	-
Less: Research and Development expenses - considered separately	(54.36)	(53.42)
	1,129.67	881.00

25 FINANCE COSTS

Particulars	For the period ended 31 March, 2025	For the year ended 31 March, 2024
Interest on borrowings	842.35	526.01
Interest on others	0.39	-
Unwinding of interest	5.23	1.22
Other borrowing costs	21.59	19.17
Interest on lease liabilities (Refer Note 32)	16.28	18.73
Less: Capitalised	(8.51)	(29.66)
	877.33	535.47

26 DEPRECIATION AND AMORTISATION EXPENSE

Particulars	For the period ended 31 March, 2025	For the year ended 31 March, 2024
Depreciation of property, plant & equipment (Refer Note 3)	164.72	112.39
Amortisation of Intangible Assets (Refer Note 3(c))	62.54	61.95
Depreciation of Rights-of-Use Assets (Refer Note 3(e))	40.52	40.07
	267.78	214.41

27 OTHER EXPENSES

Particulars	For the period ended 31 March, 2025	For the year ended 31 March, 2024
Rent	12.70	5.39
Rates and taxes	24.75	25.81
Printing and stationery	3.00	3.40
Insurance	31.58	22.28
Discount Allowed	0.19	0.98
Donation (Refer Note : 43)	110.08	0.52
Power and fuel	79.39	71.31
Labour and Processing Charges	344.41	198.43
Consumption of stores and spares	271.06	175.42
Repairs and maintenance - Plant & Machinery	19.25	16.10
Repairs and maintenance - Buildings	7.92	8.52
Repairs and maintenance - Others	21.53	20.69
Security maintenance expenses	18.56	12.06
Research and Development Expenses	8.63	8.32



Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

Particulars	For the period ended 31 March, 2025	For the year ended 31 March, 2024
Legal and professional fees	85.09	64.67
Audit Fees	3.60	3.60
LD/Claim Settled	2.61	1.99
Bank charges	32.69	20.02
Communication expenses	5.16	5.17
Travelling and conveyance	93.96	70.40
Business Promotion	25.50	18.13
Freight and forwarding charges	121.29	83.34
CSR expenditure	23.35	12.87
Provision for Expected Credit Loss (ECL)	150.00	135.19
Exchange Differences loss/ (gain)	8.77	12.01
Hire charges	4.58	15.50
Director sitting fees	3.64	3.42
Miscellaneous expenses	5.12	13.04
	1,518.41	1,028.58

Research and Development Expenditure	For the period ended 31 March, 2025	For the year ended 31 March, 2024
Raw Materials, Components and Consumables	94.79	15.11
Salaries and Wages	54.36	53.42
Legal and professional fees	-	6.49
Communication expenses	0.29	0.26
Travelling and Conveyance	-	1.45
	149.44	76.73
Less: Capitalised	(140.81)	(68.41)
	8.63	8.32

Payment to Auditors	For the period ended 31 March, 2025	For the year ended 31 March, 2024
As statutory auditors		
Audit fees	2.50	2.50
Tax audit fee	0.50	0.50
Limited review fees	0.60	0.60
	3.60	3.60

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Kaynes Technology India Limited

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

28 CONTINGENT LIABILITIES AND COMMITMENTS

Particulars	As at 31 March, 2025	As at 31 March, 2024
Contingent Liabilities:		
a) Claims against the Company not acknowledged as debt		
Disputed Income Tax Demand [refer note 28.1]	-	1.74
Disputed Income Tax Demand - CPC Demand (refer note 28.2)	6.05	6.05
Disputed Income Tax Demand - CPC Demand (refer note 28.3)	34.58	31.81
Disputed Income Tax Demand - CPC demand (refer note 28.4)	1.80	1.62
Disputed Indirect taxes Demand (Refer note 28.5)	23.95	23.95
Disputed Income Tax Demand - CPC demand (refer note 28.6)	45.88	19.82
b) Bank Guarantees for contractual performance	72.04	66.71
c) Letter of Credit issued by bank	0.22	6.92
d) Bond Executed for Customs/Central Excise. (Covered by Bank guarantee to the extent of Rs 5.5 Mn)	470.00	470.00
e) On account of Bills Discounted with Banks set off against Trade Receivable	823.43	1,160.71
f) Corporate Guarantee to Subsidiary Companies	2,105.80	780.40
Commitments:		
(i) Estimated amount of contracts remaining to be executed on capital account and not provided for, net of advances.	188.79	-
(ii) Approval for Land Conversion from Lease to Sale of Plot no 20 & Plot no 119 from Karnataka Industrial Area Development Board (KIADB) is in progress. Estimated Conversion cost is considered as a Capital commitment remaining unexecuted	12.14	12.14

- 1 CPC demand of ₹ 17,37,670/- against the disallowance made by ITO against under 35(2AB) for A.Y. 2016-17 and thereby reducing the MAT credit availed by the Company which was disputed in appeal before CIT(A) and the matter is resolved in FY 2024-25.
- 2 Income tax authorities Disallowed R& D expenditure and raised a demand for non submission of certificate from DSIR , Delhi. We requested for extension of time and in the process of obtaining the certificate to substantiate the claim.
- 3 The disallowance on account of delay in payment of employer's contribution to EPF & ESI . Filed appeal against the order and submitted the relevant documentation. Assessing officer is in the process of reviewing supportings provided by us to substantiate our claim.
- 4 Commissioner of Income tax , Bangalore has issued a notice on Short deduction of TDS for various years commencing from FY 2009-10 to 2023-24 and imposed a Interest and penalty. Demand appearing in the TDS Portal amounts to ₹ 1.62 Mn . We are in the process of adjusting the demand against the unconsumed challans available . We have already submitted a request to the commissioner for extension of time for reconciliation of TDS .
- 5 There are 16 cases relating to excise, VAT, Customs and CST amounting to ₹ 23.95 Mn covering a period commencing from FY 2012-13 to 2018-19 pertaining to units located in various states in Uttarakand and Maharashtra. Many of the cases required Information provided to the Concerned authorities and are in progress.
- 6 The disallowance / add back on account TDS non deducution wrongly considered by AO in Assessment order. Filed appeal against the order and submitted the relevant documentation. Assessing officer is in the process of reviewing supportings provided by us to substantiate our claim.

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

29 RELATED PARTY DISCLOSURES

Disclosure in respect of material transactions with associated parties as required by Indian Accounting Standard (Ind AS 24) "Related Party Disclosures".

[A.] Related Parties and their Relationship with the Company

Ref.	Description of relationship	Names of Related parties
[1.]	Subsidiary Companies:	Kemsys Technologies Private Limited Kaynes Technology Europe GmbH Kaynes International Design & Manufacturing Private Limited Kaynes Embedded Systems Private Limited Kaynes Semicon Private Limited Kaynes Circuits India Private Limited Digicom Electronics Inc. Kaynes Mechatronics Private Limited Kaynes Electronics Manufacturing Private Limited Iskraemeco India Private Limited Kaynes Holding Pte Limited Sensonic GmbH (Subsidiary of Kaynes Holding Pte Limited) Sensonic US Inc (Subsidiary of Kaynes Holding Pte Limited) Sensonic UK Ltd (Subsidiary of Kaynes Holding Pte Limited) Sensonic IN India Private Limited (Subsidiary of Kaynes Holding Pte Limited) Essnkay Electronics LLC
[2.]	Entity Controlled by Directors:	Kaynes Technology Inc. Kemsys Technologies Inc. Kaynes Circuits Private Limited Mysore ESDM Cluster Cheyyur Real Estates Private Limited Cheyyur Properties Private Limited Nambi Reality Private Limited
[3.]	Entity where relative of Directors have substantial interest	A ID Systems (India) Private Limited
[4.]	Key Management Personnel:	
	Ms. Savitha Ramesh	Executive Chairperson.
	Mr. Ramesh Kunhikannan	Managing Director
	Mr. Jairam Paravasthu Sampath	Whole Time Director & Chief Financial Officer
	Mr. Rajesh Sharma	Chief Executive Officer
	Mr. Anup Kumar Bhat	Independent Director
	Mr. Vivekandh Ramaswamy	Independent Director (from 12 January, 2022 to 01 November, 2023)
	Mr. Seeplaputhur Ganapathiramaswamy Murali	Independent Director
	Mr. Alexander Koshy	Independent Director
	Ms. Poornima Ranganath	Independent Director
	Mr. Heinz Franz Moitzi	Independent Director (w.e.f 16 June, 2023)
	Mr. Adithya Jain S.M	Company Secretary & Compliance Officer (from 15 September, 2023 to 30 November, 2024)
	Mr. Anuj Mehtha	Company Secretary & Compliance Officer (w.e.f 27 January, 2025)

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

Ref.	Description of relationship	Names of Related parties
[5.]	Relatives of KMP's:	
		Ms. Premita Ramesh
		Mr. Govind Shasiprasad Menokee

[B.] Transactions with KMPs

Transactions / Balances	For the period ended 31 March, 2025	For the year ended 31 March, 2024
[i.] Remuneration and Commission:		
Mr. Ramesh Kunhikannan	18.00	18.00
Ms. Savitha Ramesh	18.00	18.00
Mr. Jairam Paravasthu Sampath	9.60	8.00
Ms. Premita Ramesh	6.00	5.40
Mr. Govind Shasiprasad Menokee	8.40	6.60
Mr. Rajesh Sharma	14.50	8.00
Mr. Anuj Mehtha	0.20	-
Mr. Adithya Jain S.M	2.33	2.40
[ii.] Share Based Payments Exercised:		
Mr. Jairam Paravasthu Sampath	80.47	-
Mr. Rajesh Sharma	15.72	-
Mr. Adithya Jain S.M	2.35	-
[iii.] Reimbursement of expenses		
Mr. Ramesh Kunhikannan	5.37	3.60
Ms. Savitha Ramesh	0.33	1.45
Ms. Premita Ramesh	-	-
Mr. Jairam Paravasthu Sampath	0.50	0.12
Mr. Rajesh Sharma	0.01	0.11
Mr. Govind Shasiprasad Menokee	0.87	0.42
Mr. Adithya Jain S M	0.01	0.01
Mr. Anuj Mehtha	-	-

[C.] Balances with KMPs and relatives of KMPs

	As at 31 March, 2025	As at 31 March, 2024
[i.] Salaries payable		
Mr. Ramesh Kunhikannan	0.97	1.00
Ms. Savitha Ramesh	1.00	0.99
Mr. Jairam Paravasthu Sampath	0.55	0.46
Ms. Premita Ramesh	0.36	0.33
Mr. Govind Shasiprasad Menokee	0.32	0.40
Mr. Rajesh Sharma	1.01	0.50
Mr. Anuj Mehtha	0.10	-
Mr. Adithya Jain S M	-	0.18



Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

[D.] Transactions with Related Parties other than KMPs

Name of the related party	Nature of the transaction	For the period ended 31 March, 2025	For the year ended 31 March, 2024
Kaynes International Design & Manufacturing Private Limited	Loans and Advances given to	813.68	189.68
	Loans and Advances repaid by	575.16	49.80
	Interest on loan advanced	17.87	-
	Corporate Guarantee given	180.80	80.40
	Sale of material	27.52	4.36
	Purchases	3.53	-
Kemsys Technologies Private Limited	Loans and Advances given to	3.41	64.50
	Loans and Advances repaid by	1.28	224.00
	Services Received from	-	-
	Interest on loan advanced	1.48	7.60
	Purchases	0.97	2.96
	Sale of material	-	-
	Investments	-	224.00
Kaynes Electronics Manufacturing Private Limited	Investments	-	-
	Loans and Advances given to	9,428.29	1,749.95
	Loans and Advances repaid by	6,971.79	-
	Sale of material	1,604.85	390.58
	Purchases	1,141.90	3.54
	Interest on loan advanced	143.19	107.93
	Corporate Guarantee given	1,225.00	-
	Management services	-	11.28
Kaynes Technology Inc.	Services Rendered	34.72	53.33
	Services Received	-	-
Kemsys Technologies Inc.	Services Rendered	-	-
Kaynes Semicon Private Limited	Loans and Advances given to	1,872.09	240.49
	Loans and Advances repaid by	560.21	16.65
	Investments	-	2.50
	Interest on loan advanced	101.92	3.19
Kaynes Circuits India Private Limited	Loans and Advances given to	923.87	1.77
	Loans and Advances repaid by	25.80	-
	Investments	-	2.50
	Interest on loan advanced	12.40	-
Kaynes Mechatronics Private Limited	Investments	-	0.10
	Loans and Advances given to	633.20	64.69
	Loans and Advances repaid by	63.57	-
	Interest on loan advanced	30.34	-
	Sale of material	2.60	-
	Purchases	32.45	-
Digicom Electronics Inc	Investments	-	199.63
	Loans and Advances given to	-	49.79
	Loans and Advances repaid by	8.29	-
Essnkay Electronics LLC	Investments	100.18	-

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Kaynes Technology India Limited

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

Name of the related party	Nature of the transaction	For the period ended 31 March, 2025	For the year ended 31 March, 2024
Iskraemeco India Private Limited	Investments	429.86	-
	Corporate Guarantee given	700.00	-
	Sale of material	1,625.35	-
	Purchase of material	879.74	-
Kaynes Holding Pte Ltd	Investments	650.77	-

[E.] Balances with Related Parties other than KMPs

Name of the related party	Nature of the transaction	As at 31 March, 2025	As at 31 March, 2024
Kaynes International Design & Manufacturing Private Limited	Loans and Advances received	327.67	65.16
	Investments	1.50	1.50
	Corporate Guarantee given	180.80	80.40
Kemsys Technologies Private Limited	Loans and Advances	19.67	18.51
	Investments	229.00	229.00
	Interest on loan advanced	9.08	7.60
Kaynes Embedded Systems Private Limited	Loans and Advances given	-	-
	Investments	3.00	3.00
Kaynes Technology Europe GmbH	Investments	9.24	9.24
	Trade payable	-	0.50
Mysore ESDM Cluster	Investments	2.64	2.64
	Loans and Advances	0.68	0.68
Kaynes Technology Inc.	Services Rendered Receivable	13.91	12.48
Kaynes Electronics Manufacturing Private Limited	Investments	0.10	0.10
	Loans and Advances given to	3,504.92	2,247.97
	Advances given for supply of goods	1,662.50	-
	Corporate Guarantee given	1,225.00	-
	Interest on loan advanced	143.19	107.93
	Management services	-	11.28
Kaynes Interconnection Systems India Private Limited	Loans and Advances	-	-
	Trade Payables	-	-
Kaynes Semicon Private Limited	Loans and Advances given to	1,535.72	223.84
	Investments	2.50	2.50
	Interest on loan advanced	105.11	3.19
Kaynes Circuits India Private Limited	Loans and Advances given to	899.84	1.77
	Investments	2.50	2.50
	Interest on loan advanced	12.40	-
Kaynes Mechatronics Private Limited	Investments	0.10	0.10
	Loans and Advances given to	604.47	64.69
	Interest on loan advanced	30.34	-
Digicom Electronics Inc	Investments	199.63	199.63
	Loans and Advances	41.50	49.79
Essnkay Electronics LLC	Investments	100.18	-
Iskraemeco India Private Limited	Investments	429.86	-
	Corporate Guarantee given	700.00	-
Kaynes Holding Pte Ltd	Investments	650.77	-

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

30 SEGMENT INFORMATION

Based on the management approach as defined in IND AS 108 – Operating Segments, the Chief Operating Decision Maker (CODM) evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by geographical segments. Accordingly, the Company has identified India and Outside India as its reportable segment.

As expenses, assets and liabilities are not separately identified for the individual segments, these are considered as common cost and unallocated. Hence, information with respect to revenue alone is provided by the Company for the geographical segments identified.

A) Revenue from Customers

Geographic Segment	For the period ended 31 March, 2025	For the year ended 31 March, 2024
Outside India	1,560.44	1,178.75
In India	17,593.99	11,560.64
	19,154.43	12,739.39

All material assets are located in India as export proceeds are also realisable in India. Hence no disclosure of segment assets/cost to acquire tangible and intangible asset is given.

Customer Contribution revenue more than 10% as below:

Particulars	For the year ended 31 March, 2025		For the year ended 31 March, 2024	
	Revenue Contribution more than 10%	Percentage of Revenue Contribution	Revenue Contribution more than 10%	Percentage of Revenue Contribution
	(in Mn)	(in %)	(in Mn)	(in %)
Sale of Goods :				
Customer A	2,293.18	12.54%	1278.27	10.54%
Customer B	1,830.14	10.01%	1383.31	11.41%
Sale of Services :				
Customer A	487.32	55.88%	102.31	16.64%

Note: Customer identities have been excluded to safeguard confidentiality. The entities represented in each period are not necessarily identical.

31 EARNINGS PER SHARE (EPS)

Particulars	As at 31 March, 2025	As at 31 March, 2024
Earnings		
Profit after tax for the year	2,099.05	1,260.98
Weighted average number of equity shares used as the denominator in calculating basic and diluted earnings per share (number) :		
Basic :		
Number of Shares outstanding at the beginning of the year	6,39,18,073	5,81,42,496
Add : Shares Issued during the year	1,66,232	57,75,577
Number of Shares outstanding at the end of the year	6,40,84,305	6,39,18,073
Weighted average number of equity shares for calculating Basic EPS	6,39,81,914	5,97,56,493
Profit after tax for the year attributable to equity shareholders	2,099.05	1,260.98
Basic EPS (₹ per share)	32.81	21.10

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

Particulars	As at 31 March, 2025	As at 31 March, 2024
Diluted :		
Number of shares considered as basic weighted average shares outstanding	6,39,81,914	5,97,56,493
Add: Effect of diluted equity shares relating to CCPS/ESOP Options issued	5,92,146	7,71,661
Number of shares considered as diluted weighted average shares outstanding	6,45,74,060	6,05,28,154
Diluted EPS (₹ per share)	32.51	20.83
Restated Earnings per equity share (Face Value ₹ 10/- per share)		
- Basic	32.81	21.10
- Diluted	32.51	20.83

32 DISCLOSURE WITH RESPECT TO IND AS 116 - LEASES

Information about Leases Assets for which the Company is a lessee is presented below

Particulars	As at 31 March, 2025	As at 31 March, 2024
Balance as at beginning of the year	253.32	154.41
Additions	14.35	138.98
Deletions	-	-
Depreciation*	(40.52)	(40.07)
Balance as at end of the year	227.15	253.32

*The aggregate depreciation expense on Right-of-use assets is included under depreciation expense in the Standalone Statement of Profit and Loss.

The changes / movement in Lease Liabilities of the Company are as follows:

Particulars	As at 31 March, 2025	As at 31 March, 2024
Balance as at beginning of the year	153.54	173.66
Additions	25.35	14.38
Deletions	-	-
Payment of lease liabilities	(58.88)	(53.23)
Accreditation of interest	16.28	18.73
Balance as at end of the year	136.29	153.54
Current Liabilities	26.65	32.70
Non-Current Liabilities	100.83	120.84
Total cash outflow for leases	58.88	53.23

The table below provides details regarding amounts recognised in the Standalone Statement of Profit and Loss:

Particulars	For the period ended 31 March, 2025	For the year ended 31 March, 2024
Expenses relating to short-term leases and/or leases of low-value items	12.70	5.39
Interest on lease liabilities	16.28	18.73
Depreciation expense	40.52	40.07
Total	69.50	64.19

Contractual maturities of lease liabilities on undiscounted basis

Particulars	As at 31 March, 2025	As at 31 March, 2024
Less than one year	46.66	48.11
More than one year	128.33	160.38
	174.99	208.49

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

33 TAXES**(a) Income tax expense:**

Components of Income Tax Expense

(i) Income tax recognised in Profit or Loss:

Particulars	For the period ended 31 March, 2025	For the year ended 31 March, 2024
Tax expense recognised in the Statement of Profit and Loss		
A. Net tax expense	649.46	340.00
B. Deferred tax (credit)/charge	4.97	5.02
Net deferred tax	4.97	5.02
Total income tax expense recognised in statement of Profit & Loss	654.43	345.02

C. Tax recognised in Other Comprehensive Income:

Particulars	For the period ended 31 March, 2025	For the year ended 31 March, 2024
Origination and reversal of temporary differences - OCI	(2.28)	
Remeasurement of Defined Benefiy Obligation	-	(1.01)
Total	(2.28)	(1.01)

	As at 31 March, 2025	As at 31 March, 2024
Current tax assets / liabilities (net)		
D. Advance tax (net of provision for tax)	-	70.93
E. Provision for tax (net of advance payment of taxes)	59.27	-
Deferred tax assets / liabilities (net)	59.27	70.93
F. Deferred tax asset	(140.00)	(107.65)
G. Deferred tax liability	225.54	190.50
Deferred tax Liability (net)	85.54	82.85

H. Reconciliation of tax expense and the Accounting Profit

Particulars	For the period ended 31 March, 2025	For the year ended 31 March, 2024
Profit Before Tax	2,753.48	1,606.00
Enacted tax rate in India (B)	25.17%	25.17%
Expected tax expense using the Company's applicable rate	693.00	404.20
Deferred tax effect	4.97	5.02
Impact of earlier period tax provision	39.46	-
Impact of Difference Between Depreciation as per books of accounts & Income Tax Act, 1961	(41.24)	(43.85)
Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes on payment basis	6.75	9.38
Tax effect on account of Ind AS adjustment	17.69	(3.32)
Other Deductions allowed as per Income Tax Act, 1961	(66.20)	(26.41)
Income tax expense recognised in statement of profit or loss	654.43	345.02

Note: The tax rate used for the period ended 31 March, 2025 and 31 March, 2024 reconciliations above is the corporate tax rate of 25.17% and 25.17% respectively, payable by corporate entities in India on book profits under Indian Income Tax Laws.

Notes to the Standalone Financial Statements (Contd.)
(All amounts are in ₹ Mn, unless otherwise stated)

34 EMPLOYEE BENEFIT PLANS

[a.] Defined Contribution Plans

Particulars	For the period ended 31 March, 2025	For the year ended 31 March, 2024
Employers' contribution to Provident Fund	7.03	6.67
Employers' contribution to Employee State Insurance	5.66	5.18
Employers' contribution to Employee's Pension Scheme 1995	15.97	15.15

[b.] Defined Benefit Plan

Gratuity -Funded obligation

The liability towards gratuity is provided for on the basis of independent actuarial valuation using projected unit credit method. The liability for gratuity is administered through Life Insurance Corporation of India (LIC).

Compensated Absences- Unfunded obligation

Company provided for unavailed accumulated leave of employees on the basis of actuarial valuation using projected unit credit method.

Gratuity -Funded obligation

i. Actuarial Assumptions

Particulars	For the period ended 31 March, 2025	For the year ended 31 March, 2024
Discount Rate (per annum)	7.00%	7.25%
Expected return on plan assets	7.67%	7.67%
Salary escalation rate*	5.00%	5.00%
Mortality rate	IALM (2012-14) Ultimate	IALM (2012-14) Ultimate

*The assumption of future salary escalation in actuarial valuation, takes into account inflation, seniority, promotions and other relevant factors such as supply and demand in the employment market.

ii. Reconciliation of Obligation

Particulars	For the period ended 31 March, 2025	For the year ended 31 March, 2024
Present value of obligation at the beginning of the year	60.37	47.37
Current Service Cost	12.81	10.51
Past Service cost	-	-
Interest Cost	4.38	3.55
Actuarial (gain)/ loss	(0.87)	1.72
Benefits Paid	(4.20)	(2.78)
Present value of obligation at the end of the year	72.49	60.37

iii. Reconciliation of fair value of plan assets

Particulars	For the period ended 31 March, 2025	For the year ended 31 March, 2024
Fair value of plan assets at the beginning of the year	11.24	5.75
Actual return of plan assets	0.79	0.39
Actuarial gain/ (loss)	0.78	-
Contributions	3.36	7.88
Benefits paid	(4.20)	(2.78)
Assets distributed on settlement	-	-
Charges Deducted	-	-
Fair value of plan assets at the end of the year	11.96	11.24

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

iv. Description of Plan Assets

Particulars	For the period ended 31 March, 2025	For the year ended 31 March, 2024
Insured Managed Funds(LIC India)	11.96	11.24

v. Net (Asset)/ Liability recognised in Standalone statement of assets and liabilities

Particulars	For the period ended 31 March, 2025	For the year ended 31 March, 2024
Present value of obligation at the end of the year	72.49	60.37
Fair value of plan assets at the end of the year	11.96	11.24
Net (asset)/ liability recognised in Standalone statement of assets and liabilities	60.53	49.13

vi. (Income)/ Expense recognised in Standalone statement of profit and loss

Particulars	For the period ended 31 March, 2025	For the year ended 31 March, 2024
Current Service Cost	12.81	10.51
Interest Cost	4.38	3.55
Actuarial (gain)/ loss recognised for the period	(1.65)	1.72
Expected return on plan assets	(0.79)	(0.39)
(Income)/ Expenses recognised in Standalone statement of profit and loss	14.75	15.39

vii) Sensitivity analysis of the defined benefit obligation:

Particulars	For the period ended 31 March, 2025	For the year ended 31 March, 2024
Impact of the change in Discount Rate		
Present Value of Obligation at the end of the period	72.48	60.37
Impact due to increase of 1%	66.81	55.76
Impact due to decrease of 1%	79.20	65.82
Impact of the change in salary increase		
Present Value of Obligation at the end of the period	72.48	60.37
Impact due to increase of 1%	79.27	65.82
Impact due to decrease of 1%	66.66	55.70
Impact of the change in Withdrawal Rate		
Present Value of Obligation at the end of the period	72.48	60.37
Impact due to increase of 1%	73.22	61.08
Impact due to decrease of 1%	71.56	59.49

viii) Maturity profile of defined benefit obligation:

Particulars	For the period ended 31 March, 2025	For the year ended 31 March, 2024
Year 1	13.38	10.76
Year 2	4.26	2.38
Year 3	2.20	3.66
Year 4	1.44	1.81
Year 5	3.46	1.66
Years 6 to 10	47.75	40.07

The above disclosures are based on information certified by the independent actuary and relied upon by auditors.

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

ix) Other comprehensive (income) / expenses (Remeasurement)

Particulars	For the period ended 31 March, 2025	For the year ended 31 March, 2024
Cumulative unrecognised actuarial (gain)/loss opening. B/F	(8.45)	(10.19)
Actuarial (gain)/loss - obligation	(0.87)	1.72
Actuarial (gain)/loss - plan assets	0.79	0.02
Total Actuarial (gain)/loss	(0.09)	1.74
Cumulative total actuarial (gain)/loss. C/F	(8.62)	(8.45)

Compensated Absences- Unfunded obligation

i. Actuarial Assumptions

Particulars	For the period ended 31 March, 2025	For the year ended 31 March, 2024
Discount Rate (per annum)	7.00%	7.25%
Expected return on plan assets	NA	NA
Salary escalation rate*	5.00%	5.00%

ii. Reconciliation of Obligation

Particulars	For the period ended 31 March, 2025	For the year ended 31 March, 2024
Present value of obligation at the beginning of the year	19.36	16.46
Current Service Cost	8.55	7.42
Past Service cost	-	-
Interest Cost	1.40	1.23
Actuarial (gain)/ loss	(7.41)	(5.75)
Benefits Paid	-	-
Present value of obligation at the end of the year	21.90	19.36

iii. Net (Asset)/ Liability recognised in Standalone statement of assets and liabilities

Particulars	For the period ended 31 March, 2025	For the year ended 31 March, 2024
Present value of obligation at the end of the year	21.90	19.36
Fair value of plan assets at the end of the year	-	-
Net (asset)/ liability recognised in Standalone statement of assets and liabilities	21.90	19.36

iv) (Income)/ Expense recognised in Standalone statement of profit and loss

Particulars	For the period ended 31 March, 2025	For the year ended 31 March, 2024
Current Service Cost	8.55	7.42
Interest Cost	1.40	1.23
Actuarial (gain)/ loss recognised for the period	(7.41)	(5.75)
(Income)/ Expenses recognised in Standalone statement of profit and loss	2.54	2.90

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

v) Sensitivity analysis of the defined benefit obligation:

Particulars	For the period ended 31 March, 2025	For the year ended 31 March, 2024
Impact of the change in Discount Rate		
Present Value of Obligation at the end of the period	21.92	19.37
Impact due to increase of 1%	20.10	17.78
Impact due to decrease of 1%	24.07	21.24
Impact of the change in salary increase		
Present Value of Obligation at the end of the period	21.92	19.37
Impact due to increase of 1%	24.09	21.27
Impact due to decrease of 1%	20.06	17.73
Impact of the change in Withdrawal Rate		
Present Value of Obligation at the end of the period	21.92	19.37
Impact due to increase of 1%	22.29	19.73
Impact due to decrease of 1%	21.49	18.95

35 EMPLOYEES' STOCK OPTION PLANS (ESOP)

(i) Kaynes Employees Stock Option Scheme 2022

The members of the Company at its Extraordinary General Meeting held on 12 January, 2022 had approved the issue of Stock Options to eligible employees/directors of the Company and its subsidiaries. Accordingly, the Board at their meeting held on 12 January, 2022 approved the "Kaynes ESOP Scheme 2022". A Compensation Committee was formed to govern the "Kaynes ESOP Scheme 2022" which has approved Details are as follows:

Particulars	Year 1	Year 2	Year 3	Year 4
Grant Date	04 July, 2022	04 July, 2022	04 July, 2022	04 July, 2022
Vesting date	04 July, 2023	04 July, 2024	04 July, 2025	04 July, 2026
Option Granted (Nos)	9,23,160	9,23,160	9,23,160	9,23,160
Exercise price (Amount in ₹ per share)	138.00	138.00	138.00	138.00

(ii) Fair value of share options granted during the year

The fair value of options granted is estimated using the Black Scholes Option Pricing Model after applying the key assumption which are tabulated below. The expected volatility has been calculated using the daily stock returns on NSE, based on expected life options of each vest. The expected life of share option is based on historical data and current expectation and not necessarily indicative of exercise pattern that may occur.

(iii) Inputs in the pricing model

Particulars	Year 1	Year 2	Year 3	Year 4
Weighted average fair Value of options	18.07	22.66	32.26	35.32
Exercise price (Amount in ₹ per share)	138.00	138.00	138.00	138.00
Expected Volatility	16.96%	17.28%	25.02%	23.42%
Options Life (Number of Years)	1.50	2.00	2.50	3.00
Dividend Yield	0.00%	0.00%	0.00%	0.00%
Risk Free Rate	6.13%	6.41%	6.62%	6.77%

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

(iv) Movement in stock options

For the year ended 31 March, 2025

Particulars	No of Options
Options outstanding as at 31 March, 2023	8,95,900
New options issued during the year	-
Options exercised during the year	-
Lapsed/ forfeited during the year	(91,056)
Expired during the year	-
Options outstanding as at 31 March, 2024	8,04,844
Options exerciseable as at 31 March, 2024	-
New options issued during the year	-
Options exercised during the year	(1,66,232)
Lapsed/ forfeited during the year	(24,143)
Expired during the year	-
Options outstanding as at 31 March, 2025	6,14,469
Options exerciseable as at 31 March, 2025	-

During the year ended 31 March, 2025, the Company recorded an employee share based payment expense of ₹ 6.34 Mn (31 March, 2024 : ₹6.43 Mn) in the Statement of Profit and Loss.

36 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's principal financial liabilities comprise of short tenured borrowings, trade and other payables. Most of these liabilities relate to financing for working capital requirements. the Company has trade and other receivables, loans and advances that arise directly from its operations.

The Company is accordingly exposed to market risk, credit risk and liquidity risk.

The Company's senior management oversees management of these risks. The senior professionals working to manage the financial risks and the appropriate financial risk governance framework for the Company are accountable to the Board of Directors and the Audit Committee. This process provides assurance that the Company's financial risk-taking activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with Group's policies and overall risk appetite.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate risk and currency rate risk. Financial instruments affected by market risk include loans and borrowings, deposits and advances.

i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. the Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rates.

The Company has no exposure to financial instruments with an interest rate risk as on 31 March, 2025 and 31 March, 2024.

ii) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. the Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency) and the Company's net investments in foreign subsidiaries.

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

Foreign currency sensitivity

The sensitivity analysis has been based on the composition of the Company's financial assets and liabilities at the end of the respective reporting periods. The period end balances are not necessarily representative of the average debt outstanding during the period.

Particulars	Currency	As at 31 March, 2025		As at 31 March, 2024	
		Foreign Currency	₹ (Mn)	Foreign Currency	₹ (Mn)
Financial assets					
Trade receivable	EURO	2.28	210.71	1.52	137.34
Trade receivable	GBP	0.68	75.53	0.67	70.18
Trade receivable	JPY	-	-	-	-
Trade receivable	USD	6.70	573.80	5.03	419.41
Trade receivable	AUD	0.00	0.04	0.00	0.04
Trade receivable	AED				
Advance to suppliers	EURO	0.73	67.22	0.34	30.77
Advance to suppliers	CNY	-	-	0.85	9.81
Advance to suppliers	GBP	0.05	5.51	0.04	4.58
Advance to suppliers	JPY	1.37	0.78	1.60	0.88
Advance to suppliers	USD	1.74	149.25	2.30	191.69
Financial Liabilities					
Trade payables	EURO	0.97	89.26	0.51	46.20
Trade payables	GBP	0.09	9.48	0.18	19.26
Trade payables	JPY	181.71	103.23	165.33	91.12
Trade payables	CHF	-	0.04	-	-
Trade payables	USD	26.62	2,279.56	15.43	1,287
Trade payables	CNY	0.44	5.14	0.02	0.24
Net Exposure in financial liability			(1,403.87)		(578.99)

Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. the Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its investing activities, deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

A. Trade Receivables

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored. An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The calculation is based on exchange losses historical data.

The Company does not hold collateral as security. the Company evaluates the concentration of risk with respect to trade receivables as low, as its customers (which are in the nature of reputed banking and financial institutions) are located in several jurisdictions and industries and operate in largely independent markets.

The Company creates allowance for all unsecured receivables based on lifetime expected credit loss based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information. The management makes estimates of the expected losses on receivables taking into account past history and their assumptions. Expected credit loss allowance is calculated by comparing the management estimates with the provision matrix.

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

Details of allowances for expected credit losses are provided hereunder

Particulars	As at 31 March, 2025	As at 31 March, 2024
At the beginning of the year	175.92	40.73
Provisions created	150.00	135.19
Adjustments	-	-
Closing at the end of the year	325.92	175.92

B. Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the treasury department in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the management on an annual basis, and may be updated throughout the year subject to approval of the Company's Finance Committee. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

Liquidity risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. the Company's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. the Company closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate sources of financing including loans, debt, and overdraft from both domestic and international banks at an optimised cost.

The table below provides details regarding the undiscounted contractual maturities of significant financial liabilities as of 31 March, 2025:

Particulars	Less than 1 year	More than 1 year	Total
Interest bearing borrowings	6,055.03	84.33	6,139.36
Trade Payables	5,054.15	1.30	5,055.45
Other financial liabilities	452.28	-	452.28
Lease liabilities	26.65	100.83	127.48
Total	11,588.11	186.46	11,774.57

The table below provides details regarding the undiscounted contractual maturities of significant financial liabilities as of 31 March, 2024:

Particulars	Less than 1 year	More than 1 year	Total
Interest bearing borrowings	2,529.97	111.16	2,641.13
Trade Payables	1,820.76	68.49	1,889.25
Other financial liabilities	155.64	-	155.64
Lease liabilities	32.70	120.84	153.54
Total	4,539.07	300.49	4,839.56

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

37 CAPITAL MANAGEMENT

For the purpose of the Company's capital management, capital includes issued equity capital, convertible preference shares, share premium and all other equity reserves attributable to the equity holders. The primary objective of the Company's capital management is to maximise the shareholders value. the Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. the Company monitors capital using a gearing ratio, which is net debt divided by total capital. the Company includes within net debt, interest bearing loans and borrowings less cash and cash equivalents.

Particulars	As at 31 March, 2025	As at 31 March, 2024
Gross debt	6,139.36	2,641.13
Less: Cash and Cash equivalents	(143.63)	(128.15)
Net debt	5,995.73	2,512.98
Equity	26,425.89	24,287.78
Total capital	26,425.89	24,287.78
Gearing ratio	22.69%	10.35%

38 FINANCIAL INSTRUMENTS: FAIR VALUES

Particulars	As at 31 March, 2025				As at 31 March, 2024			
	FVTPL	FVOCI	Amortised cost	Total Carrying Amount	FVTPL	FVOCI	Amortised cost	Total Carrying Amount
Financial assets								
At Fair value								
Investments - Equity	-	1,888.42	-	1,888.42	-	707.61	-	707.61
Investments - Mutual Funds	1,048.19	-	-	1,048.19	1,034.51	-	-	1,034.51
At amortised cost:								
a) Trade receivables	-	-	4,969.96	4,969.96	-	-	1,261.37	1,261.37
b) Cash and cash equivalents	-	-	143.63	143.63	-	-	128.15	128.15
c) Bank balances other than cash and cash equivalents	-	-	9,985.70	9,985.70	-	-	15,025.65	15,025.65
d) Loans and deposits	-	-	192.43	192.43	-	-	163.33	163.33
e) Other financial assets	-	-	523.94	523.94	-	-	400.45	400.45
Total Financial Assets	1,048.19	1,888.42	15,815.66	18,752.27	1,034.51	707.61	16,978.95	18,721.07
Financial liabilities								
At amortised cost:								
a) Borrowings (Long term)	-	-	84.33	84.33	-	-	111.16	111.16
b) Borrowings (Short term)	-	-	6,055.03	6,055.03	-	-	2,529.97	2,529.97
c) Trade payables	-	-	5,055.45	5,055.45	-	-	1,889.25	1,889.25
d) Other Financial Liabilities	-	-	452.28	452.28	-	-	155.64	155.64
e) Lease Liabilities	-	-	127.48	127.48	-	-	153.54	153.54
Total Financial Liabilities	-	-	11,774.57	11,774.57	-	-	4,839.56	4,839.56

The Company has assessed that trade receivables, cash and cash equivalents, bank balances, other assets, borrowings, trade payables and other liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

39 FAIR VALUE HIERARCHY

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The following table provides the fair value measurement hierarchy of the Company's assets and liabilities.

i. Quantitative disclosures fair value measurement hierarchy for assets and liabilities as at 31 March, 2025:

Particulars	Date of valuation	Fair value measurement			
		Fair Value as at 31 March, 2025	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Financial assets					
Investments	31 March, 2025	2,936.61	1,048.19	-	1,888.42

There are no transfers between levels 1 and 2 during the year.

ii. Quantitative disclosures fair value measurement hierarchy for assets and liabilities as at 31 March, 2024:

Particulars	Date of valuation	Fair value measurement			
		Fair Value as at 31 March, 2025	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Financial assets					
Investments	31 March, 2024	1,742.12	1,034.51	-	707.61

40 BUSINESS COMBINATION

Business combinations have been accounted for using the acquisition method under the provisions of Ind AS 103- (Revised), Business Combinations.

The purchase price in an acquisition is measured at the fair value of the assets transferred, equity instruments issued and liabilities incurred or assumed at the date of acquisition, which is the date on which control is transferred to the Group. The purchase price also includes the fair value of any contingent consideration. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair value on the date of acquisition. Contingent consideration is remeasured at fair value at each reporting date and changes in the fair value of the contingent consideration are recognised in the Consolidated Statement of Comprehensive Income.

The interest of non-controlling shareholders if any is initially measured either at fair value or at the non-controlling interests' proportionate share of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition-by-acquisition basis. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity of subsidiaries.

Acquisitions during the year ended 31 March, 2025

During the year ended 31 March, 2025 the Company, acquired Iskraemeco India Private Limited, a private limited company incorporated under the provisions of the Companies Act, 2013. The acquisition was made by entering into a definitive share purchase agreement with Iskraemeco Holding Switzerland AG and Iskraemeco Merjenje In Upravjanje Engerije. Iskraemeco India Private Limited is in the business of manufacturing end-to-end, customer-specific smart metering solutions.

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

Component	Acquirees Carrying Amount	Fair Value Adjustments	Purchase Price Allocated
Net Assets	(198.65)	-	(198.65)
Total	(198.65)	-	(198.65)
Goodwill			628.51
Consideration			429.86

Acquisitions during the year ended 31 March, 2024

During the year ended 31 March, 2024 the Group, completed one business combination to complement its business model by acquiring 100% voting interest in Digicom Electronics Inc, Oakland, California which is engaged in the business of electronic manufacturing services. A Share purchase agreement was entered into on 31 December, 2023 with Digicom Electronics and the business combination has been accounted for with effect from 01 January, 2024.

This acquisition is expected to strengthen the Group's core business and expand its presence across the Americas.

The purchase price is allocated to assets acquired and liabilities assumed based upon determination of fair values at the dates of acquisition as follows:

Component	Acquirees Carrying Amount	Fair Value Adjustments	Purchase Price Allocated
Net Assets	56.82	-	56.82
Total	56.82	-	56.82
Goodwill			142.81
Consideration			199.63

The Purchase consideration includes a deferred consideration of USD 625,000 payable upon the expiration of 18 months from the 31 March, 2024 subject to compliance by the seller with the terms of the Share Purchase Agreement.

41 RATIOS AS PER SCHEDULE III REQUIREMENTS

a) Current Ratio = Current Assets divided by Current Liabilities	As at 31 March, 2025	As at 31 March, 2024
Current Assets	31,376.33	25,159.87
Current Liabilities	12,124.00	5,025.39
Ratio	2.59	5.01
% Change from previous year	(48.31)	

Reason for change more than 25%

The decrease in ratio is due to increase in short-term borrowings and trade payables, driven by higher business volumes.

b) Debt Equity Ratio = Total Debt divided by total equity	As at 31 March, 2025	As at 31 March, 2024
Total Debt	6,139.36	2,641.13
Total Equity	26,425.89	24,287.78
Less: Non free reserves	(15.31)	(15.05)
Equity attributable to the owners of the Company	26,410.58	24,272.73
Ratio	0.23	0.11
% Change from previous year	113.64	

Reason for change more than 25%

The increase in ratio is due to increase in short-term borrowings, driven by higher business volumes.

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

c)	Debt Service Coverage Ratio = Earnings available for servicing debt divided by total interest and principal payments	As at 31 March, 2025	As at 31 March, 2024
	Profit before tax	2,753.48	1,606.00
	Less : Preference Dividend	-	-
	Add: Depreciation	267.78	214.41
	Add: Finance Cost	877.33	535.47
	Adjusted Profit	3,898.59	2,355.88
	Interest cost on borrowings	877.33	535.47
	Principal repayments	22.61	28.45
	Total of Interest and Principal repayments	899.94	563.92
	DSCR	4.33	4.18
	% Change from previous year	3.70	
	Reason for change more than 25%		
d)	Return on Equity Ratio = Profit after Tax divided by Equity	As at 31 March, 2025	As at 31 March, 2024
	Profit after tax	2,099.05	1,260.98
	Standalone Net Profit after tax, for the year attributable to equity shareholders	2,099.05	1,260.98
	Total Equity	26,425.89	24,287.78
	Less: Non free reserves	(15.31)	(15.05)
	Equity attributable to the owners of the Company	26,410.58	24,272.73
	Average Shareholder's equity *	25,341.66	16,935.82
	Ratio	8.28	7.45
	% Change from previous year	11.25	
	Reason for change more than 25%		
e)	Trade Receivables Turnover Ratio = Credit Sales divided by Closing Trade Receivables	As at 31 March, 2025	As at 31 March, 2024
	Revenue from Operations	19,154.43	12,739.39
	Average Trade Receivables	3,115.67	1,731.98
	Ratio	6.15	7.36
	% Change from previous year	(16.42)	
	Reason for change more than 25%		
f)	Trade Payables Turnover Ratio = Credit Purchases divided by closing trade payables	As at 31 March, 2025	As at 31 March, 2024
	Credit Purchases	15,340.93	9,803.77
	Average Trade payables	3,472.35	2,021.48
	Ratio	4.42	4.85
	% Change from previous year	(8.90)	
	Reason for change more than 25%		
g)	Inventory Turnover Ratio = Revenue from operations divided by Closing Inventory	As at 31 March, 2025	As at 31 March, 2024
	Revenue from Operations	19,154.43	12,739.39
	Average Inventory	5,442.43	4,371.28
	Ratio	3.52	2.91
	% Change from previous year	20.76	
	Reason for change more than 25%		



Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

h)	Net Capital Turnover ratio= Sales divided by net working capital	As at 31 March, 2025	As at 31 March, 2024
	Revenue from Operations	19,154.43	12,739.39
	Average working capital	19,693.41	14,232.35
	Ratio	0.97	0.90
	% Change from previous year	8.66	
	Reason for change more than 25%		
i)	Profit Ratio = Profit after tax divided by Revenue from Operations	As at 31 March, 2025	As at 31 March, 2024
	Profit after tax	2,099.05	1,260.98
	Revenue from Operations	19,154.43	12,739.39
	Ratio	10.96	9.90
	% change from previous year	10.71	
	Reason for change more than 25%-		
j)	Return on Capital Employed= Adjusted EBIT / Total Capital Employed	As at 31 March, 2025	As at 31 March, 2024
	Profit before tax	2,753.48	1,606.00
	Add: Finance Costs	877.33	535.47
	EBIT	3,630.81	2,141.47
	Tangible Net worth	25,682.16	23,714.92
	Non Current Borrowings	84.33	111.16
	Short Term Borrowings	6,055.03	2,529.97
	Total	31,821.52	26,356.05
	ROCE	11.41	8.13
	% change from previous year	40.43	

Reason for change more than 25%-

The increase in ratio is due to increase in Earnings Before Interest and Tax (EBIT).

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

42 DISCLOSURE REQUIRED UNDER SECTION 186 (4) OF THE COMPANIES ACT, 2013

- (i) Included in loans and investments, the particulars of which are disclosed in below as required by Sec 186(4) of the Companies Act 2013:

Sl. No.	Name of the Borrower	Type	Rate of Interest	Secured/ Unsecured	Due Date	Purpose	As at 31 March, 2025	As at 31 March, 2024
1	Kemsys Technologies Private Limited	Loan	8%	Unsecured	On Demand	General business purpose	19.67	18.51
2	Digicom Electronics Inc	Loan	7%	Unsecured	On Demand	General business purpose	41.50	49.79
3	Kaynes International Design & Manufacturing Private Limited	Loan	8%	Unsecured	On Demand	General business purpose	327.67	65.16
4	Kaynes Electronics Manufacturing Private Limited	Loan	8%	Unsecured	On Demand	General business purpose	3,504.92	2,247.97
5	Kaynes Semicon Private Limited	Loan	8%	Unsecured	On Demand	General business purpose	1,535.72	223.84
6	Kaynes Circuits India Private Limited	Loan	8%	Unsecured	On Demand	General business purpose	899.84	1.77
7	Kaynes Mechatronics Private Limited	Loan	8%	Unsecured	On Demand	General business purpose	604.47	64.69
8	Kaynes International Design & Manufacturing Private Limited	Corporate Guarantee	1%	Unsecured	31 March, 2025	General business purpose	180.80	80.40
9	Kaynes Electronics Manufacturing Private Limited	Corporate Guarantee	1%	Unsecured	31 March, 2025	General business purpose	525.00	-
10	Kaynes Electronics Manufacturing Private Limited	Corporate Guarantee	1%	Unsecured	31 March, 2025	General business purpose	700.00	700.00
11	Iskraemeco India Private Limited	Corporate Guarantee	1%	Unsecured	31 March, 2025	General business purpose	700.00	-
12	Kemsys Technologies Private Limited	Investment					229.00	229.00
13	Kaynes Technology Europe GmbH	Investment					9.24	9.24
14	Kaynes International Design & Manufacturing Private Limited	Investment					1.50	1.50
15	Kaynes Electronics Manufacturing Private Limited	Investment					0.10	0.10
16	Digicom Electronics Inc	Investment					199.63	199.63
17	Essnkay Electronics LLC	Investment					100.18	-
18	Kaynes Semicon Private Limited	Investment					2.50	2.50
19	Kaynes Mechatronics Private Limited	Investment					0.10	0.10
20	Iskraemeco India Private Limited	Investment					429.86	-
21	Kaynes Holding Pte Ltd	Investment					650.77	-
22	Kaynes Circuits India Private Limited	Investment					2.50	2.50



Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

43 OTHER STATUTORY DISCLOSURES

1. Benami Property

The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

2. The Struck off Company details

The Company does not have any transactions with Struck off companies u/s 248 of Companies Act, 2013 or u/s 560 of Companies act, 1956

3. The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
4. The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- 5 (i) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- 5 (ii) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
6. The Company has neither declared nor paid any interim dividend or final dividend during the year.
7. The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
8. The Company has complied with the number of layers prescribed under clause (87) of Section 2 of the Act read with Companies (Restriction on number of layers) Rules, 2017.
9. The Company has not been declared as wilful defaulter by any bank or financial institution or other lender
10. The Company does not have any transactions that are not recorded in books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act 1961.
11. During the year, the Company made a political contribution of ₹ 110.00 Mn (2024 : ₹ Nil) in accordance with the provisions of Section 182 of the Companies Act, 2013.
12. The Company uses an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the accounting software. There is no instance of audit trail feature being tampered with was noted in respect of the accounting software

Presently, the log has been activated at the application and the access to the database continues to be restricted to limited set of users who necessarily require this access for maintenance and administration of the database.

For the financial year ended 31 March, 2025, the Company's accounting software has an audit trail functionality. This feature remained operational throughout the year, capturing a chronological record of all relevant transactions processed within the software. The audit trail has not been tampered with during the year. The audit trail logs have been preserved as per the statutory requirements for record retention.

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

44 CORPORATE SOCIAL RESPONSIBILITY EXPENSES

Particulars	For the period ended 31 March, 2025	For the year ended 31 March, 2024
Amount required to be spent by the Company during the year	22.05	12.70
Amount of expenditure incurred.	23.35	12.87
Shortfall at the end of the year	-	-
Total of previous years shortfall.	-	-

The Company's CSR Activities primarily involve in the promotion of education, healthcare, art and cultural promotion, animal welfare, rural development, natural calamities relief and skill development for underprivileged people.

45 DISCLOSURE AS REQUIRED UNDER MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006 (THE ACT)

Particulars	As at 31 March, 2025	As at 31 March, 2024
Principal amount due to micro & small enterprises	22.37	48.05
Interest due on above	-	-
Interest paid during the period beyond the appointed day	-	-
Amount of interest due and payable for the period of delay in making payment without adding the interest specified under the Act.	-	-
Amount of interest accrued and remaining unpaid at the end of the period	-	-
Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to small enterprises for the purpose of disallowance as a deductible expenditure under Sec.23 of the Act	-	-

Note: The above information and that given in Note 16(b) 'Trade Payables' regarding Micro and Small Enterprises has been determined on the basis of information available with the Company and has been relied upon by the auditors.

46 Previous year figures have been regrouped/ re-classified wherever necessary.

The accompanying notes form an integral part of the standalone financial statements.

As per our report of even date

For K.P. Rao & Co
Chartered Accountants
Firm Registration Number: 003135S

Mohan R Lavi
Partner
Membership No.029340

Place: Mysuru
Date: 15 May, 2025

For and on behalf of the board of directors of
Kaynes Technology India Limited

Ramesh Kunhikannan
Managing Director
(DIN: 02063167)

Rajesh Sharma
Chief Executive Officer

Place: Mysuru
Date: 15 May, 2025

Jairam P Sampath
Whole Time Director & Chief Financial Officer
(DIN: 08064368)

Anuj Mehtha
Company Secretary & Compliance Officer
Membership No. A62542



Independent Auditor's Report

To the Members of
Kaynes Technology India Limited

Report on the Audit of the Consolidated Ind AS Financial Statements

OPINION

We have audited the accompanying Consolidated Ind AS financial statements of **Kaynes Technology India Limited** (hereinafter referred to as "the Holding Company / the Parent Company") and **its subsidiaries** (Holding Company and its subsidiaries together referred to as "the group"), which comprise the Consolidated Balance Sheet as at March 31, 2025, the Consolidated Statement of Profit and Loss (including other comprehensive income), Consolidated statement of changes in equity and the Consolidated Statement of Cash Flows for the year then ended, and Notes to the Consolidated Ind AS Financial Statements, including a Summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the companies (Indian Accounting Standards) Rules, 2015 as amended, ("Ind AS") and other accounting principles generally accepted in India, of the Consolidated state of affairs of the Group as at March 31, 2025, the Consolidated profit, the Consolidated total comprehensive income,

Consolidated cash flows and the Consolidated changes in equity for the year ended.

BASIS FOR OPINION

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) as specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Financial Statements' section of our report. We are independent of the Group in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there-under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Consolidated Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the Consolidated Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	Auditor's Response
Revenue Recognition: Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements because it typically controls the goods or services before transferring them to the customer. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the company as part of the contract. This variable consideration is estimated based on the expected value of outflow. Revenue (net of variable consideration) is recognised	Audit procedures performed to address the key audit matter: Our audit procedures included, among others, inquiries with management regarding significant new contracts and relevant changes in existing contracts. The procedures also included reading significant new contracts to understand the terms and conditions and their impact on revenue recognition. On a sample basis, we reconciled revenue to the supporting documentation, such as sales orders, invoices and other relevant documents. A specific emphasis was set on verifying that revenue transactions at the end of the financial year and at the beginning of the new financial year have been recognised in the proper accounting period by comparing revenues

Independent Auditor's Report (Contd.)

Key Audit Matter	Auditor's Response
only to the extent that it is highly probable that the amount will not be subject to significant reversal when uncertainty relating to its recognition is resolved.	close to the balance sheet date with the respective contractual terms.
The company has ascertained that all performance obligations are performed at a point in time.	Our procedures also involved testing the performance obligations in the contract and the variable consideration, if any. We also test-checked instances for transfer of control to the customer with the necessary documentation

INFORMATION OTHER THAN THE CONSOLIDATED IND AS FINANCIAL STATEMENTS AND AUDITORS' REPORT THEREON

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report and Shareholder's Information, but does not include the Financial Statements and our auditor's report thereon.

Our opinion on the Consolidated Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the Consolidated Ind AS financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE STANDALONE IND AS FINANCIAL STATEMENTS

The Holding Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Companies Act, 2013 with respect to the preparation of these consolidated financial statements that give a true and fair view of the financial position and financial performance of the group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. The respective Management and Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies;

making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated financial statements by the Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the Consolidated Ind AS financial statements, the respective management and Board of Directors of the companies included in the group are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the group are responsible for overseeing the financial reporting process of each company.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the Consolidated Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:



Independent Auditor's Report (Contd.)

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If We conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Ind AS financial statements, including the disclosures, and whether the Consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of entities within the Group to express an opinion on the Consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the consolidated financial statements. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other companies included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

OTHER MATTERS

The Consolidated Financial Statements includes the audited financial results of seven subsidiaries, whose financial statements reflect total assets (before consolidation adjustments) of Rs.53,956.81 million as at March 31, 2025, total revenue (before consolidation adjustments) of Rs.27,025.22 million, total net profit after tax (before consolidation adjustments) of Rs.2,490.88 million, total comprehensive income (net) of Rs.2,497.61 million and net cash inflows of Rs.35.75 million for the year ended on that date, as considered in the Statement, which have been audited by us.

The Consolidated financial statement includes the audited financial results of one subsidiary whose financial statements reflect total assets (before consolidation adjustments) of Rs.7,147.64 million as at March 31, 2025, total revenue (before consolidation adjustments) of Rs.6,178.56 million, total net profit after tax (before consolidation adjustments) of Rs.22.61 million, total comprehensive income (loss) of Rs.19.01 million and net cash flows of Rs.(140.13) million for the period ended on that date as considered in the statement, which have been audited by another auditor. Our opinion in so far as it relates to the balances and affairs of this subsidiary is based on the group audit instructions received from the respective auditor.

Independent Auditor's Report (Contd.)

Four of the subsidiaries of the company are located outside India whose financial statements have been prepared in accordance with accounting principles generally accepted in that country. These financial statements have not been audited. The Holding Company's management has converted the financial statements of these subsidiaries (including their step-down subsidiaries) from accounting principles generally accepted in that country to accounting principles generally accepted in India. We have reviewed the conversion adjustments made by the Holding Company's management. Our opinion in so far as it relates to the balances and affairs of these subsidiaries is based on the conversion adjustments made by the management of the Holding Company.

Our report on the Consolidated Ind AS Financial Statements and our report on Other Legal and Regulatory requirements below, are not modified in respect of the above matter with respect to our reliance on the financial information certified by the Board of Directors.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Independent Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Companies Act, 2013, we give in the "**Annexure 'A'**", a statement on the matters specified in paragraphs 3 and 4 of the said Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated financial statements.
 - b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated financial statements have been kept by the Company so far as it appears from our examination of those books.
 - c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), Consolidated Statement of cash flows and Consolidated Statement of Changes in Equity dealt with by this Report, are in agreement with the books of account maintained for the purpose of preparation of the Consolidated financial statements.
 - d. In our opinion, the aforesaid Consolidated financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015 as amended.
 - e. On the basis of the written representations received from the directors of the Holding Company as on March 31, 2025 taken on record by the Board of Directors of the Holding company and on the basis of written representations received by the management from directors of its subsidiaries which are incorporated in India, as on March 31, 2025, none of the directors of the Group Companies incorporated in India are disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting with reference to Consolidated financial statements of the Holding company and its subsidiary companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B'**" to this report.
 - g. In our opinion and according to the information and explanations given to us, the remuneration paid by the Holding company and its subsidiaries which are incorporated in India to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding company and its subsidiaries which are incorporated in India, is not excess of the limit laid down under Section 197 of the Act.
 - h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Consolidated financial statements disclose the impact of pending litigations as at March 31, 2025 on the consolidated financial position of the Group. Refer Note 29 to the Consolidated financial statements.
 - ii. The group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.



Independent Auditor's Report (Contd.)

iii. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund.

iv. a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or its subsidiary companies incorporated in India to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Holding Company or its subsidiary companies incorporated in India from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or its subsidiary companies incorporated in India shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (iv) (a) and (iv) (b) contain any material mis-statement.

v. The Group has neither declared nor paid interim dividend or final dividend during the year. Therefore, reporting under Rule 11(f) of Companies (Audit and Auditors) Rules, 2014 is not applicable

vi. Based on our examination which included test checks, the Holding company and its subsidiaries located in India have used an ERP accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all transactions recorded in the software.

Four of the subsidiaries are located outside India whose financial statements have been prepared in accordance with accounting principles generally accepted in that country. These financial statements have not been audited. As a result, we have not been able to verify the existence of audit trails in accounting package maintained by those subsidiaries.

The Consolidated financial statements include one of the subsidiaries whose financial statements have been audited by another auditor. As a result, we have not been able to verify the existence of audit trails in the accounting package maintained by the respective company. However, our opinion in so far is based on the group audit instructions received from the respective auditor.

Further, during the course of our audit and on the basis of test checking of selected samples, we did not come across any instance of audit trail feature being tampered with and the audit trail has been preserved by the company as per the statutory requirements for record retention.

For **K.P.Rao & Co**
Chartered Accountants
Firm Reg. No. 003135S

Mohan R Lavi

Place: Mysuru
Date: May 15, 2025

Membership Number: 029340
UDIN:25029340BMKTEM9851

Annexure 'A' to the Independent Auditor's Report

(Referred to in report on other legal and regulatory requirements Section of our report of even date)

There have been no qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order (CARO) reports of the companies included in the consolidated financial statements.

For **K.P.Rao & Co**

Chartered Accountants

Firm Reg. No. 003135S

Mohan R Lavi

Membership Number: 029340

UDIN:25029340BMKTEM9851

Place: Mysuru

Date: May 15, 2025

Annexure 'B' to the Independent Auditor's Report

REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013

Opinion

In conjunction with our audit of the consolidated financial statements of Kaynes Technology India Limited (hereinafter referred to as "the Holding Company") as of and for the year ended March 31, 2025, we have audited the internal financial controls with reference to Consolidated financial statements of the Holding Company and such companies incorporated in India under the Companies Act, 2013 which are its subsidiary companies as of that date.

In our opinion, the Holding Company and such Companies incorporated in India which are its subsidiary companies, have, in all material respects, an adequate internal financial controls system over financial reporting with reference to consolidated financial statements and such internal financial controls over financial reporting with reference to consolidated financial statements were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by such companies considering the essential components of internal control stated in the Guidance Note of Internal Financial Controls Over Financial Reporting with reference to consolidated financial statements issued by the Institute of Chartered Accountants of India. However, the existing policies, systems, procedures and internal controls followed by the Holding Company have to be completely and appropriately documented and reconciled.

Management and Board of Directors' Responsibility for Internal Financial Controls

The respective Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') with reference to consolidated financial statements issued by the Institute of Chartered Accountants of India ('the ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required the Companies Act, 2013 ('the Act').

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing ('the Standards'), issued by the ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and



Annexure 'B' to the Independent Auditor's Report (Contd.)

plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

Meaning of Internal Financial Controls with reference to Consolidated Financial Statements

A Company's internal financial control with reference to Consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting in the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. This includes those policies and procedures that:

- i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the

Company;

- ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the company; and
- iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **K.P.Rao & Co**
Chartered Accountants
Firm Reg. No. 003135S

Mohan R Lavi

Place: Mysuru
Date: May 15, 2025

Membership Number: 029340
UDIN:25029340BMKTEM9851

Consolidated Balance Sheet

As at 31 March, 2025

(All amounts are in ₹ Mn, except per equity share data)

Particulars	Notes	As at 31 March, 2025	As at 31 March, 2024
ASSETS			
NON-CURRENT ASSETS			
Property, plant and equipment	3	5,044.94	2,593.80
Capital work-in-progress	3(b)	3,002.24	765.56
Intangible assets	3(c)	1,328.56	183.46
Intangible assets under development	3(d)	911.15	285.24
Rights-of-Use Assets	3(e)	1,934.77	263.13
Goodwill	3(f)	141.38	151.69
Financial assets			
i) Investments	4	1,323.84	1,317.56
ii) Loans and deposits	5(a)	131.68	88.82
iii) Other financial assets	5(b)	19.38	37.03
Other non-current assets	6	5,741.80	1,098.61
Total Non-Current Assets (A)		19,579.74	6,784.90
CURRENT ASSETS			
Inventories	7	8,144.23	5,483.24
Financial asset			
i) Trade receivables	8(a)	5,745.80	3,555.73
ii) Cash and cash equivalents	8(b)	474.22	194.11
iii) Bank balances other than cash and cash equivalents	8(c)	10,088.84	15,061.49
iv) Loans and deposits	8(d)	48.49	38.86
v) Other financial assets	8(e)	237.67	254.95
Current Tax Assets (Net)	9	-	58.81
Other current assets	10	2,093.18	1,219.68
Total Current Assets (B)		26,832.43	25,866.87
TOTAL ASSETS (A + B)		46,412.17	32,651.77
EQUITY AND LIABILITIES			
EQUITY			
Equity Share Capital	11(A)	640.84	639.18
Other Equity	12	27,761.76	24,229.71
Non-controlling Interest	13	39.72	15.79
Total Equity (A)		28,442.32	24,884.68
LIABILITIES			
NON-CURRENT LIABILITIES			
Financial Liabilities			
- Borrowings	14	674.80	111.56
- Lease liabilities	33	243.18	132.09
Deferred Tax Liabilities (Net)	15	129.95	101.60
Long Term Provisions	16	100.81	59.57
Total Non-current Liabilities (B)		1,148.74	404.82



Consolidated Balance Sheet as at 31 March, 2025 (Contd.)
(All amounts are in ₹ Mn, except per equity share data)

Particulars	Notes	As at 31 March, 2025	As at 31 March, 2024
CURRENT LIABILITIES			
Financial Liabilities			
- Short-term borrowings	17(a)	8,080.03	2,949.11
- Trade payables	17(b)		
- Total outstanding dues of micro enterprises and small enterprises		108.44	65.67
- Total outstanding dues to other than micro enterprises and small enterprises		6,720.75	3,544.47
- Other financial liabilities	17(c)	790.84	246.90
- Lease liabilities	33	31.76	32.70
Current tax liabilities (net)	18	38.34	-
Other current liabilities	19	1,025.76	508.59
Short-term provisions	20	25.19	14.83
Total Current Liabilities (C)		16,821.11	7,362.27
Total Liabilities (B+C)		17,969.85	7,767.09
TOTAL EQUITY AND LIABILITIES (A+B+C)		46,412.17	32,651.77

The accompanying notes form an integral part of the consolidated financial statements.

As per our report of even date

For K.P. Rao & Co
Chartered Accountants
Firm Registration Number: 003135S

Mohan R Lavi
Partner
Membership No.029340

Place: Mysuru
Date: 15 May, 2025

For and on behalf of the board of directors of
Kaynes Technology India Limited

Ramesh Kunhikannan
Managing Director
(DIN: 02063167)
Rajesh Sharma
Chief Executive Officer

Place: Mysuru
Date: 15 May, 2025

Jairam P Sampath
Whole Time Director & Chief Financial Officer
(DIN: 08064368)
Anuj Mehtha
Company Secretary & Compliance Officer
Membership No. A62542

Consolidated

Kaynes Technology India Limited

Consolidated Statement of Profit and Loss

For the year ended 31 March, 2025

(All amounts are in ₹ Mn, except per equity share data)

Particulars	Notes	For the year ended 31 March, 2025	For the year ended 31 March, 2024
INCOME			
Revenue from operations	21	27,217.52	18,046.19
Other Income	22	1,069.63	559.16
Total Income (A)		28,287.15	18,605.35
Intangible assets under development			
EXPENSES			
Cost of materials consumed	23	19,116.26	13,712.02
Changes in inventories of Finished goods and work in progress	24	(119.16)	(412.64)
Employee Benefit Expenses	25	1,780.67	1,027.56
Finance Cost	26	1,012.98	533.74
Depreciation and amortisation expense	27	447.40	251.41
Other Expenses	28	2,332.76	1,177.57
Total Expenses (B)		24,570.91	16,289.66
Profit / (Loss) before tax (A-B)=C		3,716.24	2,315.69
Tax Expenses			
Income taxes - Current tax		701.65	458.39
- Earlier year tax adjustments		39.46	-
Deferred tax Charge/ (Credit)		40.80	24.41
Total tax expense (D)		781.91	482.80
Profit / (Loss) for the year (C - D)=E		2,934.33	1,832.89
Other comprehensive income (net)			
(i) Other comprehensive income not to be reclassified to profit or loss in subsequent periods			
- Re-measurement gains/ (losses) on defined benefit plans		6.47	3.96
- Exchange differences in translating financial statements of foreign operations		4.94	0.66
Income tax effect		(1.63)	1.00
Total other comprehensive income for the year, net of tax (F)		9.78	5.62
Total comprehensive income for the year, net of tax (E+F)		2,944.11	1,838.51
Less: Share of Profit / (Loss) of minority interest		2.47	2.72
Total comprehensive income for the year, net of tax		2,941.64	1,835.79
Earnings per share (nominal value of ₹ 10 each)			
Basic		45.82	30.63
Diluted		45.40	30.24
Significant accounting policies and notes to financial statement	1 to 2		

The accompanying notes form an integral part of the consolidated financial statements.

As per our report of even date

For K.P. Rao & Co
 Chartered Accountants
 Firm Registration Number: 003135S

Mohan R Lavi
 Partner
 Membership No.029340

For and on behalf of the board of directors of
Kaynes Technology India Limited

Ramesh Kunhikannan
 Managing Director
 (DIN: 02063167)

Rajesh Sharma
 Chief Executive Officer

Jairam P Sampath
 Whole Time Director & Chief Financial Officer
 (DIN: 08064368)

Anuj Mehtha
 Company Secretary & Compliance Officer
 Membership No. A62542

Place: Mysuru
 Date: 15 May, 2025

Place: Mysuru
 Date: 15 May, 2025



Consolidated Statement of Cash Flows

For the year ended 31 March, 2025

(All amounts are in ₹ Mn, except per equity share data)

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
A. Cash Flow from Operating Activities		
Net profit before extraordinary items and tax	3,716.24	2,315.69
Adjustments for :		
Intangible assets under development	447.40	251.41
Provision for doubtful debts	193.51	135.19
Lease adjustment	29.44	19.79
Interest on Security Deposit	(5.36)	(2.01)
Gain On Fair Valuation of Securities	(93.96)	(23.95)
Interest expense	1,012.98	533.74
Interest income	(957.23)	(519.52)
Operating profit before working capital changes, extraordinary items	4,343.02	2,710.34
Adjustments for:		
(Increase)/ decrease in Inventories	(2,660.99)	(1,351.60)
(Increase)/Decrease in Trade receivables	(2,190.08)	(1,420.26)
(Increase)/Decrease in Loans and Advances and other assets	(4,112.67)	(43.55)
Increase/(Decrease) in Trade payable and other liabilities	4,390.31	1,450.67
Increase/(Decrease) in Provisions	51.60	12.62
Cash Generated (used in) / From Operations	(178.81)	1,358.22
Income tax Received / (Paid)	(644.35)	(481.13)
Net Cash from Operating Activities (A)	(823.16)	877.09
B. Cash Flow from Investing Activities		
Purchase of fixed assets	(9,487.47)	(3,825.99)
Interest Received	957.23	519.52
Investment in fixed deposits	4,989.93	(10,636.52)
Investment in mutual fund	(14.62)	(1,026.86)
Investment in Subsidiary and others	8.34	(257.94)
Net Cash used in Investing activities (B)	(3,546.59)	(15,227.79)
C. Net Cash from/(used) in Financing Activities		
Proceeds from issue of Share Capital :		
- Equity	1.66	57.76
Share Premium received :		
- Equity	25.05	13,377.83
Share issue expenses	(58.03)	(318.03)
(Repayment) / Proceeds from long term borrowings	563.24	(38.86)
(Repayment) / Proceeds from short term borrowings	5,130.92	1,740.54
Interest expense	(1,012.98)	(533.74)
Net Cash from/(used) in Financing Activities (C)	4,649.86	14,285.50
Net Increase in Cash and Cash Equivalents (A)+(B)+(C)	280.11	(65.20)

Consolidated Statement of Cash Flows for the year ended 31 March, 2025 (Contd.)
 (All amounts are in ₹ Mn, except per equity share data)

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Cash and cash equivalents as on April 01	194.11	259.31
Cash and cash equivalents as on March 31	474.22	194.11
Components of cash and cash equivalents		
Balance with scheduled banks on:		
- on Current Account	473.66	193.62
Cash on Hand	0.56	0.49
	474.22	194.11

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date

For K.P. Rao & Co

Chartered Accountants

Firm Registration Number: 003135S

Mohan R Lavi

Partner

Membership No.029340

For and on behalf of the board of directors of

Kaynes Technology India Limited

Ramesh Kunhikannan

Managing Director

(DIN: 02063167)

Rajesh Sharma

Chief Executive Officer

Jairam P Sampath

Whole Time Director & Chief Financial Officer

(DIN: 08064368)

Anuj Mehtha

Company Secretary & Compliance Officer

Membership No. A62542

Place: Mysuru

Date: 15 May, 2025

Place: Mysuru

Date: 15 May, 2025

Consolidated Statement of Changes in Equity

(All amounts are in ₹ Mn, except per equity share data)

A. EQUITY SHARE CAPITAL

Particulars	No. of Shares	Amount
Balance as at 01 April, 2023	5,81,42,496	581.42
Change during the year	57,75,577	57.76
Balance as at 31 March, 2024	6,39,18,073	639.18
Change during the year	1,66,232	1.66
Balance as at 31 March, 2025	6,40,84,305	640.84

B. OTHER EQUITY

For the year ended 31 March, 2025

Particulars	Reserves & Surplus				Other Comprehensive Income		Total Other Equity	Non Controlling Interest	Total
	Securities premium	General Reserve	Retained earnings	Employee stock options outstanding account (ESOP Reserve)	Foreign Currency Translation Reserve	Remeasurement of defined benefit obligations			
Balance as at 01 April, 2024	19,969.41	130.00	4,090.98	12.74	8.12	18.46	24,229.71	15.79	24,245.50
Profit for the period	-	-	2,941.64	-	4.94	-	2,946.58	2.47	2,949.05
On issue of Equity shares	21.28	-	-	-	-	-	21.28	-	21.28
On allotment of ESOPs	3.77	-	-	(3.77)	-	-	-	-	-
Share based payment expenses	-	-	-	6.34	-	-	6.34	-	6.34
On Acquisition of subsidiaries	-	539.81	-	-	-	-	539.81	21.46	561.27
Other Adjustments	-	-	18.04	-	-	-	18.04	-	18.04
Re-measurement of the net defined benefit liability/asset, net of tax effect	-	-	(9.78)	-	-	9.78	-	-	-
Balance as at 31 March, 2025	19,994.46	669.81	7,040.88	15.31	13.06	28.24	27,761.76	39.72	27,801.48

For the year ended 31 March, 2024

Particulars	Reserves & Surplus				Other Comprehensive Income		Total Other Equity	Non Controlling Interest	Total
	Securities premium	General Reserve	Retained earnings	Employee stock options outstanding account (ESOP Reserve)	Foreign Currency Translation Reserve	Remeasurement of defined benefit obligations			
Balance as at 01 April, 2023	6,591.58	130.00	2,260.81	6.31	7.46	12.84	9,009.00	13.07	9,022.07
Profit for the period	-	-	1,835.79	-	0.66	-	1,836.45	2.72	1,839.17
On issue of Equity shares	13,942.24	-	-	-	-	-	13,942.24	-	13,942.24
Share based payment expenses	-	-	-	6.43	-	-	6.43	-	6.43
Amount utilised for share issue expenses	(564.41)	-	-	-	-	-	(564.41)	-	(564.41)
Re-measurement of the net defined benefit liability/asset, net of tax effect	-	-	(5.62)	-	-	5.62	-	-	-
Balance as at 31 March, 2024	19,969.41	130.00	4,090.98	12.74	8.12	18.46	24,229.71	15.79	24,245.50

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date

For K.P. Rao & Co
Chartered Accountants
Firm Registration Number: 003135S

Mohan R Lavi
Partner
Membership No.029340

For and on behalf of the board of directors of
Kaynes Technology India Limited

Ramesh Kunhikannan
Managing Director
(DIN: 02063167)

Rajesh Sharma
Chief Executive Officer

Jairam P Sampath
Whole Time Director & Chief Financial Officer
(DIN: 08064368)

Anuj Mehtha
Company Secretary & Compliance Officer
Membership No. A62542

Place: Mysuru
Date: 15 May, 2025

Place: Mysuru
Date: 15 May, 2025

Notes to the Consolidated Financial Statements

Basis of Preparation and Summary of Significant Accounting Policies

1 GENERAL INFORMATION

Kaynes Technology India Limited ("the Company" / "Parent Company"/ Holding Company") is a company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The Company and its subsidiaries' (Collectively, "the Group") are primarily engaged in Design and Manufacturing of advanced electronic modules and solutions catering to a wide range of industries.

The Holding company has converted itself from Private Limited to Public Limited, pursuant to a special resolution passed in the extraordinary general meeting of the shareholders of the Company held on 24 March, 2022 and consequently the name of the Company has changed to "Kaynes Technology India Limited" pursuant to a fresh certificate of incorporation by the Registrar of Companies on 31 March, 2022.

The following entities are considered in these Consolidated financial information

Name of Entity	Relationship	Country of Incorporation	Ownership Interest in %	
			As at 31 March, 2025	As at 31 March, 2024
Kaynes Technology India Limited	Holding	India	100.00	100.00
Kaynes International Design & Manufacturing Private Limited	Subsidiary	India	95.21	95.21
Kemsys Technologies Private Limited	Subsidiary	India	100.00	100.00
Kaynes Embedded Systems Private Limited	Subsidiary	India	60.00	60.00
Kaynes Electronics Manufacturing Private Limited	Subsidiary	India	100.00	100.00
Kaynes Technology Europe GmbH	Subsidiary	Switzerland	60.00	60.00
Kaynes Mechatronics Private Limited	Subsidiary	India	100.00	100.00
Digicom Electronics Inc	Subsidiary	USA	100.00	100.00
Kaynes Semicon Private Limited	Subsidiary	India	100.00	100.00
Kaynes Circuits India Private Limited	Subsidiary	India	100.00	100.00
Essnkay Electronics LLC	Subsidiary	USA	100.00	NA
Kaynes Holding Pte. Limited	Subsidiary	Singapore	100.00	NA
Iskraemeco India Private Limited	Subsidiary	India	100.00	NA
Sensonic GmbH (Subsidiary of Kaynes Holding Pte. Limited)	Subsidiary	Austria	54.00	NA
Sensonic-UK Limited (Subsidiary of Kaynes Holding Pte. Limited)	Subsidiary	UK	54.00	NA
Sensonic IN India Private Limited (Subsidiary of Kaynes Holding Pte. Limited)	Subsidiary	India	54.00	NA
Sensonic US Inc. (Subsidiary of Kaynes Holding Pte. Limited)	Subsidiary	USA	54.00	NA

2 BASIS OF PREPARATION

A. Statement of compliance

These Consolidated Ind AS financial statements ("Ind AS financial statements") have been prepared in accordance with Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) Rules, 2016 and other relevant provisions of the Act, to the extent applicable.

The Consolidated Financial Information, which have been approved by the Board of Directors of

the Company, have been prepared in accordance with the requirements of:

- Section 26 of part I of Chapter III of the Act;
- relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, issued by the Securities and Exchange Board of India ('SEBI') as amended in pursuance of the Securities and Exchange Board of India Act, 1992; and
- Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI").

Notes to the Consolidated Financial Statements

Basis of Preparation and Summary of Significant Accounting Policies (Contd.)

Functional and presentation currency

Items included in the Consolidated Financial Information of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The Consolidated Financial Information are presented in Indian rupee (₹), which is also the Group's functional currency. All amounts have been rounded-off to the nearest million, up to two places of decimal, unless otherwise indicated. Amounts having absolute value of less than ₹ 1,00,000 have been rounded and are presented as ₹ 0.00 Mn in the Consolidated Financial Information.

Basis of measurement

The Consolidated financial information has been prepared on the historical cost basis except for the following items:

Items	Measurement Basis
Certain financial assets (except trade receivables and contract assets which are measured at transaction cost) and liabilities	Fair Value
Defined benefits liability	Fair value of plan assets less present value of defined benefit obligations

2.1 Current versus non-current classification

The Company presents assets and liabilities in the standalone balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle,
- Held primarily for the purpose of trading,
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle,
- It is held primarily for the purpose of trading,
- It is due to be settled within twelve months after the reporting period, or

- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities. Advance tax paid is classified as non-current assets.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents.

2.2 Fair value measurement

The Company measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

Notes to the Consolidated Financial Statements

Basis of Preparation and Summary of Significant Accounting Policies (Contd.)

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities;

Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).;

Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement. The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

2.3 Use of estimates and judgements

The preparation of the consolidated financial statements in conformity with Ind AS requires the management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities. Estimates include provision for employee benefits, allowances for uncollectible trade receivables / advances / contingencies, useful life of fixed assets, provision for taxation, etc., during and at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year are included in the following notes:

Note 35 – measurement of defined benefit obligations: key actuarial assumptions;

Notes 29 – recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources;

Note 39 – impairment of financial assets;

2.4 Foreign currency translation

The Company's financial statements are presented in ₹, which is also the parent company's functional currency. For each foreign operation, the Company determines the functional currency and items included in the financial statements of each entity are measured using that functional currency. The Company uses the direct method of consolidation and on disposal of a foreign operation the gain or loss that is reclassified to profit or loss reflects the amount that arises from using this method.

Initial recognition

Transactions in foreign currencies entered into by the Company are accounted at the exchange rates prevailing on the date of the transaction or at the average rates that closely approximate the rate at the date of the transaction.

Conversion

Monetary assets and liabilities denominated in foreign currencies are translated at the foreign currency exchange rates at the reporting date. Non-monetary assets and liabilities that are carried at historical cost are translated using the exchange rates at the dates of initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

Treatment of Exchange Differences

Exchange differences are recognised in profit or loss, except exchange differences arising from the translation of the qualifying cash flow hedges, to the extent the hedges are effective, which are recognised in other comprehensive income (OCI).

2.5 Principles of consolidation

a. Subsidiaries

Subsidiaries are entities controlled by the Group. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if, and only if, the Group has:

- (i) Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee);
- (ii) Exposure, or rights, to variable returns from its involvement with the investee; and the ability to use its power over the investee to affect its returns.



Notes to the Consolidated Financial Statements

Basis of Preparation and Summary of Significant Accounting Policies (Contd.)

- (iii) The ability to use its power over the investee to affect its returns.

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (i) The contractual arrangement with the other vote holders of the investee;
- (ii) Rights arising from other contractual arrangements;
- (iii) The Group's voting rights and potential voting rights;
- (iv) The size of the group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the Consolidated Financial Statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the Consolidated Financial Statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the Parent Company, i.e. year ended on March 31.

b. Consolidation Procedures:

- a. Combine like items of assets, liabilities, equity, income, expenses and cash flows

of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the Consolidated Financial Statements at the acquisition date.

- b. Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.
- c. Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and property, plant and equipment and intangible assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the Consolidated Financial Statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profit and losses resulting from intragroup transactions.

c. Non-controlling interests (NCI)

NCI are measured at their proportionate share of the acquiree's net identifiable assets at the date of acquisition.

Changes in the Group's equity interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

d. Loss of control

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it:

- (i) Derecognises the assets (including goodwill) and liabilities of the subsidiary.
- (ii) Derecognises the carrying amount of any non-controlling interests.
- (iii) Derecognises the cumulative translation differences recorded in equity.
- (iv) Recognises the fair value of the consideration received.
- (v) Recognises the fair value of any investment retained.

Notes to the Consolidated Financial Statements

Basis of Preparation and Summary of Significant Accounting Policies (Contd.)

- (vi) Recognises any surplus or deficit in profit or loss.
- (vii) Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities.

e. Subsidiaries considered in the Consolidated Financial Statements:

Name of Entity	Relationship	Country of Incorporation	Ownership Interest in %	
			As at 31 March, 2025	As at 31 March, 2024
Kaynes Technology India Limited	Holding	India	100.00	100.00
Kaynes International Design & Manufacturing Private Limited	Subsidiary	India	95.21	95.21
Kemsys Technologies Private Limited	Subsidiary	India	100.00	100.00
Kaynes Embedded Systems Private Limited	Subsidiary	India	60.00	60.00
Kaynes Electronics Manufacturing Private Limited	Subsidiary	India	100.00	100.00
Kaynes Technology Europe GmbH	Subsidiary	Switzerland	60.00	60.00
Kaynes Mechatronics Private Limited	Subsidiary	India	100.00	100.00
Digicom Electronics Inc	Subsidiary	USA	100.00	100.00
Kaynes Semicon Private Limited	Subsidiary	India	100.00	100.00
Kaynes Circuits India Private Limited	Subsidiary	India	100.00	100.00
Essnkay Electronics LLC	Subsidiary	USA	100.00	NA
Kaynes Holding Pte. Limited	Subsidiary	Singapore	100.00	NA
Iskraemeco India Private Limited	Subsidiary	India	100.00	NA
Sensonic GmbH (Subsidiary of Kaynes Holding Pte. Limited)	Subsidiary	Austria	54.00	NA
Sensonic-UK Limited (Subsidiary of Kaynes Holding Pte. Limited)	Subsidiary	UK	54.00	NA
Sensonic IN India Private Limited (Subsidiary of Kaynes Holding Pte. Limited)	Subsidiary	India	54.00	NA
Sensonic US Inc. (Subsidiary of Kaynes Holding Pte. Limited)	Subsidiary	USA	54.00	NA

2.6 Revenue recognition

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements because it typically controls the goods or services before transferring them to the customer.

The specific recognition criteria described below must also be met before revenue is recognised.

Sale of products and services:

Revenue from sale of products is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the products.

Revenue from sale of services is recognised as the service is performed and there are no unfulfilled obligations.

The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated if any. In determining the transaction price for the sale of goods, the Company considers the effects of variable consideration, the existence of significant financing components, noncash consideration, and consideration payable to the customer (if any).

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of



Notes to the Consolidated Financial Statements

Basis of Preparation and Summary of Significant Accounting Policies (Contd.)

goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract. This variable consideration is estimated based on the expected value of outflow. Revenue (net of variable consideration) is recognised only to the extent that it is highly probable that the amount will not be subject to significant reversal when uncertainty relating to its recognition is resolved.

The Company has ascertained that all performance obligations are performed at a point in time.

Contract balances

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional. Contract assets are transferred to receivables when the rights become unconditional and contract liabilities are recognised as and when the performance obligation is satisfied. Contract assets are subject to impairment assessment. Refer to accounting policies on impairment of financial assets in section (o) Financial instruments below.

A receivable is recognised if an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section (o) Financial instruments below.

Contract Liability

A contract liability is recognised if a payment is received or a payment is due (whichever is earlier) from a customer before the Company transfers the related goods or services. Contract liabilities are recognised as revenue when the Company performs under the contract (i.e., transfers control of the related goods or services to the customer).

The Company presents revenues net off indirect taxes in the statement of profit and loss.

2.7 Other Income

Interest income is recognised on time proportion basis and other income, if any, recognised on the basis of certainty of receipts and on accrual basis and this is included in the finance income in the statement of profit and loss.

For all financial instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability.

When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. Interest income is included in finance income in the statement of profit and loss.

Government Grant:

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed.

2.8 Employee Benefits

a) Short-term benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are recorded as expense as the related service is provided. A liability is recognised for the amount expected to be paid, if the Company has a present obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

b) Provident Fund

This is a defined benefit plan. Aggregate contributions along with interest thereon are paid at retirement, death, incapacitation or termination of employment. Both the employee and the Company make monthly contributions equal to a specified percentage of the employee's salary to the provident fund. The Company contributes to the government administered pension fund.

c) Gratuity

This is a defined benefit plan. The Company provides for Gratuity covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides

Notes to the Consolidated Financial Statements

Basis of Preparation and Summary of Significant Accounting Policies (Contd.)

a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment.

d) **Leave Encashment**

The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the reporting date. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer the settlement for at least twelve months after the reporting date.

The Company's liability for Gratuity and Leave encashment are actuarially determined using the Projected Unit Credit method at the end of each year.

Actuarial gains and losses are recognised immediately in the retained earnings through Other Comprehensive Income (OCI) in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods. The defined benefit obligation recognised in the balance sheet represents the present value of the defined benefit obligation less the fair value of plan assets out of which the obligations are expected to be settled.

e) **Employees' Stock Option Plans (ESOP)**

The Group recognises compensation expense relating to share-based payments in net profit based on estimated fair-values of the awards on the grant date. The estimated fair value of awards is recognised as an expense in the Statement of Profit and Loss on a straight-line basis over the requisite service period for each separately vesting portion of the award as if the award was in-substance, multiple awards with a corresponding increase to share options outstanding account.

f) **Social Security 2020**

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received

Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified and the final rules/interpretation have not yet been issued. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective. Based on a preliminary assessment, the entity believes the impact of the change will not be significant.

2.9 **Borrowing cost**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset until such time as the assets are substantially ready for the intended use or sale. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

2.10 **Financial instruments**

2.11 **Financial assets**

Initial recognition and measurement

A financial asset (except trade receivable and contract asset) is recognised initially at fair value plus or minus transaction cost that are directly attributable to the acquisition or issue of financial assets (other than financial assets at fair value through profit and loss). Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss ('FVTPL') are recognised immediately in the Consolidated Statement of Profit and Loss.

Subsequent measurement

For purposes of subsequent measurement financial assets are classified in two broad categories:

Amortised cost;

Fair Value through Other Comprehensive Income (FVOCI) – equity investment; or

Fair Value through Profit or Loss (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets.



Notes to the Consolidated Financial Statements

Basis of Preparation and Summary of Significant Accounting Policies (Contd.)

Where assets are measured at fair value, gains and losses are either recognised entirely in the statement of profit and loss (i.e. fair value through profit or loss), or recognised in other comprehensive income (i.e. fair value through other comprehensive income).

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- a) the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at FVTPL: These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

Financial assets at FVOCI: These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in Other Comprehensive Income.

Financial assets at amortised cost: These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

2.12 Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Group of similar financial assets) is primarily derecognised (i.e. removed from the Group's statement of financial position) when:

The rights to receive cash flows from the asset have expired, or the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either;

- a. the group has transferred substantially all the risks and rewards of the asset, or
- b. the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a

pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

2.13 Impairment of financial assets

The Group assesses impairment based on expected credit losses (ECL) model to the following:

- (i) Financial assets measured at amortised cost;
- (ii) Financial assets measured at fair value through other comprehensive income (FVTOCI);

Expected credit losses are measured through a loss allowance at an amount equal to:

The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or

Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument).

The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables or contract revenue receivables.

Under the simplified approach, the Group does not track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

The Group uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-months ECL is used to provide for impairment loss. However, if credit risk

Notes to the Consolidated Financial Statements

Basis of Preparation and Summary of Significant Accounting Policies (Contd.)

has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Group reverts to recognising impairment loss allowance based on 12-months ECL.

For assessing increase in credit risk and impairment loss, the Group combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

For investments in subsidiary companies, the Company does not provide for impairment losses till indicators of impairment are confirmed.

2.14 Financial liabilities:

Initial recognition and measurement

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Group's financial liabilities include trade and other payables, loans and borrowings.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss.

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Gains or losses on liabilities held for trading are recognised in the statement of profit and loss. Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied.

2.15 Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate (EIR) method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees

or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

2.16 Property, plant and equipment and intangible assets

Capital work in progress includes cost of property, plant and equipment under installation / under development, net of accumulated impairment loss, if any, as at the balance sheet date. Plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in profit or loss as incurred.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate assets are derecognised when replaced. All other repairs and maintenance are charged to profit and loss during the reporting period in which they are incurred.

The Company identifies and determines cost of each component/ part of the asset separately, if the component / part has a cost which is significant to



Notes to the Consolidated Financial Statements

Basis of Preparation and Summary of Significant Accounting Policies (Contd.)

the total cost of the asset having useful life that is materially different from that of the remaining asset. These components are depreciated over their useful lives; the remaining asset is depreciated over the life of the principal asset.

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period with the affect of any change in the estimate being accounted for on a prospective basis. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

2.17 Depreciation and amortisation

Depreciation is provided using the straight-line method as per the useful lives of the assets estimated by the management in line with schedule II of the Companies Act, 2013 except in the case of moulds in respect of which the estimated useful life is ascertained as 6 years based on the independent technical evaluation carried out by the internal technical team which is different from the estimated useful life prescribed under Part C of Schedule II of the Companies Act 2013. Building in leasehold land will be depreciated over the remaining useful life of the building as ascertained by an independent valuer over the remaining lease period or life specified in the Companies Act for such building whichever is lower.

Asset Category	Management estimate of useful life & Useful life as per Schedule II
Land	Unlimited
Buildings	60
Plant & Equipment	15
Furniture & Fittings	10
Office Equipments	5
Electrical Fittings	10
Computers	3
Vehicles	8
Airconditioners	5
Leasehold Improvement	3
Software	5
Technical know-how	5

The amortisation of software development and intellectual property costs is allocated on a straight-line basis over the best estimate of its useful life of the product. The factors considered for identifying the basis include obsolescence, product life cycle and actions of competitors. The amortisation period and the amortization method are reviewed at each year end.

2.18 Impairment of tangible and intangible assets

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal / external factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets net selling price and value in use. In assessing value

Notes to the Consolidated Financial Statements

Basis of Preparation and Summary of Significant Accounting Policies (Contd.)

in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset. After impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.

2.19 Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an asset, it is presented as a reduction from the gross carrying amount of the respective assets and net balance is depreciated over the useful life of the related asset.

2.20 Inventories

Inventories are valued at lower of cost and net realisable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

- a) Raw materials and stores and spares: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.
- b) Finished goods and work in progress: cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs.

Cost of raw materials, stores and spares, work-in-progress and finished goods is determined on a weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

2.21 Leases

The Group has lease contracts for office spaces. The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group applies a single recognition and measurement approach for all leases, except for shortterm leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

As lessee

i) Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets. If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment. Refer to the accounting policies in section (2.11) Impairment of non-financial assets.

ii) Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.



Notes to the Consolidated Financial Statements

Basis of Preparation and Summary of Significant Accounting Policies (Contd.)

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

2.22 Cash and cash equivalents

Cash and cash equivalent in the standalone balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less that are readily convertible to a known amount of cash and which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, as they are considered an integral part of the Company's cash management.

2.23 Taxes on Income

Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Parent Company and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying values of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of the taxable profit and is accounted for using the balance sheet liability model. Deferred tax liabilities are generally recognised for all the taxable temporary differences. In contrast, deferred tax assets are only

recognised to the extent that is probable that future taxable profits will be available against which the temporary differences can be utilised.

Deferred tax assets are recognised for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum Alternate Tax

Minimum Alternative Tax ('MAT') under the provisions of the Income-tax Act, 1961 ("the IT Act") is recognised as current tax in the statement of Profit and Loss. The credit availed under the IT Act in respect of MAT paid is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the period for which the MAT credit can be carried forward for set-off against normal tax liability. MAT credit recognised as an asset is reviewed at each balance sheet date and written down to the extent the aforesaid convincing evidence no longer exists.

Notes to the Consolidated Financial Statements

Basis of Preparation and Summary of Significant Accounting Policies (Contd.)

2.24 Provisions

General

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Provisions are reviewed at each balance sheet.

2.25 Contingent liabilities and contingent assets:

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote.

Contingent Asset

Contingent assets has to be recognised in the financial statements in the period in which if it is virtually certain that an inflow of economic benefits will arise. Contingent assets are assessed continually and no such benefits were found for the current financial year.

2.26 Earnings per share (EPS)

Basic earnings per share is calculated by dividing the net profit or loss attributable to equity holder of the Group by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity

share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders of the parent company and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares. The conversion rate considered for computing dilutive potential equity shares is based on the terms and basis of the instrument as agreed under the shareholders agreement signed between the parties.

2.27 Cash flow statement

Cash flows are reported using the indirect method, whereby net profit/ (loss) before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from regular revenue generating (operating activities), investing and financing activities of the Group are segregated.

2.28 Events after reporting date

Where events occurring after the balance sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the balance sheet date of material size or nature are only disclosed.

2.29 Standards issued but not yet effective:

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended 31 March, 2025, MCA has notified Ind AS – 117 Insurance Contracts and amendments to Ind AS 116 – Leases, relating to sale and leaseback transactions, applicable to the Company w.e.f. 01 April, 2024. The Company has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its financial statements.

Notes to the Consolidated Financial Statements

(All amounts are in ₹ Mn, except per equity share data)

3 PROPERTY, PLANT AND EQUIPMENT

Particulars	Tangible Assets										Total
	Land	Buildings	Plant & Equipment	Furniture & Fittings	Office Equipments	Electrical Fittings	Computers	Vehicles	Air conditioners	Leasehold Improvement	
As at 01 April, 2023	90.06	171.38	934.53	59.05	20.03	22.03	41.65	81.04	13.62	17.21	1,450.61
Additions during the year	5.10	548.54	1,075.14	62.20	10.61	33.29	15.40	29.99	39.52	10.53	1,830.32
Deletions during the year	(7.60)	-	3.89	(1.15)	0.06	-	-	-	-	-	(4.80)
As at 31 March, 2024	87.56	719.92	2,013.56	120.10	30.70	55.32	57.05	111.03	53.14	27.74	3,276.13
Opening Balance of Newly Acquired Companies	-	-	280.47	47.19	4.38	-	32.62	2.92	0.05	0.38	368.01
Additions during the year	446.44	10.72	1,978.17	52.20	22.40	12.48	30.45	40.73	23.27	13.13	2,629.99
Deletions during the year	-	-	(2.71)	-	-	-	-	(1.27)	(7.62)	-	(11.60)
Adjustments	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31 March, 2025	534.00	730.64	4,269.49	219.49	57.48	67.80	120.12	153.41	68.84	41.25	6,262.53

Particulars	Tangible Assets										Total
	Land	Buildings	Plant & Equipment	Furniture & Fittings	Office Equipments	Electrical Fittings	Computers	Vehicles	Air conditioners	Leasehold Improvement	
As at 01 April, 2023	-	31.48	345.52	35.25	16.12	14.29	33.16	45.63	10.47	16.93	548.85
Charge for the year	-	16.83	87.33	5.49	2.05	2.00	7.60	8.93	2.90	2.59	135.72
Deletions during the year / written off	-	-	(0.55)	-	(0.02)	-	(1.67)	-	-	-	(2.24)
As at 31 March, 2024	-	48.31	432.30	40.74	18.15	16.29	39.09	54.56	13.37	19.52	682.33
Opening Balance of Newly Acquired Companies	-	-	189.93	16.62	5.65	-	21.09	0.06	4.89	(0.78)	237.46
Charge for the year	-	24.01	216.44	12.22	3.44	4.94	17.22	11.70	10.40	5.30	305.67
Deletions during the year / written off	-	-	(2.71)	-	-	-	-	-	(5.16)	-	(7.87)
Balance as at 31 March, 2025	-	72.32	835.96	69.58	27.24	21.23	77.40	66.32	23.50	24.04	1,217.59
Balance as at 31 March, 2025	534.00	658.32	3,433.53	149.91	30.24	46.57	42.72	87.09	45.34	17.21	5,044.94
As at 31 March, 2024	87.56	671.61	1,581.26	79.36	12.55	39.03	17.96	56.47	39.77	8.22	2,593.80

Consolidated

Kaynes Technology India Limited

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

3 (a) Capitalised Expenditure

Borrowing cost:

Particulars	As at 31 March, 2025	As at 31 March, 2024
Balance brought down	69.18	7.74
Interest expenses	92.87	65.98
Sub-Total	162.05	73.72
Less: Allocated to property, plant and equipment	-	(4.54)
Balance carried over (included in capital work in progress)	162.05	69.18

3 (b) Capital Work in Progress

Borrowing cost:

Particulars	Tangible Assets under Construction or Installation	Total
As at 01 April, 2023	111.63	111.63
Additions/Adjustment	1,238.39	1,238.39
Capitalisation of Interest	52.72	52.72
Capitalised in FY 2023-24	(637.18)	(637.18)
As at 31 March, 2024	765.56	765.56
Additions/Adjustment	2,974.53	2,974.53
Capitalisation of Interest	92.87	92.87
Capitalised in FY 2024-25	(830.72)	(830.72)
Balance as at 31 March, 2025	3,002.24	3,002.24

Capital work in progress ageing schedule

As at 31 March, 2025

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Project in Progress	2,423.85	578.39	-	-	3,002.24
Total	2,423.85	578.39	-	-	3,002.24

As at 31 March, 2024

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Project in Progress	653.93	111.63	-	-	765.56
Total	653.93	111.63	-	-	765.56

* No projects are temporarily suspended as at 31 March, 2025 and 31 March, 2024.

3 (c) Intangible Assets

Particulars	Intangible Assets		Total
	Software	Technical know-how	
As at 01 April, 2023	38.13	322.78	360.91
FY 2023-24			
Additions during the year	3.83	39.08	42.91
Deletions during the year / Written off	-	-	-
As at 31 March, 2024	41.96	361.86	403.82
FY 2024-25			
Additions during the year	132.80	1,155.87	1,288.67
Deletions during the year / Written off	-	59.97	59.97
Capitalised	-	-	-
Balance as at 31 March, 2025	174.76	1,457.76	1,632.52

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

Particulars		Intangible Assets		Total
		Software	Technical know-how	
Accumulated Depreciation	As at 01 April, 2023	22.16	117.81	139.97
	Charge for the year	4.19	70.91	75.10
	Deletions during the year / written off	-	(5.29)	(5.29)
	As at 31 March, 2024	26.35	194.01	220.36
	Charge for the year	11.16	72.44	83.60
	Deletions / Adjustments during the year	-	-	-
Net Block	Balance as at 31 March, 2025	37.51	266.45	303.96
	Balance as at 31 March, 2025	137.25	1,191.31	1,328.56
	As at 31 March, 2024	15.61	167.85	183.46

3 (d) Intangible Assets under development

Particulars	Computer Software Under Development	Technical Knowhow (including Designs & Prototypes) Under Development	Total
As at 01 April, 2023	-	142.71	142.71
Additions/Adjustment	30.00	99.28	129.28
Capitalisation of Interest	-	13.25	13.25
Capitalised in FY 2023-24	-	-	-
As at 31 March, 2024	30.00	255.24	285.24
Additions/Adjustment	45.10	641.01	686.11
Capitalisation of Interest	-	-	-
Capitalised in FY 2024-25	(30.00)	(30.20)	(60.20)
Balance as at 31 March, 2025	45.10	866.05	911.15

Intangible Assets under Development Ageing Schedule

As at 31 March, 2025

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Project in Progress	768.44	142.71	-	-	911.15
Total	768.44	142.71	-	-	911.15

As at 31 March, 2024

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Project in Progress	142.53	142.71	-	-	285.24
Total	142.53	142.71	-	-	285.24

* No projects are temporarily suspended as at 31 March, 2025 and 31 March, 2024.

Relevant line item in the Balance sheet	Description of item of property	Gross carrying value	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative# of promoter* / director or employee of promoter / director	Property held since which date	Reason for not being held in the name of the Company** **also indicate if in dispute
Property, plant and equipment	Land	1.183	P.K. Bansal	NA	April 12, 2012	To be registered

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

3 (e) Rights-of-Use Assets

Particulars	Total
As at 01 April, 2023	170.90
Additions during the year	132.82
Deletions/ adjustments during the year	-
Depreciation during the year	(40.59)
As at 31 March, 2024	263.13
Additions during the year	2,201.06
Deletions/ adjustments during the year	(34.54)
Depreciation during the year	(66.00)
Less: Subsidy Received	(428.88)
Balance as at 31 March, 2025	1,934.77

3 (f) Goodwill

Particulars	Total
As at 01 April, 2023	23.44
Additions during the year	128.25
Write off during the year	-
As at 31 March, 2024	151.69
Additions during the year (Net of Capital Reserve)	(10.31)
Write off during the year	-
Balance as at 31 March, 2025	141.38

NON-CURRENT ASSETS - FINANCIAL ASSETS

4 INVESTMENTS

Particulars	As at 31 March, 2025	As at 31 March, 2024
Unquoted		
Investments - Non-Trade		
Investments in Equity instruments	263.04	271.38
Investments in Others	1,060.80	1,046.18
Total	1,323.84	1,317.56

4.1 Detail of Non-Current Investments

Particulars	As at 31 March, 2025	As at 31 March, 2024
(i) Financial assets measured at amortised cost		
Investment in Equity Instruments		
(a) Other than Subsidiary Companies		
Winfoware Technologies Limited	10.80	10.80
Mysore ESDM Cluster	2.64	2.64
Mixx Technologies Inc	249.60	249.60
Essnkey Electronics LLC	-	8.34
	263.04	271.38
(ii) Financial assets measured at FVTPL		
Investments in Mutual Funds (Quoted)	1,060.80	1,046.18
	1,323.84	1,317.56

Investments in equity instruments- Others

- Investment in Winfoware Technologies Limited 14,87,120 equity shares (2024: 14,87,120) face value of ₹ 5/- each purchased at a premium, constitutes 18.98% of the capital of that company.
- Investment in Mysore ESDM Cluster (Company constituted under section 8 of the Companies Act 2013), 2,500 equity shares of ₹ 10/- each constitutes 0.18% (2024: 0.18%) of the capital of that company.

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

Investments in Mutual Funds

Particulars	As at 31 March, 2025		As at 31 March, 2024	
	Units	Total NAV	Units	Total NAV
Canara Robeco Emerging Equities - Regular Growth Fund	2,273.13	0.53	2,273.13	0.48
Canara Robeco Emerging Equities - Regular Growth Fund	315.66	0.07	315.66	0.07
Canara Robeco Equity Hybrid Fund - Regular Growth Fund	976.67	0.33	976.67	0.30
Canara Robeco Equity Hybrid Fund - Regular Growth Fund	135.30	0.05	135.30	0.04
Canara Robeco Infrastructure - Regular Growth Fund	1,711.00	0.25	1,711.00	0.22
Canara Robeco Blue Chip Equity Fund	6,474.13	0.38	6,474.13	0.35
Canara Robeco Large Capital Fund - Regular Growth Fund	1,320.41	0.08	1,320.41	0.07
Canara Robeco Consumer Trends Fund - Regular Growth	1,083.76	0.11	1,083.76	0.10
Canara Robeco Flexi Cap Fund - Regular Growth	404.53	0.13	404.53	0.12
Canara Robeco Mid Cap Fund - Regular Growth (MDGP)	9,99,950.00	14.88	9,99,950.00	13.76
Canara Robeco Multi cap fund-MF-DG	-	-	8,395.89	0.10
Canara Robeco Savings Fund-FR- DG	-	-	64,40,188.29	253.59
Equity Arbitrage Fund -Direct Growth 8178	-	-	39,41,418.51	131.98
Bandhan Arbitrage Fund - Growth Direct Plan	-	-	38,14,722.40	121.79
Bandhan Low Duration Fund - Growth Direct Plan	-	-	72,00,909.68	253.46
Adity Birla Sun Life Balanced Advantage Fund - Growth Direct	-	-	25,36,656.53	258.08
SBI Magnum low duration Fund	890.56	3.05	890.56	2.84
SBI Balanced Advantage Fund	49,997.50	0.73	49,997.50	0.68
SBI Magnum Medium Duration Fund	1,19,604.51	5.99	1,19,604.51	5.53
SBI Corporate Bond Fund	1,86,734.82	2.83	1,86,734.82	2.62
Baroda BNP Paribas GILT FUND - Direct Plan - Growth Option	2,24,12,262.87	1,030.12		
Canara Robeco Multi Cap Fund - Direct Plan - Growth Option	95,668.91	1.28		
		1,060.80		1,046.18

5 FINANCIAL ASSETS

5(a) Loans and deposits, (At Amortised Cost)

Particulars	As at 31 March, 2025	As at 31 March, 2024
Unsecured considered good (Unless Otherwise stated)		
Rental Deposits	49.82	36.26
Utility Deposits	16.90	12.14
EMD Deposits	34.96	10.42
NSE Deposits	30.00	30.00
	131.68	88.82

5(b) Other financial assets (At Amortised Cost)

Particulars	As at 31 March, 2025	As at 31 March, 2024
Unsecured considered good (Unless Otherwise stated)		
Advances recoverable in cash, kind or to value to be received	19.38	37.03
	19.38	37.03

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

6 OTHER NON-CURRENT ASSETS

Particulars	As at 31 March, 2025	As at 31 March, 2024
Unsecured, considered good		
Capital Advances	2,459.79	1,092.48
Trade Receivables	3,263.65	-
Prepaid Rent	9.70	6.13
Prepaid staff welfare expenses	8.66	-
	5,741.80	1,098.61

CURRENT ASSETS

7 INVENTORIES (AT COST OR NET REALISABLE VALUE WHICHEVER IS LOWER)

Particulars	As at 31 March, 2025	As at 31 March, 2024
Raw materials	6,068.87	3,710.36
Work-in-progress	1,075.82	1,220.02
Finished Goods	524.62	261.26
Goods-in-transit	273.21	212.61
Consumables, stores and spares	201.71	78.99
	8,144.23	5,483.24

8 FINANCIAL ASSETS

8 (a) Trade receivables

Particulars	As at 31 March, 2025	As at 31 March, 2024
Unsecured, Considered Good(Unless otherwise stated)	5,745.80	3,555.73
Unsecured, Considered Doubtful	420.40	226.89
Less - expected credit loss allowance	(420.40)	(226.89)
	5,745.80	3,555.73
Movement in the expected credit loss allowance of trade receivables are as follows:		
Balance at the Beginning of the year / period	226.89	91.70
Add: Provided during the year / period	193.51	135.19
Less: Amount written off		
Balance at the end of the year / period	420.40	226.89

(i) Trade Receivables Ageing Schedule:

Undisputed Trade receivables – considered good	As at 31 March, 2025	As at 31 March, 2024
Less than 6 months	5,132.88	2,857.17
6 months - 1 year	241.43	263.67
1 -2 years	273.59	258.93
2 -3 years	22.73	175.96
More than 3 years	75.17	-
Total	5,745.80	3,555.73

Note:

- No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member. Trade receivables are non-interest bearing.
- The trade receivables of the Company has been pledged with banks for availing working capital and other facilities.

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

8 (b) Cash and cash equivalents

Particulars	As at 31 March, 2025	As at 31 March, 2024
Balance with banks		
- In Current accounts	473.66	193.62
Cash on hand	0.56	0.49
	474.22	194.11

8 (c) Bank balances other than cash and cash equivalents

Particulars	As at 31 March, 2025	As at 31 March, 2024
Deposits with original maturity for less than 12 months	9,992.55	14,999.98
Margin Money and Other Deposits *	96.29	61.51
	10,088.84	15,061.49

*Deposits held with banks for issue of bank guarantees, letters of credit and guarantees to customs authorities.

8 (d) Loans and deposits, carried at amortized cost

Particulars	As at 31 March, 2025	As at 31 March, 2024
Unsecured, Considered Good(Unless otherwise stated)		
Loans to employees	48.49	38.86
Total	48.49	38.86

8 (e) Other financial assets (At Amortised Cost)

Particulars	As at 31 March, 2025	As at 31 March, 2024
Unsecured, Considered Good(Unless otherwise stated)		
Interest accrued	237.67	254.95
	237.67	254.95

9 CURRENT TAX ASSETS (NET)

Particulars	As at 31 March, 2025	As at 31 March, 2024
Advance income tax	-	734.50
Less: Provision for income taxes	-	(675.69)
	-	58.81

10 OTHER CURRENT ASSETS

Particulars	As at 31 March, 2025	As at 31 March, 2024
Unsecured, considered good		
Advances for supply of goods	608.97	473.03
MAT Credit Entitlement	0.96	0.96
Prepaid Expenses	362.61	284.84
Balance with government authorities	1,041.75	448.00
Contract Asset- Unbilled revenue	9.15	5.20
Other Advances	69.74	7.65
	2,093.18	1,219.68

Notes to the Consolidated Financial Statements (Contd.)
(All amounts are in ₹ Mn, unless otherwise stated)

11 SHARE CAPITAL

11 (A) Equity Share Capital

i) Authorised

Particulars	Equity Share Capital	
	No of Shares	Amount
Balance as at 01 April, 2023	7,00,00,000	700.00
Increase during the year	-	-
Balance as at 31 March, 2024	7,00,00,000	700.00
Increase during the year	-	-
Balance as at 31 March, 2025	7,00,00,000	700.00

ii) Shares issued, subscribed and fully paid-up

Particulars	Equity Share Capital	
	No of Shares	Amount
Balance as at 01 April, 2023	5,81,42,496	581.42
Add: Shares issued during the year	57,75,577	57.76
Add: Conversion of Preference shares into equity	-	-
Balance as at 31 March, 2024	6,39,18,073	639.18
Add: Shares issued during the year	1,66,232	1.66
Add: Conversion of Preference shares into equity	-	-
Balance as at 31 March, 2025	6,40,84,305	640.84

iii) Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

iv) Shareholders holding more than 5 percent of Equity Shares

Name of Share holder	As at 31 March, 2025	As at 31 March, 2024
Mr. Ramesh Kunhikannan	3,69,43,633	3,69,43,633
% of Share holding	57.65%	57.80%

Note: For the period of five years immediately preceding 31 March, 2025

- No shares were allotted as fully paid-up pursuant to contract(s) without payment being received in cash.
- Aggregate Number and class of shares allotted as fully paid up by way of bonus shares.
- Financial Year Ended 31 March, 2025

Particulars	No. of shares	Amount (₹)
i) During the year, the Company has allotted 92,697 and 73,535 fully paid up equity shares of ₹10 each under "ESOP Scheme 2022" on approval accorded by the Board of Directors of the Company at their meetings held on 26 July, 2024 and 29 March, 2025 respectively.	1,66,232	16,62,320

(d) Financial Year Ended 31 March, 2024

Particulars	No. of shares	Amount (₹)
i) The Company has issued 57,75,577 fully paid up equity shares of ₹ 10 each during the financial year by way of Qualified Institutional placement ("QIP") on approval accorded by the Fund raising committee of the Board of Directors of the Company held on December 21, 2023.	57,75,577	5,77,55,770

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

v) Shareholding of Promoters

Promoter Name	As at 31 March, 2025	As at 31 March, 2024
Mr. Ramesh Kunhikannan		
- No. of Shares held	3,69,43,633	3,69,43,633
- Percentage of holding	57.65%	57.80%
- Changes during the year	(24.81%)	
Mrs. Savitha Ramesh		
- No. of Shares held	19,800	19,800
- Percentage of holding	0.03%	0.03%
- Changes during the year	(0.01%)	
RK Family Trust (Ramesh Kunhikannan)		
- No. of Shares held	100	100
- Percentage of holding	0.00%	0.00%
- Changes during the year	0.00%	

11 (B) Instruments entirely equity in nature

Compulsorily Convertible Preference Share Capital

i) Authorised

Particulars	No of Shares	Amount
Balance as at 31 March, 2023	20,00,000	20.00
Increase during the year	-	-
Balance as at 31 March, 2024	20,00,000	20.00
Increase during the year	-	-
As at 31 March, 2025	20,00,000	20.00

Pursuant to a resolution of the Board of Directors dated 05 June, 2020 and the shareholders meeting dated 05 June, 2020, the Authorised Share Capital of the Company has been reclassified to ₹ 10 Mn consisting of 10,00,000 Preference Shares of ₹ 10/- (Rupees Ten only) and a resolution of Board of Directors dated 11 October, 2020 and the shareholders meeting dated 11 October, 2020, the Authorised Share Capital of the Company has been increased from ₹ 10 Mn consisting of 10,00,000 Preference Shares of ₹ 10/- (Rupees Ten only) each to ₹ 20 Mn consisting of 20,00,000 Preference Shares of ₹ 10/- each (Rupees Ten only).

ii) Shares issued, subscribed and fully paid-up

Particulars	No of Shares	Amount
Balance as at 01 April, 2023	-	-
Add: Shares issued during the year	-	-
Add: Bonus shares issued during the year	-	-
Less: Share converted into equity during the year	-	-
Balance as at 31 March, 2024	-	-
Add: Shares issued during the year	-	-
Add: Bonus shares issued during the year	-	-
Less: Share converted into equity during the year	-	-
Balance as at 31 March, 2025	-	-

iii) Terms/rights attached to Preference shares:

The Preference Shareholders shall carry such voting rights as are exercisable by persons holding Equity Shares in the Company and shall be treated pari passu with the Equity Shares on all voting matters. In the event of liquidation, the Preference Shareholders will carry a preferential right over the holder of equity shares for payment of dividend and for payment of capital, in proportion to their shareholding and are also eligible to participate in surplus funds.

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

12 OTHER EQUITY

Particulars	As at 31 March, 2025	As at 31 March, 2024
Securities premium (refer note i)	19,994.46	19,969.41
General Reserve (refer note ii)	669.81	130.00
Surplus in the profit and loss statement (refer note iii)	7,040.88	4,090.98
Foreign currency translation reserve (refer note iv)	13.06	8.12
Other Comprehensive income (refer note v)	28.24	18.46
Employee stock options outstanding account (ESOP Reserve) (refer note vi)	15.31	12.74
	27,761.76	24,229.71

i) Securities Premium	As at 31 March, 2025	As at 31 March, 2024
At beginning of the year	19,969.41	6,591.58
Changes during the year	25.05	13,377.83
As at end of the year	19,994.46	19,969.41

ii) General Reserve	As at 31 March, 2025	As at 31 March, 2024
At beginning of the year	130.00	130.00
Add: Transfer from Retained earnings		-
Add: On Acquisition of subsidiaries	539.81	
Add: Transfer from Debenture redemption reserve	-	-
As at end of the year	669.81	130.00

iii) Surplus in the profit and loss statement	As at 31 March, 2025	As at 31 March, 2024
At beginning of the year	4,090.98	2,260.81
Add: Profit for the year	2,941.64	1,835.79
Add: Other Adjustments	18.04	-
Less: Other Comprehensive Loss	(9.78)	(5.62)
As at end of the year	7,040.88	4,090.98

iv) Foreign currency translation reserve	As at 31 March, 2025	As at 31 March, 2024
At beginning of the year	8.12	7.46
Translation as per Non Integral Foreign Operations	4.94	0.66
As at end of the year	13.06	8.12

v) Other Comprehensive Income (Remeasurement of defined benefit obligations)	As at 31 March, 2025	As at 31 March, 2024
At beginning of the year	18.46	12.84
Add: Changes during the year	9.78	5.62
As at end of the year	28.24	18.46

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

vi) Employee stock options outstanding account (ESOP Reserve)	As at 31 March, 2025	As at 31 March, 2024
At beginning of the year	12.74	6.31
Add: Share based payment expenses	8.33	7.98
Less: Adjustment on Allotment of ESOP	(3.77)	-
Less: Adjustment on forfeiture of ESOP	(1.99)	(1.55)
As at end of the year	15.31	12.74

Note

1. Securities premium account is used to record the premium received on issue of share. It is utilised in accordance with the provisions of the Companies Act, 2013.
2. General reserve is the free reserve created out of the retained earnings of the Company. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

13 NON-CONTROLLING INTEREST

Particulars	As at 31 March, 2025	As at 31 March, 2024
Non-Controlling Interest	39.72	15.79
	39.72	15.79

NON-CURRENT LIABILITIES

14 FINANCIAL LIABILITIES

Particulars	As at 31 March, 2025	As at 31 March, 2024
Borrowings		
Term loans from banks & financial institutions		
- Secured	434.28	130.23
Others		
- Unsecured	250.00	-
Vehicle loan - Secured	37.43	24.02
Less: Current maturities of Long term borrowings		
Term loans from banks & financial institutions		
- Secured	(36.36)	(35.39)
Vehicle loan - Secured	(10.55)	(7.30)
	674.80	111.56

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

A break-up of the above loans is tabulated below:

Loan Type	Loan Name	Repayment Terms	Amount outstanding	
			As at 31 March, 2025	As at 31 March, 2024
Term Loans from banks - Secured	Bank of America	Repayable in 58 months monthly instalments from date of disbursement.	340.47	
Term loans from Bank - Secured	State bank of India	Repayable in 60 months in 48 equal monthly instalments after a moratorium of 12 months from date of disbursement.	-	0.40
	HDFC Bank Term Loan (Covid)	Repayable in 72 months in 48 equal monthly instalments after a moratorium of 24 months from date of disbursement.	74.67	102.67
Term loans - From Financial Institutions - Secured	Sundaram Finance Machinery Loan - 3	Repayable in 60 monthly instalments from the date of loan.	2.36	3.72
	Sundaram Finance Machinery Loan - 4		1.61	2.44
	Sundaram Finance Machinery Loan - 5		15.17	21.00
SUB TOTAL			434.28	130.23
Term loans - From Others - Unsecured			250.00	-
SUB TOTAL			250.00	-
Vehicle Loan - From Bank - Secured	SBI Loan - Mini Cooper	Repayable in 60 to 72 months monthly instalments along with the interest.	-	0.05
	Canara Car Loan-Skoda Octavia		0.30	0.77
	Saraswat Car Loan-Seltos		0.04	0.34
	Saraswat Car Loan-Nex		-	0.29
	Saraswat Car Loan - Bmw		0.68	1.73
	Saraswat Car Loan - Ertiga		0.15	0.38
	Saraswat Car Loan - Santro		0.07	0.22
	Saraswat Bus Loan		0.50	0.94
	Saraswat Car Loan - Harrier		1.11	1.55
	Saraswat Car Loan - Skoda Kushaq		0.90	1.21
	Saraswat Car Loan - Fortuner		2.82	3.51
	Saraswat Car Loan - Hyundai Tucson		2.58	3.21
	Saraswat Car Loan - Urban Cruiser		1.65	2.00
	Saraswat Car Loan - Innova Crysta		1.48	2.06
	Saraswat Car Loan - Black Fortuner		3.18	3.91
	Sarawat Car Loan - Jeep Compass		1.12	1.85
	Saraswat Car Loan - BYD Seal		3.71	-
	Saraswat Car Loan - BMW		17.14	-
		SUB TOTAL	37.43	24.02

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

15 DEFERRED TAX LIABILITIES (NET)

Particulars	As at 31 March, 2025	As at 31 March, 2024
Deferred Tax Liability		
Property plant and equipment: timing differences on account of depreciation allowance.	190.65	138.20
Actuarial Gain/Loss	-	0.14
Lease Asset	56.12	63.76
Prepaid rent	1.10	1.48
Fair Valuation of Mutual Funds	9.37	5.87
Gross deferred tax liability	257.24	209.45
Deferred Tax Asset		
Security Deposits	1.16	(1.53)
Provision for ECL	(82.03)	(44.27)
Leases Liability	(32.08)	(38.68)
Expenses: timing differences on expenses allowable on payment basis.	(14.34)	(23.37)
Gross deferred tax asset	(127.29)	(107.85)
Net deferred tax liability	129.95	101.60

16 LONG TERM PROVISIONS

Particulars	As at 31 March, 2025	As at 31 March, 2024
Provision for Gratuity	65.70	41.29
Provision for compensated absences	35.11	18.28
	100.81	59.57

CURRENT LIABILITIES**17 FINANCIAL LIABILITIES**

17 (a) Borrowings (At Amortised Cost)	As at 31 March, 2025	As at 31 March, 2024
Credit Balance - Cash credit from banks (Secured)	7,576.65	2,388.93
Loans from Others (Unsecured)	0.61	0.58
Rupee Packing Credit (Secured)	455.86	439.12
Foreign Currency Packing Credit (Secured)	-	77.79
Current maturities of Long term borrowings		
- Term loans from banks & financial institutions		
- Secured	36.36	35.39
- Vehicle loan	10.55	7.30
Total	8,080.03	2,949.11

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

The Break up of above loans is tabulated below

Loan Type	Loan Name	Repayment Terms	Amount outstanding	
			As at 31 March, 2025	As at 31 March, 2024
Cash credit from banks (secured)	Canara Bank	Repayable on Demand	(0.48)	503.19
	Canara Bank ST		1,229.92	(0.32)
	State Bank of India		12.35	145.24
	SBI Parwanoo		(0.11)	(0.33)
	HDFC Bank		(3.48)	(352.42)
	Indusind Bank		117.97	0.79
	Indusind Bank ST		349.26	(0.74)
	Axis Bank		382.27	2.43
	HSBC Bank		(0.10)	-
	ICICI Bank		(0.02)	-
	Federal Bank		(4.27)	-
	HDFC bank		0.63	(504.19)
	Axis Bank		398.55	4.14
	Axis Bank		497.37	-
	Federal Bank		(0.97)	-
	Axis Bank ST		494.73	-
Working Capital Demand Loan (WCDL)	HDFC Bank	Repayable within 180 days from the date of disbursement.	2,268.40	1,751.14
	Axis bank		1.51	350.00
	Indusind Bank		180.00	90.00
	SBI		453.12	-
	Axis Bank		-	400.00
	Federal Bank		400.00	-
	Federal Bank		800.00	-
SUB TOTAL			7,576.65	2,388.93
Term Loans from others - Unsecured	Loans from Others	12M or 10M Months differs by Party	0.61	0.58
Rupee Packing Credit - Secured	Canara Bank - FBE	Repayable on Demand	-	-
	Canara Bank - Packing Credit FBE		100.00	80.48
	Kotak Post Shipment Euro		-	-
	Kotak Post shipment US\$		-	-
	Kotak Post-Shipment GBP		-	-
	Kotak Pre-Shipment GBP		-	-
	Indusind Bank - EPC		-	92.40
	SBI Packing Credit		196.96	198.77
	State Bank of India - EPC		158.90	67.47
	Kotak Sales Bills Discounting		-	-
SUB TOTAL			455.86	439.12
Foreign Currency Packing Credit - Secured	Indusind Bank - PCFC		-	77.79
SUB TOTAL			-	77.79

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

17 (b) Trade payables (At Amortised Cost)	As at 31 March, 2025	As at 31 March, 2024
Dues to micro enterprises and small enterprises (refer note 46)	108.44	65.67
Dues to other than micro enterprises and small enterprises	6,720.75	3,544.47
Total trade payables	6,829.19	3,610.14

Ageing Schedule**As at 31 March, 2025**

Particulars	Outstanding following for periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	108.09	0.35	-	-	108.44
Others	6,638.18	73.78	8.79	-	6,720.75

As at 31 March, 2024

Particulars	Outstanding following for periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	65.32	0.35	-	-	65.67
Others	3,461.45	73.78	9.24	-	3,544.47

* No trade payables are disputed as at 31 March, 2025 and 31 March, 2024.

17 (c) Other financial liabilities (At Amortised Cost)	As at 31 March, 2025	As at 31 March, 2024
Payables - Capital Goods	461.44	69.39
Employee benefits payable	164.83	115.73
Deferred consideration payable	157.94	45.24
Interest accrued and due on borrowings	6.63	16.54
	790.84	246.90

18 CURRENT TAX LIABILITIES (NET)

Particulars	As at 31 March, 2025	As at 31 March, 2024
Provision for income taxes	1,025.13	-
Advance Tax	(986.79)	-
Less: MAT Credit	-	-
	38.34	-

19 OTHER CURRENT LIABILITIES

Particulars	As at 31 March, 2025	As at 31 March, 2024
Advance from customers	88.68	83.07
Statutory dues and related liabilities	164.41	16.95
Other payables	772.67	408.57
	1,025.76	508.59

Notes to the Consolidated Financial Statements (Contd.)
(All amounts are in ₹ Mn, unless otherwise stated)

20 SHORT-TERM PROVISIONS

Particulars	As at 31 March, 2025	As at 31 March, 2024
Provision for employee benefits		
Provision for Gratuity	11.20	10.90
Provision for Compensated absence	4.28	3.19
Other Provisions	9.71	0.74
	25.19	14.83

21 REVENUE FROM OPERATIONS

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Sale of Goods	26,224.04	17,352.91
Sale of services	993.48	693.28
	27,217.52	18,046.19
The Company derives revenue from the transfer of goods & services in the following geographical regions		
India	25,202.12	16,373.72
Outside India	2,015.40	1,672.47
	27,217.52	18,046.19
Timing of Revenue Recognition		
Goods transferred at a point in time	26,224.04	17,352.91
Service transferred at a point in time	993.48	693.28
	27,217.52	18,046.19

22 OTHER INCOME

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Interest Income :		
Interest received on deposits with banks	957.23	519.52
Interest on Income Tax refund	-	0.16
Interest on Security Deposit	2.55	2.01
Gain On Fair Valuation of Mutual Funds	93.96	23.95
Profit on sale of investment	7.29	-
Export Incentives	0.07	-
Government Grants	0.07	-
Other non-operating income	0.69	0.51
Interest Income on staff loan	2.81	-
Exchange Differences (net)	4.96	13.01
Exchange Differences (net)	1,069.63	559.16

23 COST OF MATERIALS CONSUMED

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Inventory at the beginning of the year	3,710.36	2,820.80
Add: Purchase	21,569.56	14,616.69
Less : Inventory at the end of the year	(6,068.87)	(3,710.36)
Less: Research and Development expenses - considered separately	(94.79)	(15.11)
Cost of materials consumed	19,116.26	13,712.02

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

24 CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Finished goods		
Closing stock	524.62	261.26
Opening stock	261.26	210.03
Sub total (A)	(263.36)	(51.23)
Closing stock	1,075.82	1,220.02
Opening stock	1,220.02	858.61
Sub total (B)	144.20	(361.41)
Total Changes in Inventories	(119.16)	(412.64)

25 EMPLOYEE BENEFITS EXPENSES

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Salaries and incentive	1,583.08	939.10
Contribution to provident fund	59.83	30.40
Share based payment expenses	6.34	6.43
Gratuity contribution scheme (Refer note 35)	30.86	16.11
Staff welfare expenses	153.15	88.94
Employee benefit expense on loan	1.77	-
Less: Research and Development expenses - considered separately	(54.36)	(53.42)
	1,780.67	1,027.56

26 FINANCE COSTS

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Interest on borrowings	1,046.86	559.13
Interest on others	0.39	-
Unwinding of interest	5.23	1.22
Other borrowing costs	23.93	19.58
Interest on lease liabilities (Refer Note 33)	29.44	19.79
Less: Capitalised	(92.87)	(65.98)
	1,012.98	533.74

27 DEPRECIATION AND AMORTISATION EXPENSE

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Depreciation of property, plant & equipment (Refer Note 3)	297.80	135.72
Amortisation of Intangible Assets (Refer Note 3(c))	83.60	75.10
Depreciation of Rights-of-Use Assets (Refer Note 3(e))	66.00	40.59
	447.40	251.41

Notes to the Consolidated Financial Statements (Contd.)
(All amounts are in ₹ Mn, unless otherwise stated)

28 OTHER EXPENSES

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Rent	30.46	6.28
Rates and taxes	44.14	28.58
Printing and stationery	9.62	4.82
Insurance	54.28	23.92
Discount Allowed	0.18	0.98
Donation (Refer Note : 45)	110.08	0.52
Power and fuel	151.07	87.98
Labour and Processing Charges	499.93	221.77
Consumption of stores and spares	400.32	189.59
Repairs and maintenance - Plant & Machinery	29.62	19.10
Repairs and maintenance - Buildings	11.31	10.80
Repairs and maintenance - Others	66.86	26.84
Security maintenance expenses	28.83	15.31
Research and Development Expenses	8.63	8.32
Legal and professional fees	166.12	88.94
Audit Fees	5.65	5.65
Commission Expenses	7.03	9.51
LD/Claim Settled	2.61	1.99
Bank charges	44.82	24.96
Communication expenses	30.68	6.24
Travelling and conveyance	142.31	78.12
Business Promotion	43.37	21.53
Freight and forwarding charges	180.41	111.92
CSR expenditure	30.88	12.87
Provision for Expected Credit Loss (ECL)	193.51	135.19
Loss on sale of tangible assets	10.84	1.14
Software Expense	9.49	0.69
Hire charges	6.11	15.96
Director sitting fees	3.64	3.42
Miscellaneous expenses	9.96	14.63
	2,332.76	1,177.57
Research and Development Expenditure	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Raw Materials, Components and Consumables	94.79	15.11
Salaries and Wages	54.36	53.42
Legal and professional fees	-	6.49
Communication expenses	0.29	0.26
Travelling and Conveyance	-	1.45
	149.44	76.73
Less: Capitalised	(140.81)	(68.41)
	8.63	8.32

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

Payment to Auditors	For the year ended 31 March, 2025	For the year ended 31 March, 2024
As statutory auditors		
Audit fees	4.15	4.15
Tax audit fee	0.90	0.90
Limited review fees	0.60	0.60
	5.65	5.65

29 CONTINGENT LIABILITIES AND COMMITMENTS

Particulars	As at 31 March, 2025 (₹)	As at 31 March, 2024 (₹)
Contingent Liabilities:		
a) Claims against the Company not acknowledged as debt		
Disputed Income Tax Demand [refer note 29.1]	-	1.74
Disputed Income Tax Demand - CPC Demand [refer note 29.2]	6.05	6.05
Disputed Income Tax Demand - CPC Demand [refer note 29.3]	34.58	31.81
Disputed Income Tax Demand - CPC demand [refer note 29.4]	1.80	1.62
Disputed Indirect taxes Demand [refer note 29.5]	99.51	23.95
Disputed Income Tax Demand - CPC demand [refer note 29.6]	45.88	19.82
Disputed Income Tax Demand - CPC demand [refer note 29.7]	0.70	0.70
b) Bank Guarantees for contractual performance	1,039.78	66.71
c) Letter of Credit issued by bank	0.22	6.92
d) Bond Executed for Customs/Central Excise/GST. (Covered by Bank guarantee to the extent of ₹ 8.16 Mn)	725.87	625.00
e) On account of Bills Discounted with Banks set off against Trade Receivable	1,146.68	1,160.71
f) Corporate Guarantee to Subsidiary Company	2,105.80	780.40
Commitments:		
(i) Estimated amount of contracts remaining to be executed on capital account and not provided for, net of advances.	288.79	-
(ii) Approval for Land Conversion from Lease to Sale of Plot no 20 & Plot no 119 from Karnataka Industrial Area Development Board (KIADB) is in progress. Estimated Conversion cost is considered as a Capital commitment remaining unexecuted.	12.14	12.14

- 1 CPC demand of ₹ 17,37,670/- against the disallowance made by ITO against under 35(2AB) for A.Y. 2016-17 and thereby reducing the MAT credit availed by the Company which was disputed in appeal before CIT(A) and the matter is resolved in FY 2024-25.
- 2 Income tax authorities Disallowed R& D expenditure and raised a demand for non submission of certificate from DSIR , Delhi. This case was disputed in appeal before CIT(A) and the matter is pending.
- 3 The disallowance on account of delay in payment of employer's contribution to EPF & ESI . Filed appeal against the order and submitted the relevant documentation. Assessing officer is in the process of reviewing supportings provided by us to substantiate our claim.
- 4 Commissioner of Income tax , Bangalore has issued a notice on Short deduction of TDS for various years commencing from FY 2009-10 to 2023-24 and imposed a Interest and penalty .Demand appearing in the TDS Portal amounts to ₹ 1.62 Mn . We are in the process of adjusting the demand against the unconsumed challans available . We have already submitted a request to the commissioner for extension of time for reconciliation of TDS .

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

- 5 There are 18 (2024 : 16) cases relating to excise, VAT, Customs and CST amounting to ₹ 99.51 Mn (2024 : 23.95 Mn) covering a period commencing from FY 2012-13 to 2020-21 pertaining to units located in various states in Uttarakand and Maharashtra. Many of the cases required Information provided to the Concerned authorities and are in progress.
- 6 The disallowance / add back on account TDS non deduction wrongly considered by AO in Assessment order. Filed appeal against the order and submitted the relevant documentation. Assessing officer is in the process of reviewing supportings provided by us to substantiate our claim.
- 7 Commissioner of Income tax , Bangalore has issued a notice on Short deduction of TDS for various years commencing from FY 2012-13 to 2021-22 and imposed a Interest and penalty .

30 RELATED PARTY DISCLOSURES

Disclosure in respect of material transactions with associated parties as required by Indian Accounting Standard (Ind AS) 24 "Related Party Disclosures".

[A.] Related Parties and their Relationship with the Company

Ref.	Description of relationship	Names of Related parties
[1.]	Subsidiary Companies:	Kemsys Technologies Private Limited Kaynes Technology Europe GmbH Kaynes International Design & Manufacturing Private Limited Kaynes Embedded Systems Private Limited Kaynes Semicon Private Limited Kaynes Circuits India Private Limited Digicom Electronics Inc. Essnkay Electronics LLC Kaynes Mechatronics Private Limited Kaynes Electronics Manufacturing Private Limited Iskraemeco India Private Limited Kaynes Holding Pte Limited Sensonic GmbH (Subsidiary of Kaynes Holding Pte Limited) Sensonic US Inc (Subsidiary of Kaynes Holding Pte Limited) Sensonic UK Ltd (Subsidiary of Kaynes Holding Pte Limited) Sensonic IN India Private Limited (Subsidiary of Kaynes Holding Pte Limited)
[2.]	Entity Controlled by Directors:	Kaynes Technology Inc. Kemsys Technologies Inc. Kaynes Circuits Private Limited Mysore ESDM Cluster Cheyyur Real Estates Private Limited Cheyyur Properties Private Limited Nambi Reality Private Limited
[3.]	Entity where relative of Directors have substantial interest	A ID Systems (India) Private Limited
[4.]	Key Management Personnel:	
	Ms. Savitha Ramesh	Executive Chairperson.
	Mr. Ramesh Kunhikannan	Managing Director
	Mr. Jairam Paravasthu Sampath	Whole Time Director & Chief Financial Officer
	Mr. Rajesh Sharma	Chief Executive Officer

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

Ref.	Description of relationship	Names of Related parties
	Mr. Anup Kumar Bhat	Independent Director
	Mr. Seeplaputhur Ganapathiramaswamy Murali	Independent Director
	Mr. Alexander Koshy	Independent Director
	Ms Poornima Ranganath	Independent Director
	Mr. Heinz Franz Moitzi	Independent Director
	Mr. Adithya Jain SM	Company Secretary & Compliance Officer (w.e.f 15 September, 2023 to 30 November, 2024)
	Mr. Anuj Mehtha	Company Secretary & Compliance Officer (w.e.f 27 January, 2025)
	Ms. Premita Ramesh	Director in subsidiary company
	Mr. Sajan Anandaraman	Director in subsidiary company
	Mr. Manoj Rajnarain Pandey	Managing Director in subsidiary company
	Mr. Madan Mohan Chakraborty	Managing Director in subsidiary company
	Mr. Subir Majumder	Director in subsidiary company
	Mr. S. Sharath Kumar	Company Secretary & Compliance Officer in subsidiary company (w.e.f 23 August, 2024)
[5.]	Relatives of KMP's:	Mr. Govind Shasiprasad Menokee

[B.] Transactions with KMPs

Transactions / Balances	For the year ended 31 March, 2025	For the year ended 31 March, 2024
[i.] Remuneration and Commission:		
Mr. Ramesh Kunhikannan	18.00	18.00
Ms. Savitha Ramesh	18.00	18.00
Mr. Jairam Paravasthu Sampath	9.60	8.00
Ms. Premita Ramesh	6.00	5.40
Mr. Govind Shasiprasad Menokee	8.40	6.60
Mr. Manoj Rajnarain Pandey	-	1.98
Mr. Rajesh Sharma	14.50	8.00
Mr. Sajan Anandaraman	2.70	2.12
Mr. Adithya Jain. S.M	2.33	2.40
Mr. Anuj Mehtha	0.20	-
Mr. Madan Mohan Chakraborty	13.91	-
Mr. Subir Majumder	6.83	-
Mr. S. Sharath Kumar	0.77	-
[ii.] Share Based Payments Exercised:		
Mr. Jairam Paravasthu Sampath	80.47	-
Mr. Rajesh Sharma	15.72	-
Mr. Sajan Anandaraman	16.08	-
Mr. Adithya Jain S.M	2.35	-
[iii.] Reimbursement of expenses		
Mr. Ramesh Kunhikannan	5.37	3.60
Ms. Savitha Ramesh	0.33	1.45
Ms. Premita Ramesh	-	-
Mr. Jairam Paravasthu Sampath	0.50	0.12

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

Transactions / Balances	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Mr. Rajesh Sharma	0.01	0.11
Mr. Govind Shasiprasad Menokee	0.87	0.42
Mr. Adithya Jain. S.M	0.01	0.01
Mr. Manoj Rajnarain Pandey	0.10	0.05
[iv.] Transaction in current account (net)		
Mr. Ramesh Kunhikannan	-	-
Ms. Savitha Ramesh	-	-
Ms. Premita Ramesh	-	-

[C.] Balances with KMPs and relatives of KMPs

	As at 31 March, 2025	As at 31 March, 2024
[i.] Amount Receivable from/ Due to directors:		
Mr. Jairam P Sampath (Dr. Balance)	-	-
[ii.] Amount Receivable from / Due to KMP:		
Mr. Rajesh Sharma (Dr. Balance)	-	-
[iii.] Salaries payable		
Mr. Ramesh Kunhikannan	0.97	1.00
Ms. Savitha Ramesh	1.00	0.99
Mr. Jairam Paravasthu Sampath	0.55	0.46
Mr. Manoj Rajnarain Pandey	-	0.32
Ms. Premita Ramesh	0.36	0.33
Mr. Govind Shasiprasad Menokee	0.32	0.40
Mr. Rajesh Sharma	1.01	0.50
Mr. Adithya Jain.S.M	-	0.18
Mr. Sajan Anandaraman	0.14	0.14
Mr. Anuj Mehtha	0.10	-
Mr. Madan Mohan Chakraborty	0.84	-
Mr. Subir Majumder	0.29	-
Mr. S. Sharath Kumar	0.07	-

[D.] Transactions with Related Parties other than subsidiaries & Associates

Name of the related party	Nature of the transaction	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Kaynes Technology Inc.	Services Rendered	34.72	53.33
	Services Received	-	-
Kemsys Technologies Inc. (From Kemsys Technologies Private Limited)	Services provided	24.29	-
	Services received	4.36	18.11
	Sale of Material	-	0.07

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

[E.] Balances with Related Parties other than subsidiaries & Associates

Name of the related party	Nature of the transaction	As at 31 March, 2025	As at 31 March, 2024
Kaynes Interconnection Systems India Private Limited	Loans and Advances	-	-
	Trade Payables	-	-
Mysore ESDM Cluster	Investments / Loans and Advances	3.32	3.32
Kaynes Technology Inc.	Services Rendered Receivable	13.91	12.48
Kemsys Technologies Inc. (From Kemsys Technologies Private Limited)	Trade Receivable	21.73	1.39

[F.] Disclosure as per Schedule VI (Para 11(1)(A)(i)(g) of ICDR Regulation

The following are the transactions eliminated during the years 31 March, 2025 and 31 March, 2024

Name of the related party	Nature of the transaction	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Kaynes International Design & Manufacturing Private Limited	Loans and Advances given to	813.68	189.68
	Loans and Advances repaid by	575.16	49.80
	Interest on loan advanced	17.87	-
	Corporate Guarantee given	180.80	80.40
	Sale of material	27.52	4.36
	Purchases	3.53	-
Kemsys Technologies Private Limited	Loans and Advances given to	3.41	64.50
	Loans and Advances repaid by	1.28	224.00
	Services Received from	-	-
	Interest on loan advanced	1.48	7.60
	Purchases	0.97	2.96
	Sale of material	-	-
	Investments	-	224.00
Kaynes Electronics Manufacturing Private Limited	Investments	-	-
	Loans and Advances given to	9,428.29	1,749.95
	Loans and Advances repaid by	6,971.79	-
	Sale of material	1,604.85	390.58
	Purchases	1,141.90	3.54
	Interest on loan advanced	143.19	107.93
	Corporate Guarantee given	1,225.00	-
	Management services	-	11.28
Kaynes Semicon Private Limited	Loans and Advances given to	1,872.09	240.49
	Loans and Advances repaid by	560.21	16.65
	Investments	-	2.50
	Interest on loan advanced	101.92	3.19
Kaynes Circuits India Private Limited	Loans and Advances given to	923.87	1.77
	Loans and Advances repaid by	25.80	-
	Investments	-	2.50
	Interest on loan advanced	12.40	-

Consolidated

Kaynes Technology India Limited

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

Name of the related party	Nature of the transaction	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Kaynes Mechatronics Private Limited	Investments	-	0.10
	Loans and Advances given to	633.20	64.69
	Loans and Advances repaid by	63.57	-
	Interest on loan advanced	30.34	-
	Sale of material	2.60	-
	Purchases of material	32.45	-
Digicom Electronics Inc	Investments	-	199.63
	Loans and Advances given to	-	49.79
	Loans and Advances repaid by	8.29	-
Essnkay Electronics LLC	Investments	100.18	-
Kaynes Technology Europe GmbH	Commission Paid	-	2.68
Iskraemeco India Private Limited	Investments	429.86	-
	Corporate Guarantee given	700.00	-
	Sale of material	1,625.35	-
	Purchase of material	879.74	-
Kaynes Holding Pte Ltd	Investments	650.77	-

[G.] The following are the details of the balances that were eliminated during the years ended 31 March, 2025 and 31 March, 2024

Name of the related party	Nature of the transaction	As at 31 March, 2025	As at 31 March, 2024
Kaynes International Design & Manufacturing Private Limited	Loans and Advances received	327.67	65.16
	Investments	1.50	1.50
	Corporate Guarantee given	180.80	80.40
Kemsys Technologies Private Limited	Loans and Advances	19.67	18.51
	Investments	229.00	229.00
	Interest on loan advanced	9.08	7.60
Kaynes Embedded Systems Private Limited	Loans and Advances given	-	-
	Investments	3.00	3.00
	Investments	9.24	9.24
	Trade payable	-	0.50
Kaynes Electronics Manufacturing Private Limited	Investments	0.10	0.10
	Loans and Advances given	3,504.92	2,236.69
	Advances given for supply of goods	1,662.10	-
	Corporate Guarantee given	1,225.00	-
	Interest on Loan Advanced	143.19	107.93
	Management Services	-	11.28
Kaynes Semicon Private Limited	Loans and Advances given to	1,535.72	223.84
	Investments	2.50	2.50
	Interest on loan advanced	105.11	3.19
	Loans and Advances given to	899.84	1.77
	Investments	2.50	2.50
	Interest on loan advanced	12.40	-

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

Name of the related party	Nature of the transaction	As at 31 March, 2025	As at 31 March, 2024
Kaynes Mechatronics Private Limited	Investments	0.10	0.10
	Loans and Advances	604.47	64.69
	Interest on loan advanced	30.34	
Digicom Electronics Inc	Investments	199.63	199.63
	Loans and Advances	41.50	49.79
Essnkay Electronics LLC	Investments	100.18	-
Iskraemeco India Private Limited	Investments	429.86	-
	Corporate Guarantee given	700.00	-
Kaynes Holding Pte Ltd	Investments	650.77	-

[H.] The following are the intra-group company transactions eliminated during the years 31 March, 2025 and 31 March, 2024

Name of the group company	Name of the related party	Nature of the transaction	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Kaynes Electronics Manufacturing Private Limited	Kaynes Semicon Private Limited	Loans and Advances given to	19.68	558.18
		Loans and Advances repaid by	9.94	-
		Interest on loan advanced	44.68	19.96
		Rent Received	0.80	-
Kaynes International Design & Manufacturing Private Limited	Kaynes Tech Europe GmbH	Commission Paid	-	2.68
Kaynes Electronics Manufacturing Private Limited	Kemsys Technologies Inc.	Advances for Services	-	-

[I.] The following are the intra-group company balance eliminated during the years 31 March, 2025 and 31 March, 2024

Name of the group company	Name of the related party	Nature of the transaction	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Kaynes Electronics Manufacturing Private Limited	Kaynes Semicon Private Limited	Loans and Advances received	567.92	558.18
		Interest on loan	64.64	-
		Rent Received	0.80	-
Kaynes International Design & Manufacturing Private Limited	Kaynes Tech Europe GmbH	Trade Payables	-	1.33
Iskraemeco India Private Limited	Kaynes Semicon Private Limited	Rent Received	4.15	-

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

31 SEGMENT INFORMATION

Based on the management approach as defined in IND AS 108 – Operating Segments, the Chief Operating Decision Maker (CODM) evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by geographical segments. Accordingly, the Company has identified India and Outside India as its reportable segment.

As expenses, assets and liabilities are not separately identified for the individual segments, these are considered as common cost and unallocated. Hence, information with respect to revenue alone is provided by the Company for the geographical segments identified.

A) Revenue from Customers

Geographic Segment	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Outside India	2,015.40	1,672.47
In India	25,202.12	16,373.72
	27,217.52	18,046.19

All material assets are located in India as export proceeds are also realisable in India. Hence no disclosure of segment assets/cost to acquire tangible and intangible asset is given.

Customers constituting more than 10% of revenue are as below:

Particulars	For the year ended 31 March, 2025		For the year ended 31 March, 2024	
	Revenue Contribution more than 10%	Percentage of Revenue Contribution	Revenue Contribution more than 10%	Percentage of Revenue Contribution
	(in Mn)	(in %)	(in Mn)	(in %)
Sale of Goods :				
Customer A	3427.49	13.07%	4,612.77	26.58%
Sale of Services :				
Customer A	487.32	49.05%	102.31	14.76%

Note: Customer identities have been excluded to safeguard confidentiality. The entities represented in each period are not necessarily identical.

32 EARNINGS PER SHARE (EPS)

Particulars	As at 31 March, 2025	As at 31 March, 2024
Earnings		
Profit after tax for the year	2,934.33	1,832.89
Less: Profit attributable to the minority shareholders	(2.47)	(2.72)
Profit after tax for the year attributable to equity shareholders	2,931.86	1,830.17
Weighted average number of equity shares used as the denominator in calculating basic and diluted earnings per share (number) :		
Basic :		
Number of Shares outstanding at the beginning of the year	6,39,18,073	5,81,42,496
Add : Shares Issued during the year	1,66,232	57,75,577
Number of Shares outstanding at the end of the year	6,40,84,305	6,39,18,073
Weighted average number of equity shares For calculating Basic EPS	6,39,81,914	5,97,56,493
Profit after tax for the year attributable to equity shareholders	2,931.86	1,830.17
Basic EPS (₹ per share)	45.82	30.63

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

Particulars	As at 31 March, 2025	As at 31 March, 2024
Diluted :		
Number of shares considered as basic weighted average shares outstanding	6,39,81,914	5,97,56,493
Add: Effect of diluted equity shares relating to CCPS/ESOP issued during the year	5,92,146	7,71,661
Number of shares considered as diluted weighted average shares outstanding	6,45,74,060	6,05,28,154
Total shares outstanding including dilution	6,45,74,060	6,05,28,154
Diluted EPS (₹ per share)	45.40	30.24
Restated Earnings per equity share (Face Value ₹ 10/- per share)		
- Basic	45.82	30.63
- Diluted	45.40	30.24

33 DISCLOSURE WITH RESPECT TO IND AS 116 - LEASES

Information about Leases Assets for which the Company is a lessee is presented below

Particulars	As at 31 March, 2025	As at 31 March, 2024
Balance as at beginning of the year	263.13	170.90
Additions	2,201.06	132.82
Deletions	(34.54)	-
Depreciation*	(66.00)	(40.59)
Balance as at end of the year	2,363.65	263.13

The changes / movement in Lease Liabilities of the Company are as follows:

Particulars	As at 31 March, 2025	As at 31 March, 2024
Balance as at beginning of the year	164.79	188.44
Opening Balance of New Acquisitions	3.86	-
Additions	158.33	14.38
Deletions	(0.75)	(0.52)
Payment of lease liabilities	(64.47)	(57.30)
Accreditation of interest	9.49	19.79
Balance as at end of the year	271.25	164.79
Current Liabilities	31.76	32.70
Non-Current Liabilities	243.18	132.09
Total cash outflow for leases	64.47	57.30

The table below provides details regarding amounts recognised in the Standalone Statement of Profit and Loss:

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Expenses relating to short-term leases and/or leases of low-value items	30.46	6.28
Interest on lease liabilities	29.44	19.79
Depreciation expense	66.00	40.59
Total	125.90	66.66

Contractual maturities of lease liabilities on undiscounted basis

Particulars	As at 31 March, 2025	As at 31 March, 2024
Less than one year	92.06	48.11
More than one year	264.60	160.38
	356.67	208.49

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

34 TAXES

(a) Income tax expense:

Components of Income Tax Expense

(i) Income tax recognised in Profit or Loss:

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Tax expense recognised in the Statement of Profit and Loss		
A. Net current tax expense	741.11	458.39
Net Current Tax	741.11	458.39
B. Deferred tax (credit)/charge	40.80	24.41
Net Deferred tax	40.80	24.41
Total income tax expense recognised in statement of Profit & Loss	781.91	482.80

C. Tax recognised in Other Comprehensive Income:

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Origination and reversal of temporary differences - OCI	(1.63)	-
Remeasurement of Defined Benefiy Obligation	-	1.00
Total	(1.63)	1.00

	As at 31 March, 2025	As at 31 March, 2024
D. Advance tax (net of provision for tax)	-	58.81
E. Provision for tax (net of advance payment of taxes)	38.34	-
Current tax assets / liabilities (net)	38.34	58.81
Deferred tax assets / liabilities (net)		
F. Deferred tax asset	(127.29)	(107.85)
G. Deferred tax liability	(257.24)	(209.45)
Deferred tax Liability (net)	(384.53)	(317.30)

35 EMPLOYEE BENEFIT PLANS

[a.] Defined Contribution Plans

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Employers' contribution to Provident Fund	11.45	9.48
Employers' contribution to Employee State Insurance	6.81	5.40
Employers' contribution to Employee's Pension Scheme 1995	22.52	15.15

[b.] Defined Benefit Plan

Gratuity -Funded obligation

The liability towards gratuity is provided for on the basis of independent actuarial valuation using projected unit credit method. The liability for gratuity is administered through Life Insurance Corporation of India (LIC).

Compensated Absences- Unfunded obligation

Company provided for unavailed accumulated leave of employees on the basis of actuarial valuation using projected unit credit method.

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

Gratuity -Funded obligation**i. Actuarial Assumptions**

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Discount Rate (per annum)	7.00%	7.25%
Expected return on plan assets	7.67%	7.67%
Salary escalation rate*	5.00%	5.00%
Mortality rate	IALM (2012-14) Ultimate	IALM (2012-14) Ultimate

*The assumption of future salary escalation in actuarial valuation, takes into account inflation, seniority, promotions and other relevant factors such as supply and demand in the employment market.

ii. Reconciliation of Obligation

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Present value of obligation at the beginning of the year	63.43	48.93
Current Service Cost	23.74	11.37
Past Service cost	-	-
Interest Cost	4.98	3.87
Actuarial (gain)/ loss	0.90	1.75
Benefits Paid	(4.17)	(2.78)
Present value of obligation at the end of the year	88.88	63.44

iii. Reconciliation of fair value of plan assets

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Fair value of plan assets at the beginning of the year	11.24	5.75
Actual return of plan assets	0.79	0.39
Actuarial gain/ (loss)	0.78	-
Contributions	3.36	7.88
Benefits paid	(4.20)	(2.78)
Assets distributed on settlement	-	-
Charges Deducted	-	-
Fair value of plan assets at the end of the year	11.96	11.24

iv. Description of Plan Assets

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Insured Managed Funds(LIC India)	11.96	11.24

v. Net (Asset)/ Liability recognised in Consolidated statement of assets and liabilities

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Present value of obligation at the end of the year	88.88	63.44
Fair value of plan assets at the end of the year	11.96	11.24
Net (asset)/ liability recognised in consolidated statement of assets and liabilities	76.91	52.20

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

vi. (Income)/ Expense recognised in consolidated statement of profit and loss

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Current Service Cost	23.74	11.37
Interest Cost	4.98	3.87
Actuarial (gain)/ loss recognised for the period	(1.65)	1.72
Expected return on plan assets	(0.79)	(0.39)
(Income)/ Expenses recognised in consolidated statement of profit and loss	26.28	16.58

vii) Sensitivity analysis of the defined benefit obligation:

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Impact of the change in Discount Rate		
Present Value of Obligation at the end of the period	88.86	63.44
Impact due to increase of 1%	77.26	58.62
Impact due to decrease of 1%	91.59	69.09
Impact of the change in salary increase		
Present Value of Obligation at the end of the period	88.86	63.44
Impact due to increase of 1%	91.62	69.07
Impact due to decrease of 1%	78.12	58.58
Impact of the change in Withdrawal Rate		
Present Value of Obligation at the end of the period	88.86	63.44
Impact due to increase of 1%	80.10	64.14
Impact due to decrease of 1%	78.42	62.54

Sensitivities due to mortality is insignificant & hence ignored.

viii) Maturity profile of defined benefit obligation:

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Year 1	14.11	10.88
Year 2	4.92	2.50
Year 3	3.04	3.85
Year 4	2.35	2.04
Year 5	4.40	1.89
Years 6 to 10	59.73	42.80

The above disclosures are based on information certified by the independent actuary and relied upon by auditors.

ix) Other comprehensive (income) / expenses (Remeasurement)

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Cumulative unrecognised actuarial (gain)/loss opening. B/F	(8.47)	(4.34)
Actuarial (gain)/loss - obligation	0.90	1.75
Actuarial (gain)/loss - plan assets	0.79	0.02
Total Actuarial (gain)/loss	1.82	1.74
Cumulative total actuarial (gain)/loss. C/F	(6.88)	(2.57)

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

Compensated Absences- Unfunded obligation**i. Actuarial Assumptions**

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Discount Rate (per annum)	7.00%	7.25%
Expected return on plan assets	NA	NA
Salary escalation rate*	5.00%	5.00%

ii. Reconciliation of Obligation

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Present value of obligation at the beginning of the year	21.47	17.62
Current Service Cost	20.99	7.73
Past Service cost	-	-
Interest Cost	1.99	1.34
Actuarial (gain)/ loss	(5.72)	(5.49)
Benefits Paid	(1.06)	(0.01)
Present value of obligation at the end of the year	37.68	21.47

iii. Net (Asset)/ Liability recognised in consolidated statement of assets and liabilities

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Present value of obligation at the end of the year	37.68	21.47
Fair value of plan assets at the end of the year	-	-
Net (asset)/ liability recognised in consolidated statement of assets and liabilities	37.68	21.47

iv) (Income)/ Expense recognised in consolidated statement of profit and loss

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Current Service Cost	20.99	7.73
Interest Cost	1.87	1.34
Actuarial (gain)/ loss recognised for the period	(5.40)	(5.49)
Expected return on plan assets	(0.19)	-
(Income)/ Expenses recognised in consolidated statement of profit and loss	11.26	3.58

v) Sensitivity analysis of the defined benefit obligation:

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Impact of the change in Discount Rate		
Present Value of Obligation at the end of the period	37.70	21.48
Impact due to increase of 1%	29.24	19.78
Impact due to decrease of 1%	34.91	23.45
Impact of the change in salary increase		-
Present Value of Obligation at the end of the period	37.70	21.48
Impact due to increase of 1%	34.93	23.48
Impact due to decrease of 1%	30.19	19.73
Impact of the change in Withdrawal Rate		-
Present Value of Obligation at the end of the period	37.70	21.48
Impact due to increase of 1%	27.80	21.82
Impact due to decrease of 1%	26.90	21.04

Sensitivities due to mortality is insignificant & hence ignored.

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

36 EMPLOYEES' STOCK OPTION PLANS (ESOP)

(i) Kaynes Employees Stock Option Scheme 2022

The members of the Company at its Extraordinary General Meeting held on 12 January, 2022 had approved the issue of Stock Options to eligible employees/directors of the Company and its subsidiaries. Accordingly, the Board at their meeting held on 12 January, 2022 approved the "Kaynes ESOP Scheme 2022". A Compensation Committee was formed to govern the "Kaynes ESOP Scheme 2022" which has approved Details are as follows:

Particulars	Year 1	Year 2	Year 3	Year 4
Grant Date	04 July, 2022	04 July, 2022	04 July, 2022	04 July, 2022
Vesting date	04 July, 2023	04 July, 2024	04 July, 2025	04 July, 2026
Option Granted (Nos)	9,23,160	9,23,160	9,23,160	9,23,160
Exercise price (Amount in ₹ per share)	138.00	138.00	138.00	138.00

(ii) Fair value of share options granted during the year

The fair value of options granted is estimated using the Black Scholes Option Pricing Model after applying the key assumption which are tabulated below. The expected volatility has been calculated using the daily stock returns on NSE, based on expected life options of each vest. The expected life of share option is based on historical data and current expectation and not necessarily indicative of exercise pattern that may occur.

(iii) Inputs in the pricing model

Particulars	Year 1	Year 2	Year 3	Year 4
Weighted average fair Value of options	18.07	22.66	32.26	35.32
Exercise price (Amount in ₹ per share)	138.00	138.00	138.00	138.00
Expected Volatility	16.96%	17.28%	25.02%	23.42%
Options Life (Number of Years)	1.50	2.00	2.50	3.00
Dividend Yield	0.00%	0.00%	0.00%	0.00%
Risk Free Rate	6.13%	6.41%	6.62%	6.77%

(iv) Movement in stock options

For the year ended 31 March, 2025

Particulars	No of Options
Options outstanding as at 31 March, 2023	8,95,900
Options exercisable as at 31 March, 2023	-
New options issued during the year	-
Options exercised during the year	-
Lapsed/ forfeited during the year	(91,056)
Expired during the year	-
Options outstanding as at 31 March, 2024	8,04,844
Options exercisable as at 31 March, 2024	-
New options issued during the year	-
Options exercised during the year	(1,66,232)
Lapsed/ forfeited during the year	(24,143)
Expired during the year	-
Options outstanding as at 31 March, 2025	6,14,469
Options exercisable as at 31 March, 2025	-

During the year ended 31 March, 2025, the Company recorded an employee share based payment expense of ₹ 6.34 Mn (31 March, 2024 : ₹ 6.43 Mn) in the Statement of Profit and Loss.

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

37 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's principal financial liabilities comprise of short tenured borrowings, trade and other payables. Most of these liabilities relate to financing for working capital requirements. The Company has trade and other receivables, loans and advances that arise directly from its operations.

The Company is accordingly exposed to market risk, credit risk and liquidity risk.

The Company's senior management oversees management of these risks. The senior professionals working to manage the financial risks and the appropriate financial risk governance framework for the Company are accountable to the Board of Directors and the Audit Committee. This process provides assurance that the Company's financial risk-taking activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with Group's policies and overall risk appetite.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate risk and currency rate risk. Financial instruments affected by market risk include loans and borrowings, deposits and advances.

i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rates.

The Company has no exposure to financial instruments with an interest rate risk as on 31 March, 2025 and 31 March, 2024.

ii) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency) and the Company's net investments in foreign subsidiaries.

Foreign currency sensitivity

The sensitivity analysis has been based on the composition of the Company's financial assets and liabilities at the end of the respective reporting periods. The period end balances are not necessarily representative of the average debt outstanding during the period.

Particulars	Currency	As at 31 March, 2025		As at 31 March, 2024	
		Foreign Currency	₹ (Mn)	Foreign Currency	₹ (Mn)
Financial assets					
Trade receivable	EURO	4.81	443.71	4.48	404.35
Trade receivable	GBP	0.68	75.53	0.67	70.18
Trade receivable	JPY	2.56	1.46	2.56	1.41
Trade receivable	US\$	7.10	607.36	5.21	488.00
Trade receivable	AUD	0.00	0.04	-	0.04
Trade receivable	AED	0.14	3.13	0.90	20.37
Advance to suppliers	EURO	1.03	94.98	0.34	30.98
Advance to suppliers	CNY	-	0.06	0.85	9.81
Advance to suppliers	GBP	0.05	5.51	0.04	4.58
Advance to suppliers	JPY	1.37	0.78	1.60	0.88
Advance to suppliers	US\$	2.66	228.12	3.08	256.37

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

Particulars	Currency	As at 31 March, 2025		As at 31 March, 2024	
		Foreign Currency	₹ (Mn)	Foreign Currency	₹ (Mn)
Financial Liabilities					
Trade payables	EURO	1.09	100.32	2.07	149.49
Trade payables	GBP	0.09	9.53	0.72	20.30
Trade payables	JPY	181.71	103.23	240.12	91.12
Trade payables	CHF	-	0.04	-	-
Trade payables	US\$	27.33	3,223.43	31.13	2,622.22
Trade payables	CNY	0.44	5.14	0.02	0.24
Net Exposure in financial asset			(1,981.01)		(1,596.39)

Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. the Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its investing activities, deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

A. Trade Receivables

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored.

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The calculation is based on exchange losses historical data.

The Company does not hold collateral as security. the Company evaluates the concentration of risk with respect to trade receivables as low, as its customers (which are in the nature of reputed banking and financial institutions) are located in several jurisdictions and industries and operate in largely independent markets.

The Company creates allowance for all unsecured receivables based on lifetime expected credit loss based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information. The management makes estimates of the expected losses on receivables taking into account past history and their assumptions. Expected credit loss allowance is calculated by comparing the management estimates with the provision matrix.

Details of allowances for expected credit losses are provided hereunder

Particulars	As at 31 March, 2025	As at 31 March, 2024
At the beginning of the year	226.89	91.70
Provisions created	193.51	135.19
Closing at the end of the year	420.40	226.89

B. Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the treasury department in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the management on an annual basis, and may be updated throughout the year subject to approval of the Company's Finance Committee. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

Liquidity risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. the Company's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. the Company closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate sources of financing including loans, debt, and overdraft from both domestic and international banks at an optimised cost.

The table below provides details regarding the undiscounted contractual maturities of significant financial liabilities as of 31 March, 2025:

Particulars	Less than 1 year	More than 1 year	Total
Interest bearing borrowings	8,080.03	674.80	8,754.83
Trade Payables	6,829.19	-	6,829.19
Other financial liabilities	790.84	-	790.84
Lease liabilities	31.76	243.18	274.94
Total	15,731.82	917.98	16,649.80

The table below provides details regarding the undiscounted contractual maturities of significant financial liabilities as of 31 March, 2024:

Particulars	Less than 1 year	More than 1 year	Total
Interest bearing borrowings	2,949.11	111.56	3,060.67
Trade Payables	3,610.14	-	3,610.14
Other financial liabilities	246.90	-	246.90
Lease liabilities	32.70	132.09	164.79
Total	6,838.85	243.65	7,082.50

38 CAPITAL MANAGEMENT

For the purpose of the Company's capital management, capital includes issued equity capital, convertible preference shares, share premium and all other equity reserves attributable to the equity holders. The primary objective of the Company's capital management is to maximise the shareholders value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. the Company monitors capital using a gearing ratio, which is net debt divided by total capital. the Company includes within net debt, interest bearing loans and borrowings less cash and cash equivalents.

Particulars	As at 31 March, 2025	As at 31 March, 2024
Gross debt	8,754.83	3,060.67
Less: Cash and Cash equivalents	(474.22)	(194.11)
Net debt	8,280.61	2,866.56
Equity	28,402.60	24,868.89
Total capital	28,402.60	24,868.89
Gearing ratio	29.15%	11.53%

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

39 FINANCIAL INSTRUMENTS: FAIR VALUES

Particulars	As at 31 March, 2025				As at 31 March, 2024			
	FVTPL	FVOCI	Amortised cost	Total Carrying Amount	FVTPL	FVOCI	Amortised cost	Total Carrying Amount
Financial assets								
At Fair value								
Investments - Equity	-	263.04	-	263.04	-	271.38	-	271.38
Investments - Mutual Funds	1,060.80	-	-	1,060.80	1,046.18	-	-	1,046.18
At amortised cost:								
a) Trade receivables	-	-	5,745.80	5,745.80	-	-	3,555.73	3,555.73
b) Cash and cash equivalents	-	-	474.22	474.22	-	-	194.11	194.11
c) Bank balances other than cash and cash equivalents	-	-	10,088.84	10,088.84	-	-	15,061.49	15,061.49
d) Loans and deposits	-	-	180.17	180.17	-	-	127.68	127.68
e) Other financial assets	-	-	257.05	257.05	-	-	291.98	291.98
Total Financial Assets	1,060.80	263.04	16,746.08	18,069.92	1,046.18	271.38	19,230.99	20,548.55
Financial liabilities								
At amortised cost:								
a) Borrowings (Long term)	-	-	674.80	674.80	-	-	111.56	111.56
b) Borrowings (Short term)	-	-	8,080.03	8,080.03	-	-	2,949.11	2,949.11
c) Trade payables	-	-	6,829.19	6,829.19	-	-	3,610.14	3,610.14
d) Other Financial Liabilities	-	-	790.84	790.84	-	-	246.90	246.90
e) Lease Liabilities	-	-	274.94	274.94	-	-	164.79	164.79
Total Financial Liabilities	-	-	16,649.80	16,649.80	-	-	7,082.50	7,082.50

The Company has assessed that trade receivables, cash and cash equivalents, bank balances, other assets, borrowings, trade payables and other liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

40 FAIR VALUE HIERARCHY

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The following table provides the fair value measurement hierarchy of the Company's assets and liabilities.

i. Quantitative disclosures fair value measurement hierarchy for assets and liabilities as at 31 March, 2025

Particulars	Date of valuation	Fair value measurement			
		Fair Value as at 31 March, 2025	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Financial assets					
Investments	31 March, 2025	1,323.84	1,060.80	-	263.04

There are no transfers between levels 1 and 2 during the year.

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

ii. Quantitative disclosures fair value measurement hierarchy for assets and liabilities as at 31 March, 2024:

Particulars	Date of valuation	Fair value measurement			
		Fair Value as at 31 March, 2025	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Financial assets					
Investments	31 March, 2024	1,317.56	1,046.18	-	271.38

41 BUSINESS COMBINATION

Business combinations have been accounted for using the acquisition method under the provisions of Ind AS 103- (Revised), Business Combinations.

The purchase price in an acquisition is measured at the fair value of the assets transferred, equity instruments issued and liabilities incurred or assumed at the date of acquisition, which is the date on which control is transferred to the Group. The purchase price also includes the fair value of any contingent consideration. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair value on the date of acquisition. Contingent consideration is remeasured at fair value at each reporting date and changes in the fair value of the contingent consideration are recognised in the Consolidated Statement of Comprehensive Income.

The interest of non-controlling shareholders if any is initially measured either at fair value or at the non-controlling interests' proportionate share of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition-by-acquisition basis. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity of subsidiaries.

Acquisitions during the year ended 31 March, 2025

On 30 September, 2024, the Company acquired Iskraemeco India Private Limited, a private limited company incorporated under the provisions of the Companies Act, 2013. The acquisition was made by entering into a definitive share purchase agreement with Iskraemeco Holding Switzerland AG and Iskraemeco Merjenje In Upravljanje Engerije . Iskraemeco India Private Limited is in the business of manufacturing end-to-end, customer-specific smart metring solutions.

The Company acquired 54% stake by its wholly owned subsidiary Kaynes Holding Pte. Ltd in Sensonic GmbH ("Sensonic Austria") by way of subscription of shares on December 03, 2024. This strategic acquisition will enable the Company to strengthen its presence in the railways segment.

Iskraemeco India Private Limited

Component	Acquirees Carrying Amount	Fair Value Adjustments	Purchase Price Allocated
Net Assets	(198.65)	-	(198.65)
Total	(198.65)	-	(198.65)
Goodwill			(628.51)
Consideration			429.86

Sensonic Group

Component	Acquirees Carrying Amount	Fair Value Adjustments	Purchase Price Allocated
Net Assets	(107.82)	-	(107.82)
Total	(107.82)	-	(107.82)
Goodwill			(511.18)
Consideration			452.95

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

The Purchase consideration includes a deferred consideration of ₹ 107.47 Mn payable upon the expiration of 18 months from the closing date subject to compliance by the seller with the terms of the Share Purchase Agreement.

Acquisitions during the year ended 31 March, 2024

During the year ended 31 March, 2024 the Group, completed one business combination to complement its business model by acquiring 100% voting interest in Digicom Electronics Inc, Oakland, California which is engaged in the business of electronic manufacturing services. A Share purchase agreement was entered into on 31 December, 2023 with Digicom Electronics and the business combination has been accounted for with effect from 01 January, 2024 (the closing date).

This acquisition is expected to strengthen the Group's core business and expand its presence across the Americas.

The purchase price is allocated to assets acquired and liabilities assumed based upon determination of fair values at the dates of acquisition as follows:

Component	Acquirees Carrying Amount	Fair Value Adjustments	Purchase Price Allocated
Net Assets	71.38	-	71.38
Total	71.38	-	71.38
Goodwill			128.25
Consideration			199.63

The Purchase consideration includes a deferred consideration of US\$ 625,000 payable upon the expiration of 18 months from the closing date subject to compliance by the seller with the terms of the Share Purchase Agreement.

42 ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE III OF COMPANIES ACT, 2013 OF ENTITIES CONSOLIDATED AS SUBSIDIARIES

Name of the entity in the Company	As at 31 March, 2025		As at 31 March, 2024	
	Net Assets, i.e. total assets minus total liabilities		Net Assets, i.e. total assets minus total liabilities	
	As % of consolidated net assets	Amount in ₹ Mn	As % of consolidated net assets	Amount in ₹ Mn
A. Parent company				
Kaynes Technology India Limited	92.91%	26,425.89	97.60%	24,287.78
B. Indian Subsidiaries				
Kaynes International Design and Manufacturing Private Limited	0.68%	194.43	0.57%	142.73
Kemsys Technologies Private Limited	0.44%	126.42	0.56%	138.37
Kanyes Embedded Systems Private Limited			-	-
Kaynes Electronics Manufacturing Private Limited	3.60%	1,023.99	2.08%	516.95
Kaynes Semicon Private Limited	(0.42%)	(118.43)	-	(0.45)
Kaynes Circuits India Private Limited	(0.08%)	(23.05)	0.01%	2.41
Kaynes Mechatronics Private Limited	(0.03%)	(8.90)	0.01%	2.65
Iskraemeco India Private Limited	1.21%	344.76	-	-
C. Foreign Subsidiary				
Kaynes Technology Europe GmbH	(0.03%)	(8.62)	0.09%	23.24
Digicom Electronics Inc.	(0.27%)	(76.51)	0.22%	54.34
Sensonic Group	(1.49%)	(423.63)	-	-
Essnkay Electronics LLC	0.36%	101.86		
D. Consolidated adjustments	3.11%	884.11	(1.14%)	(283.34)
	100.00%	28,442.32	100.00%	24,884.68

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

Name of the entity in the Company	For the year ended 31 March, 2025		For the year ended 31 March, 2024	
	Share in Profit/(Loss)		Share in Profit/(Loss)	
	As % of consolidated net assets	Amount in ₹ Mn	As % of consolidated net assets	Amount in ₹ Mn
A. Parent company				
Kaynes Technology India Limited	71.53%	2,099.05	68.80%	1,260.98
B. Indian Subsidiaries				
Kaynes International Design and Manufacturing Private Limited	1.76%	51.71	2.94%	53.87
Kemsys Technologies Private Limited	(0.41%)	(12.00)	(0.19%)	(3.55)
Kanyes Embedded Systems Private Limited	-	-	-	-
Kaynes Electronics Manufacturing Private Limited	17.28%	507.13	28.37%	519.97
Kaynes Semicon Private Limited	(4.02%)	(117.98)	(0.16%)	(2.95)
Kaynes Circuits India Private Limited	(0.87%)	(25.64)	(0.00%)	(0.09)
Kaynes Mechatronics Private Limited	(0.22%)	(6.45)	0.14%	2.55
Iskraemeco India Private Limited	16.65%	488.70	-	-
C. Foreign Subsidiary				
Kaynes Technology Europe GmbH	-	-	(0.08%)	(1.44)
Digicom Electronics Inc.	0.95%	28.00	-	-
Sensonic Group	(5.76%)	(169.00)	-	-
Essnkay Electronics LLC	0.06%	1.68		
D. Consolidated adjustments	3.04%	89.13	0.19%	3.55
	100.00%	2,934.33	100.00%	1,832.89

43 RATIOS AS PER SCHEDULE III REQUIREMENTS

a) Current Ratio = Current Assets divided by Current Liabilities	As at 31 March, 2025	As at 31 March, 2024
Current Assets	26,832.43	25,866.87
Current Liabilities	16,821.11	7,362.27
Ratio	1.60	3.51
% Change from previous year	(54.60)	

Reason for change more than 25%

The decrease in ratio is due to increase in short-term borrowings and trade payables, driven by higher business volumes.

b) Debt Equity Ratio = Total Debt divided by total equity	As at 31 March, 2025	As at 31 March, 2024
Total Debt	8,754.83	3,060.67
Total Equity	28,442.32	24,884.68
Less : Non-controlling Interest	(39.72)	(15.79)
Less: Non free reserves	(28.37)	(20.86)
Equity attributable to the owners of the Company	28,374.23	24,848.03
Ratio	0.31	0.12
% Change from previous year	150.50	

Reason for change more than 25%

The increase in ratio is due to increase in short-term borrowings, driven by higher business volumes.

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

c) Debt Service Coverage Ratio = Earnings available for servicing debt divided by total interest and principal payments	As at 31 March, 2025	As at 31 March, 2024
Profit before tax	3,716.24	2,315.69
Add: Depreciation	447.40	251.41
Add: Finance Cost	1,012.98	533.74
Adjusted Profit	5,176.62	3,100.84
Interest cost on borrowings	1,012.98	533.74
Principal repayments	-	28.45
Total of Interest and Principal repayments	1,012.98	562.19
DSCR	5.11	5.52
% Change from previous year	(7.35)	

Reason for change more than 25%

d) Return on Equity Ratio = Profit after Tax divided by Equity	As at 31 March, 2025	As at 31 March, 2024
Profit after tax	2,934.33	1,832.89
Less : Share of Profit /(Loss) of minority interest	(2.47)	(2.72)
Consolidated Net Profit after tax, for the year attributable to equity shareholders	2,931.86	1,830.17
Total Equity	28,442.32	24,884.68
Less : Non-controlling Interest	(39.72)	(15.79)
Less: Non free reserves	(28.37)	(20.86)
Equity attributable to the owners of the Company	28,374.23	24,848.03
Average Shareholder's equity *	26,611.13	17,212.34
Ratio	11.02	10.63
% Change from previous year	3.62	

Reason for change more than 25%

e) Trade Receivables Turnover Ratio = Credit Sales divided by Closing Trade Receivables	As at 31 March, 2025	As at 31 March, 2024
Revenue from Operations	27,217.52	18,046.19
Average Trade Receivables *	4,650.77	2,913.19
Ratio	5.85	6.19
% Change from previous year	(5.53)	

Reason for change more than 25%

f) Trade Payables Turnover Ratio = Credit Purchases divided by closing trade payables	As at 31 March, 2025	As at 31 March, 2024
Credit Purchases	21,569.56	14,616.69
Average Trade payables	5,219.67	2,919.44
Ratio	4.13	5.01
% Change from previous year	(17.46)	

Reason for change more than 25%

g) Inventory Turnover Ratio = Revenue from operations divided by Closing Inventory	As at 31 March, 2025	As at 31 March, 2024
Revenue from Operations	27,217.52	18,046.19
Average Inventory	6,813.74	4,807.44
Ratio	3.99	3.75
% Change from previous year	6.41	

Reason for change more than 25%

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

h) Net Capital Turnover ratio= Sales divided by net working capital	As at 31 March, 2025	As at 31 March, 2024
Revenue from Operations	27,217.52	18,046.19
Average working capital	14,257.96	13,330.30
Ratio	1.91	1.35
% Change from previous year	41.01	

Reason for change more than 25%

The improvement in the ratio for the year ended 31 March, 2025 is due to the increase in profits as a result of increase in sale but marginal increase in fixed expenses

i) Profit Ratio = Profit after tax divided by Revenue from Operations	As at 31 March, 2025	As at 31 March, 2024
Profit after tax	2,934.33	1,832.89
Revenue from Operations	27,217.52	18,046.19
Ratio	10.78	10.16
% change from previous year	6.15	

Reason for change more than 25%-

j) Return on Capital Employed= Adjusted EBIT / Total Capital Employed	As at 31 March, 2025	As at 31 March, 2024
Profit before tax	3,716.24	2,315.69
Add: Finance Costs	1,012.98	533.74
EBIT	4,729.22	2,849.43
Tangible Net worth	24,531.35	24,267.55
Non Current Borrowings	674.80	111.56
Short Term Borrowings	8,080.03	2,949.11
Total	33,286.18	27,328.22
ROCE	14.21	10.43
% change from previous year	36.26	

Reason for change more than 25%-

The increase in ratio is due to increase in Earnings Before Interest and Tax (EBIT).

44 DISCLOSURE REQUIRED UNDER SECTION 186 (4) OF THE COMPANIES ACT, 2013

- (i) Included in loans, the particulars of which are disclosed in below as required by Sec 186(4) of the Companies Act 2013:

(a) Given from Kaynes Technology India Limited :

Sl. No.	Name of the Borrower	Type	Rate of Interest	Secured/ Unsecured	Due Date	Purpose	As at 31 March, 2025	As at 31 March, 2024
1	Kemsys Technologies Private Limited	Loan	8%	Unsecured	On Demand	General business purpose	19.67	18.51
2	Digicom electronics Inc	Loan	7%	Unsecured	On Demand	General business purpose	41.50	49.79
3	Kaynes International Design & Manufacturing Private Limited	Loan	8%	Unsecured	On Demand	General business purpose	327.67	65.16
4	Kaynes Electronics Manufacturing Private Limited	Loan	8%	Unsecured	On Demand	General business purpose	3,504.92	2,236.69
5	Kaynes Semicon Private Limited	Loan	8%	Unsecured	On Demand	General business purpose	1,535.72	223.84

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

Sl. No.	Name of the Borrower	Type	Rate of Interest	Secured/ Unsecured	Due Date	Purpose	As at 31 March, 2025	As at 31 March, 2024
6	Kaynes Circuits India Private Limited	Loan	8%	Unsecured	On Demand	General business purpose	899.84	1.77
7	Kaynes Mechatronics Private Limited	Loan	8%	Unsecured	On Demand	General business purpose	604.47	64.69
8	Kaynes International Design & Manufacturing Private Limited	Corporate Guarantee	1%	Unsecured	30 March, 2023	General business purpose	180.80	80.40
9	Kaynes Electronics Manufacturing Private Limited	Corporate Guarantee	1%	Unsecured	31 March, 2025	General business purpose	525.00	-
10	Kaynes Electronics Manufacturing Private Limited	Corporate Guarantee	1%	Unsecured	31 March, 2025	General business purpose	700.00	
11	Iskraemeco India Private Limited	Corporate Guarantee	1%	Unsecured	31 March, 2025	General business purpose	700.00	
12	Kemsys Technologies Private Limited	Investment					229.00	229.00
13	Kaynes Technology Europe GmbH	Investment					9.24	9.24
14	Kaynes International Design & Manufacturing Private Limited	Investment					1.50	1.50
15	Kaynes Electronics Manufacturing Private Limited	Investment					0.10	0.10
16	Digicom Electronics Inc	Investment					199.63	199.63
17	Essnkay Electronics LLC	Investment					100.18	-
18	Kaynes Semicon Private Limited	Investment					2.50	2.50
19	Kaynes Mechatronics Private Limited	Investment					0.10	0.10
20	Iskraemeco India Private Limited	Investment					429.86	-
21	Kaynes Holding Pte Ltd	Investment					650.77	-
22	Kaynes Circuits India Private Limited	Investment					2.50	2.50

(b) Given from Kaynes Electronics Manufacturing Private Limited :

Sl. No.	Name of the Borrower	Type	Rate of Interest	Secured/ Unsecured	Due Date	Purpose	As at 31 March, 2025	As at 31 March, 2024
1	Kaynes Semicon Private Limited	Loan	8%	Unsecured	On Demand	General business purpose	567.92	558.18



Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

45 OTHER STATUTORY DISCLOSURES

1. Benami Property

The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

2. The Company does not have any transaction with companies struck off u/s 248 of Companies Act, 2013 or u/s 560 of Companies Act, 1956.
3. The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
4. The Company has not traded or invested in Crypto Currency or Virtual Currency during the financial year.
5. (i) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (ii) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
6. The Company has neither declared nor paid any interim dividend or final dividend during the year.
7. The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
8. The Company has complied with the number of layers prescribed under clause (87) of Section 2 of the Act read with Companies (Restriction on number of layers) Rules, 2017.
9. The Company has not been declared as wilful defaulter by any bank or financial institution or other lender.
10. The Company does not have any transactions that are not recorded in books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
11. During the year, the Company made a political contribution of ₹ 110.00 Mn (2024 : ₹ Nil) in accordance with the provisions of Section 182 of the Companies Act, 2013.
12. The Company uses an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the accounting software. There is no instance of audit trail feature being tampered with was noted in respect of the accounting software.

Presently, the log has been activated at the application and the access to the database continues to be restricted to limited set of users who necessarily require this access for maintenance and administration of the database.

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

46 CORPORATE SOCIAL RESPONSIBILITY EXPENSES

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Amount required to be spent by the Company during the year	29.08	12.70
Amount of expenditure incurred.	30.88	12.87
Shortfall at the end of the year.	-	-
Total of previous years shortfall.	-	-

The Company's CSR Activities primarily involve in the promotion of education, healthcare, art and cultural promotion, animal welfare, rural development, natural calamities relief and skill development for underprivileged people.

47 DISCLOSURE AS REQUIRED UNDER MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006 (THE ACT)

Particulars	As at 31 March, 2025	As at 31 March, 2024
Principal amount due to micro & small enterprises	108.44	65.67
Interest due on above	-	-
Interest paid during the period beyond the appointed day	-	-
Amount of interest due and payable for the period of delay in making payment without adding the interest specified under the Act.	-	-
Amount of interest accrued and remaining unpaid at the end of the year	-	-
Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to small enterprises for the purpose of disallowance as a deductible expenditure under Sec.23 of the Act	-	-

Note: The above information and that given in Note 17 (b)'Trade Payables' regarding Micro and Small Enterprises has been determined on the basis of information available with the Company and has been relied upon by the auditors.

48 Previous year figures have been regrouped/ re-classified wherever necessary.

The accompanying notes form an integral part of the consolidated financial statements.

As per our report of even date

For K.P. Rao & Co
Chartered Accountants
Firm Registration Number: 003135S

Mohan R Lavi
Partner
Membership No.029340

Place: Mysuru
Date: 15 May, 2025

For and on behalf of the board of directors of
Kaynes Technology India Limited

Ramesh Kunhikannan
Managing Director
(DIN: 02063167)

Rajesh Sharma
Chief Executive Officer

Place: Mysuru
Date: 15 May, 2025

Jairam P Sampath
Whole Time Director & Chief Financial Officer
(DIN: 08064368)

Anuj Mehtha
Company Secretary & Compliance Officer
Membership No. A62542

NOTICE



KAYNES TECHNOLOGY INDIA LIMITED

CIN: L29128KA2008PLC045825

Registered Office: 23-25, Belagola Food Industrial Estate, Metagalli PO, Mysuru 570016, Karnataka, India.

Website: www.kaynestechology.co.in **email ID:** kaynestechcs@kaynestechology.net

Telephone No: +91 8212582595

NOTICE is hereby given that the Seventeenth (17th) Annual General Meeting ("AGM") of Kaynes Technology India Limited will be held on Thursday, 11 September, 2025 at 3.30 P.M. (IST) through Video Conferencing (VC) or other Audio Visual means, to transact the following business. The venue of the meeting shall be deemed to be the Registered Office of the Company at 23-25, Belagola Food Industrial Estate, Metagalli PO, Mysuru 570016, Karnataka, India.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the year ended 31 March, 2025, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Mr. Ramesh Kunhikannan (DIN: 02063167), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **To approve the appointment of Mr. Vijayakrishna KT, Company Secretary in Practice as Secretarial Auditor for a period of 5 (Five) consecutive years**

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

"RESOLVED THAT pursuant to the provisions of Sections 179 and 204 and other applicable provisions of the Companies Act, 2013, read with the rules made thereunder, and Regulations 24A and 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and based on the recommendations of the Audit Committee and the Board of Directors, the approval of the members be and is hereby accorded for the appointment of Mr. Vijayakrishna KT, Company Secretary in Practice (Certificate of Practice: 980), as Secretarial Auditor of the Company for a Period of 5 (Five) consecutive years, commencing from Financial Year 2025-26 till Financial Year 2029-30 at such remuneration and on such terms and conditions as may be determined by the Board of Directors (including its committees thereof), and to avail any

other services, certificates, or reports as may be permissible under applicable laws.

RESOLVED FURTHER THAT The Board of Directors of the Company, (including its committees thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto.

4. **To ratify the Remuneration of Cost Auditor's.**

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof], M/s. GA and Associates, Cost Accountants, (Firm Registration Number: 000409), appointed as Cost Auditors of the Company to conduct the Cost Audit of the Cost Records maintained by the Company for the Financial Year ending 31 March, 2026 with a remuneration of ₹ 1,00,000/- (Rupees One Lakh only) plus applicable taxes and reimbursement of out of pocket expenses, at actuals, as approved by the Board of Directors, be and is hereby ratified."

5. **To approve the continuation of Directorship of Mr. Seeplaputhur Ganapathiramaswamy Murali (DIN: 00348902) as an Independent Director of the Company post attaining the age of 75 years:**

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

"RESOLVED THAT pursuant to Regulation 17(1A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rules made thereunder, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force,

based on the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded for continuation of Directorship of Mr. Seeplaputhur Ganapathiramaswamy Murali (DIN: 00348902), to continue to be an Independent Director (under Non-Executive category) of the Company as per the initial approved term, not liable to retire by rotation, notwithstanding he is attaining the age of Seventy Five (75) years on 26 September, 2025.

RESOLVED FURTHER THAT the Board of Directors of the Company or the Company Secretary of the Company be and is hereby severally authorised to take such steps as may be necessary for giving effect to the foregoing resolution and to do all acts, deeds, matters and things as may be deemed necessary, desirable or expedient in this regard."

6. To approve the amendment in Employees Stock Option Scheme "Kaynes ESOP Scheme 2022".

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the applicable provisions of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEB&SE) Regulations"), including any statutory modification(s) or re-enactment(s) or Governance framework thereof for the time being in force, the relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in accordance with the Kaynes ESOP Scheme 2022 ("Scheme"), the consent of the members of the Company be and is hereby accorded to amend the vesting period clause for the options granted or to be granted under the Scheme from '1(One) to 5 (Five) years' to '1 (One) to 8 (Eight) Years'.

RESOLVED FURTHER THAT such amendment shall be applicable to all existing and future grants made under the Scheme, unless otherwise specified by the Nomination and Remuneration Committee, and shall be subject to the terms and conditions as may be determined by the Committee in accordance with the Scheme and applicable laws.

RESOLVED FURTHER THAT pursuant to the Amendment of the vesting period the Para 1 of Clause 7 of the Kaynes ESOP Scheme 2022 shall be amended as below:

"Options granted under Kaynes ESOP 2022 would vest not earlier than One year and not later than Eight years from the date of Grant of such Options. Vesting

of Options would be subject to continued employment with the Company and thus the Options would vest on passage of time. However, in addition to this, the Nomination and Remuneration Committee may also, if it feels necessary in certain or in all cases, specify certain performance parameters – corporate, individual or a combination subject to which the Options would vest."

RESOLVED FURTHER THAT The Board of Directors of the Company, (including its committees thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto.

7. To approve the amendment in Employees Stock Option Scheme "Kaynes ESOP Scheme 2023".

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the applicable provisions of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEB&SE) Regulations"), including any statutory modification(s) or re-enactment(s) or Governance framework thereof for the time being in force, the relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in accordance with the Kaynes ESOP Scheme 2023 ("Scheme"), the consent of the members of the Company be and is hereby accorded to amend the vesting period clause for the options to be granted under the Scheme from '1(One) to 5 (Five) years' to '1 (One) to 8 (Eight) Years'.

RESOLVED FURTHER THAT such amendment shall be applicable to all existing and future grants made under the Scheme, unless otherwise specified by the Nomination and Remuneration Committee, and shall be subject to the terms and conditions as may be determined by the Committee in accordance with the Scheme and applicable laws;

RESOLVED FURTHER THAT pursuant to the Amendment of the vesting period the Para 1 of Clause 7 of the Kaynes ESOP Scheme 2023 shall be amended as below

"Options granted under Kaynes ESOP 2023 would vest not earlier than One year and not later than Eight years from the date of Grant of such Options. Vesting

of Options would be subject to continued employment with the Company and thus the Options would vest on passage of time. However, in addition to this, the Nomination and Remuneration Committee may also, if it feels necessary in certain or in all cases, specify certain performance parameters – corporate, individual or a combination subject to which the Options would vest.”

RESOLVED FURTHER THAT The Board of Directors of the Company, (including its committees thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto.

8. To grant loans and guarantees to any bodies corporate and persons and investments in any body corporate pursuant to Section 186 of the Companies Act 2013

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

“RESOLVED THAT pursuant to the provisions of Section 186 of Companies Act, 2013 and such other applicable provisions of the Companies Act, 2013, read with the Companies (Meetings of Board and its Power) Rules, 2014 and other applicable Rules, Regulations, Guidelines framed thereunder (including any statutory modifications or re-enactment thereof for the time being in force), on recommendation of the Board of Director, the consent of the members be and is hereby accorded to

- (a) give any loan to anybody corporate(s) / person (s);
- (b) give any guarantee or provide security in connection with a loan to anybody corporate(s) / person (s); and
- (c) acquire by way of subscription, purchase or otherwise, securities of any body corporate; from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding ₹ 4000,00,00,000 (Rupees Four Thousand Crores Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limit of 60% of the paid- up share capital, free reserves and securities premium account of the Company or

100% of free reserves and securities premium account as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT in terms of the provisions of Rule 11 of the Companies (Meetings of Board and its powers) Rules, 2014 and Section 186 and other applicable provisions of the Companies Act, 2013 the aforesaid mentioned limits do not apply and is in addition to:

- A. any loan given to its wholly owned subsidiary company or any guarantee or security provided in respect of any loan availed by its wholly owned subsidiary company.
- B. any guarantee given or security provided by a holding company in respect of loan made by any bank or financial institution to its subsidiary company.
- C. acquisition made by a holding company, by way of subscription, purchase or otherwise of, the securities of its wholly owned subsidiary company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to agree, make, accept and finalise all such terms, condition(s), modification(s) and alteration(s) as it may deem fit including the terms and conditions within the above limits upto which such investments in securities/loans/ guarantees, that may be given or made, as may be determined by the Board or including with the power to transfer/ dispose of the investments so made, from time to time, and the Board is also hereby authorised to resolve and settle all questions, difficulties or doubts that may arise in regard to such investments, loans, guarantees and security and to finalise and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.”

By Order of the Board of Directors
For Kaynes Technology India Limited

Savitha Ramesh
Chairperson &

Whole Time Director
DIN: 01756684

Place: Mysuru, Karnataka
Date: 30 July, 2025

NOTES:

1. Pursuant to the Ministry of Corporate Affairs (MCA) has, vide General Circular No. 14/2020 dated 08 April, 2020, General Circular No. 17/2020 dated 13 April, 2020, General Circular No. 20/2020 dated 05 May, 2020, circular No. 09/2023 dated 25 September, 2023, and subsequent circulars issued in this regard, the latest one bearing General Circular No 09/2024 dated 19 September, 2024 ("MCA Circulars") (collectively "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May, 2020, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 and SEBI/HO/DDHS/P/CIR/2022/0063 dated 13 May, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05 January, 2023 and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03 October, 2024 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03 October, 2024 (collectively "SEBI Circulars") extended the relaxations pertaining to dispatch of hard copies of Annual Reports and Proxy Forms to listed entities who conduct their AGM through electronic mode till 30 September, 2025 and permitted companies to conduct Annual General Meeting (AGM) through video conferencing or other audio visual means (VC) till 30 September, 2025, subject to compliance with various conditions mentioned therein in compliance with the MCA Circulars, SEBI Circulars and applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 17th AGM of your Company is being convened and conducted through VC.
2. The Company has facilitated the Members to participate in the 17th AGM through VC facility provided by MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited). The instructions for participation by members are given in the subsequent paragraphs. The facility for joining AGM through VC/ OVAM will be available for up to 1,500 Members and Members may join on first come first serve basis. However, the above restriction shall not be applicable to members holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel(s), the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors, Scrutinisers etc. Members can login and join 15 (fifteen) minutes prior to the schedule time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time.
3. As per MCA Circulars, members attending the 17th AGM through VC will be reckoned for the purpose of quorum as per Section 103 of the Companies Act, 2013.
4. For exercising the votes by the Members by electronic means, the Company has provided the facility of remote e-voting as well as e-voting during the AGM. The procedure for using the remote e-voting facility as well as e-voting during the AGM is given in the subsequent paragraphs.
5. Members joining the AGM through VC shall be permitted to exercise their right to vote using the e-voting facility at the AGM, provided they have not cast their votes using remote e-voting facility. The members who have already cast their votes prior to AGM using the remote e-voting facility may also join the AGM though VC; but shall not be entitled to cast their votes again at the AGM.
6. As per the Companies Act, 2013, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and such proxy need not be a Member of the Company. Since 17th AGM is being held through VC as per MCA Circulars and SEBI Circulars, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the 17th AGM and hence the Proxy Form and Attendance Slip are not annexed to this notice. Similarly, as this AGM is being held through VC, the route map is not annexed to this notice.
7. Corporate members may authorise their representatives for casting the votes using remote e-voting facility or for participation and voting in the AGM using VC. Institutional Investors are encouraged to attend and vote at the AGM through VC. Institutional Investors, who are members of the Company and corporate members intending to attend the AGM through VC or OAVM and to vote thereat through remote e-voting are requested to send a certified copy of the Board Resolution/ Letter of Authorisation/Power of Attorney to the Scrutiniser by e-mail at kalaivani@vjkt.in with a copy marked to kaynestechnics@kaynestechtechnology.net.
8. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
9. In line with MCA Circulars and SEBI Circulars, the Annual Report for the Financial Year 2024-25 along with Notice of 17th AGM of the Company inter-alia indicating the process and manner of e-voting are being sent only to those shareholders who have registered their e-mail address with their Depository Participant(s) or Registrar and Share Transfer Agents of the Company for communication, as applicable, upto the cut-off date i.e. Thursday, 14 August, 2025 by electronic mode. Physical copies of the Annual Report will be sent by permitted mode to those Members who request for the same.

Members may note that the aforesaid documents may also be downloaded from the Company's website under the Investor Relations Section at <https://www.kaynestechncology.co.in/investors.html> or from the website of National Stock Exchange of India Limited at www.nseindia.com and from the website of BSE Limited at www.bseindia.com. Notice is also available on the website of MUFG Intime India Private Limited (agency for providing the remote e-Voting facility) i.e. <https://instavote.linkintime.co.in>

In line with MCA Circulars, the Company has enabled a process for the limited purpose of receiving the AGM Notice and Annual Report (including remote e-voting instructions) electronically. Shareholders are advised to update their mobile no. and email IDs in their demat accounts in order to access e-voting facility.

10. The Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the directors are interested, maintained as per the Companies Act, 2013 will be available for electronic inspection by the members during the AGM.

All the documents referred to in the Notice will also be available for electronic inspection by the members without any fee from the date of circulation of this notice up to the date of AGM i.e., 11 September, 2025. Members seeking to inspect such documents may send an email to kaynestechcs@kaynestechncology.net.

11. Mrs. Kalaivani S, Practising Company Secretary (M. No. 57112 and CP No. 22158) has been appointed as the Scrutiniser to scrutinise the remote e-voting and e-voting during the meeting in a fair and transparent manner.
12. Members seeking clarifications on the Annual Report are requested to send an email to kaynestechcs@kaynestechncology.net on or before 01 September, 2025. This would enable the Company to compile the information and provide replies at the meeting.
13. Persons holding the shares on 05 September, 2025 (Record Date) would be entitled to attend the AGM.
14. The Shares of the Company are compulsorily traded in dematerialised form as per the directions of the SEBI/ Stock Exchanges. Accordingly, members who have not opted for dematerialisation of shares are once again reminded to take steps to dematerialise their holdings. Further, the members may note that as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018, except in case of transmission or transposition of securities, no transfer of securities shall be processed unless the securities are held in the dematerialised.
15. Members who are yet to register their e-mail address/ Mobile Number are requested to register the same with the Depository through their Depository Participants in respect of shares held in dematerialised form.

Members holding the shares in physical form may register their e-mail address/Mobile No. by writing to the Company's Registrar and Share Transfer Agent.

16. Non-resident Indian shareholders are requested to immediately inform the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be, about the following matters:
 - a. the change in residential status on return to India for permanent settlement, and
 - b. the particulars of the NRE account with a bank in India, if not furnished earlier.
17. Members holding shares in single name in physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH-13, as prescribed by the Government may be obtained from the Registrar and Share Transfer Agent or the Secretarial Department of the Company at its Registered Office.
18. Members holding physical shares may kindly note that if they have any dispute against the Company or the Registrar & Share Transfer Agent (RTA) on delay or default in processing the request, they may file for arbitration with the stock exchanges in accordance with SEBI circular.
19. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the Meeting, is annexed hereto.
20. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is providing the facility of remote e-voting to its Members in respect of the business to be transacted at the 17th AGM. For this purpose, the Company has entered into an agreement with MUFG Intime India Private Limited for facilitating voting through electronic means, as the authorised e-voting agency. The facility to cast the votes by the members using remote e-voting as well as the e-voting system on the date of the AGM will be provided by MUFG Intime India Private Limited.
21. The remote e-voting period begins on Monday, 08 September, 2025 (09:00 A.M. IST) and ends on Wednesday, 10 September, 2025 (05:00 P.M. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (Record Date) i.e. 05 September, 2025 may cast their votes electronically. The remote e-voting module shall be disabled by MUFG Intime India Private Limited for voting thereafter.

To increase the efficiency of the e-voting process, SEBI, vide Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 09 December, 2020, intended to enable e-voting to all the demat account holders by

way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders should be permitted to cast their votes without having to register again with the e-voting service providers, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

As required by this Circular, Individual shareholders holding securities in demat mode are allowed to vote through their demat accounts maintained with Depositories and Depository Participants. Hence, members are advised to update their mobile numbers and email IDs in their respective demat accounts to access e-voting facility.

Pursuant to above said SEBI Circular, login procedure for e-voting and joining virtual meetings for Individual shareholders holding securities in demat mode is given below:

22. Instructions for Members for Remote e-Voting before AGM:

In compliance with the provisions of Section 108 of Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and the provisions of the Regulation 44 of SEBI (LODR) Regulations, 2015, the members are provided with the facility to cast

their vote electronically, through the remote e-voting services provided by MUFG Intime India Private Limited on all resolutions set forth in this Notice. As per the SEBI circular dated 09 December, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

The remote e-voting period begins on Monday, 08 September, 2025 at 09:00 A.M. (IST) and ends on Wednesday, 10 September, 2025 at 05.00 P.M. (IST). The remote e-voting module shall be disabled by MUFG Intime India Private Limited 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., Friday, 05 September, 2025 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 Friday, 05 September, 2025.

As per the SEBI circular dated 09 December, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

LOGIN METHOD FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".
- Click on "Beneficial Owner" icon under "IDeAS Login Section".
- Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
- Enter the last 4 digits of your bank account / generate 'OTP'
- Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience



METHOD 2 - NSDL e-voting website

- Visit URL: <https://www.evoting.nsdl.com>
- Click on the "Login" tab available under 'Shareholder/Member' section.
- Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen.

- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 3 - NSDL OTP based login

- a) Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

INDIVIDUAL SHAREHOLDERS REGISTERED WITH CDSL EASI/ EASIEST FACILITY

METHOD 1 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com & click on New System Myeasi Tab.
- b) Enter existing username, Password & click on "Login".
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

LOGIN METHOD FOR SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE / NON-INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP to InstaVote

Shareholders registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on "Login" under 'SHARE HOLDER' tab.
- b) Enter details as under:
 1. User ID: Enter User ID
 2. Password: Enter existing Password
 3. Enter Image Verification (CAPTCHA) Code

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (eg. 12345678).
	CDSL	User ID is 16 Digit Beneficiary ID
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

Shareholders not registered for Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/> <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

METHOD 2 - CDSL e-voting page

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through "e-voting" option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

4. Click "Submit".
(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

Shareholders not registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on "Sign Up" under 'SHARE HOLDER' tab & register with details as under:

1. User ID: Enter User ID
2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - o Shareholders holding shares in **NSDL form**, shall provide 'D' above
 - o Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (eg. 12345678).
	CDSL	User ID is 16 Digit Beneficiary ID
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

5. Set the password of your choice.
(The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
6. Enter Image Verification (CAPTCHA) Code.
7. Click "Submit" (You have now registered on InstaVote).

Post successful registration, click on "Login" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon. E-voting page will appear.
- C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

GUIDELINES FOR INSTITUTIONAL SHAREHOLDERS ("CUSTODIAN / CORPORATE BODY/ MUTUAL FUND")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
- C. Fill up your entity details and submit the form.
- D. A declaration form and organisation ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on "Investor Mapping" tab under the Menu Section
- C. Map the Investor with the following details:
 - 1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.

- 2) 'Investor's Name' - Enter Investor's Name as updated with DP.
- 3) 'Investor PAN' - Enter your 10-digit PAN.
- 4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

Method 1 - Votes Entry

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "Votes Entry" tab under the Menu section.
- c) Enter the "Event No." for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under "On-going Events".
- d) Enter "16-digit Demat Account No."
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Method 2 - Votes Upload

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see "Notification for e-voting".
- c) Select "View" icon for "Company's Name / Event number".
- d) E-voting page will appear.
- e) Download sample vote file from "Download Sample Vote File" tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.

- g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

HELPDESK:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.muvg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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 request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on "Login" under 'SHARE HOLDER' tab.
- Click "forgot password?"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click "forgot password?"

- Enter User ID, Organisation ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

LOGIN METHOD FOR SHAREHOLDERS TO ATTEND THE GENERAL MEETING THROUGH INSTAMEET:

- Visit URL: <https://instameet.in.mpms.mufg.com> & click on "Login".
- Select the "Company Name" and register with your following details:
- Select Check Box - **Demat Account No. / Folio No. / PAN**
 - Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
 - Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the Company.
 - Shareholders shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.

- **Mobile No:** Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- **Email ID:** Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.

e) Click "Go to Meeting"

You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

- Shareholders who would like to speak during the meeting must register their request with the Company.
- Shareholders will get confirmation on first cum first basis depending upon the provision made by the Company.
- Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.

**Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.*

INSTRUCTIONS FOR SHAREHOLDERS TO VOTE DURING THE GENERAL MEETING THROUGH INSTAMEET:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
- Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET
- Click on 'Submit'.
- After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.

- f) After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet 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 facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

Other e-voting Instructions

The remote e-voting period commences on Monday, 08 September, 2025 at 09:00 A.M. (IST) and will end on Wednesday, 10 September, 2025 at 05.00 P.M. IST. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on Friday, 05 September, 2025 (the Cut- Off date) may cast their vote electronically. The e-voting module shall be disabled for voting thereafter.

The voting rights of members shall be in proportion to their shares of the Paid-Up Equity Share Capital of the Company as on Friday, 05 September, 2025.

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 only shall be entitled to avail the facility of remote e-voting and voting during the AGM.

Mrs. Kalaivani S, Practicing Company Secretary (M. No. 57112 and CP No. 22158) has been appointed as the Scrutiniser to scrutinise the voting process (electronically or otherwise) in a fair and transparent manner.

The results declared along with the Scrutiniser's Report shall be placed on the Company's website at www.kaynestechology.co.in within two working days of the AGM of the Company to be held on Thursday, 11 September, 2025 at 3:30 P.M. (IST). The contact details for Registrar and Transfer Agent:

MUFG Intime India Private Limited

Tel. No.: 022 810 811 6767

E-mail: rnt.helpdesk@in.mpms.mufg

ADDITIONAL INFORMATION ON DIRECTORS RETIRING BY ROTATION:

[Information pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards]

Item Nos. 02:

Name of the Director	Mr. Ramesh Kunhikannan (DIN: 02063167)
Age	61 years
Date of appointment on the Board	28 March, 2008
Qualification	Bachelor's degree in electrical engineering from National Institute of Engineering, Mysuru
Brief profile and nature of their expertise in specific functional areas	Mr. Ramesh Kunhikannan, is the Promoter and Managing Director of our Company. He has been associated with the Company since incorporation. He has over 36 years of experience in the electronic manufacturing services industry. He oversees the management function of the Company and together with the Senior Management is responsible for the implementation of strategy in respect of such management function.
Current Remuneration	₹ 18 Mn per annum
Details of Remuneration sought to be paid	NA
Key terms and conditions of appointment	NA
Number of meetings of the Board attended during the year	Mr. Ramesh Kunhikannan attended 08 (Eight) meetings out of 08 (Eight) meetings during the Financial Year 2024-25
Directorships in other Companies	<ul style="list-style-type: none"> • Iskraemeco India Private Limited • Kaynes Electronics Manufacturing Private Limited • Tushti Semiconductors Private Limited • Kaynes Mechatronics Private Limited • Kaynes Semicon Private Limited • Kaynes International Design & Manufacturing Private Limited • Mysore ESDM Cluster • Kemsys Technologies Private Limited • Kaynes Embedded Systems Private Limited • Kaynes Circuits Private Limited
Membership/ Chairmanships of Committees of other listed companies	NIL
Relationship with other Directors and KMP's	Spouse of Mrs. Savitha Ramesh, Executive Chairperson & Whole Time Director of the Company
Number of Equity shares held in the Company as on the 30 July, 2025	3,58,18,633

By Order of the Board of Directors
 For **Kaynes Technology India Limited**

Savitha Ramesh

Executive Chairperson & Whole Time Director
 DIN: 01756684

Date: 30 July, 2025
 Place: Mysuru

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

Item No. 03

In accordance with Regulations 24A and 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and other applicable statutory provisions, and based on the recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on 30 July, 2025, has proposed the appointment of Mr. Vijayakrishna KT, Company Secretary in Practice (Membership No. F1788 Certificate of Practice No. 980), Bengaluru, as the Secretarial Auditor of the Company for a term of No. (5) consecutive financial years, from Financial Year 2025-26 to Financial Year 2029-30.

The recommendation is based on the fulfilment of eligibility criteria and qualifications prescribed under the Companies Act, 2013, the rules made thereunder, and the Listing Regulations, including assessment of the individual's experience, secretarial audit expertise, audit capability, independence, and evaluation of the quality of audit work previously carried out.

Mr. Vijayakrishna KT has consented to his proposed appointment for a period of five years and confirmed that he is peer-reviewed and eligible to be appointed as Secretarial Auditor. He has further confirmed that he is not disqualified for appointment under the provisions of the Company Secretaries Act, 1980, the rules and regulations made thereunder, and the ICSI Auditing Standards, as amended from time to time.

Mr. Vijayakrishna KT is a Fellow Member of the Institute of Company Secretaries of India. He has over 38 years of experience as a Practising Company Secretary and has worked with various corporates. On a continuous basis, been associated as Consultant and Adviser with many members of the corporate

clientele (including MNCs), Public Sector Undertakings (PSUs) taking up assignments related to Corporate Laws, Corporate Affairs, IPOs, Rights Issues, Preferential Issues, Buy Backs, Open Offers, Reduction of Capital, Mergers & Acquisitions, Corporate Restructuring, Fund Raising Tasks, Project Finance, Loan Syndication etc.

The Board of Directors, in consultation with the Audit Committee, approved a Secretarial audit fee of ₹ 200,000/- (Rupees Two Lakhs only) plus taxes as applicable and out of pocket expenses for the Financial Year 01 April, 2025 - 31 March, 2026. There is no material change in the fee payable to such auditor from that paid to the outgoing auditor;

The fee for the remaining term may be finalised in subsequent years based on the recommendation of the Audit Committee and as may be approved by the Board of Directors. The Company may also avail permissible

non-audit services, including certifications required under statutory regulations or as may be requested by customers, banks, or statutory authorities. Such services shall be remunerated separately on mutually agreed terms, as approved by the Board in consultation with the Audit Committee.

None of the Directors, Key Managerial Personnel of the Company, or their relatives is, in any way, concerned or interested (financially or otherwise) in the resolution set out at Item No. 3 of the Notice.

The Board recommends the resolution as set out at Item No.3 for the approval of members as an Ordinary Resolution.

Item No. 04:

In terms of Section 148 of the Companies Act, 2013 ('the Act') and the Rules made thereunder, the Company is required to maintain Cost Audit records and to have the same audited by a Cost Auditor. Further, Rule 14 of the Companies (Audit and Auditors) Rules 2014, requires that the remuneration payable to the Cost Auditor shall be ratified by the Shareholders.

Based on the recommendation of the Audit Committee, the Board of Directors at its Meeting held on 15 May, 2025, had re-appointed Messrs GA Associates as Cost Auditors, for conducting the Cost Audit for the Financial Year 2025-26 on a Audit fee of ₹ 100,000/- (Rupees One Lakh only) plus applicable taxes and reimbursement of out-of-pocket expenses at actuals.

The Company has received a Certificate from the Cost Auditors confirming their independence and arm's length relationship with the Company and their willingness to act as Cost Auditors of the Company. Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 04 of the Notice.

None of the Directors or Key Managerial Personnel is concerned or interested financially or otherwise in this Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 04 of the Notice for approval of the Shareholders.

Item No. 05:

In terms of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") with effect from 1st April, 2019, no listed company shall appoint or continue the appointment of a Non-Executive Director, who has attained the age of Seventy-Five (75) years, unless a special resolution is passed by the shareholders to that effect and justification is provided in the explanatory statement.

Mr. Seeplaputhur Ganapathiramaswamy Murali (DIN: 00348902) is a Non-Executive Independent Director on the Board of the Company appointed on 21 February,

2022 for a term of Five years. He is a seasoned professional with vast experience in governance, leadership, and business strategy and has been contributing significantly to the deliberations of your Board and its Committees. The Company has immensely benefited from his deep insight and independent perspective.

Mr. Seeplaputhur Ganapathiramaswamy Murali will attain the age of 75 years on 26 September, 2025. Based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, it is proposed to continue his directorship as an Independent Director (Non-Executive category), not liable to retire by rotation, post attaining the age of 75 years.

Considering his continued valuable contributions, the Board is of the opinion that it would be in the best interest of the Company to continue the association with Mr. Seeplaputhur Ganapathiramaswamy Murali as an Independent Director beyond the age of 75 years.

Accordingly, the approval of the members is sought by way of a Special Resolution for continuation of Mr. Seeplaputhur Ganapathiramaswamy Murali's directorship post attaining the age of 75 years.

The Board recommends the passing of the resolution as a Special Resolution

None of the Directors, Key Managerial Personnel, or their relatives except Mr. Seeplaputhur Ganapathiramaswamy Murali's is concerned or interested in the resolution.

Item No. 06

The Members of the Company had earlier approved the *Kaynes ESOP Scheme 2022* ("Scheme") in compliance with the provisions of the Companies Act, 2013 and the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations") and subsequently ratified on 15 September, 2023. The Scheme provides for the grant of employee stock options to eligible employees of the Company and its subsidiaries, with a view to reward long-term performance, attract and retain talent, and align employee interests with that of shareholders.

The Nomination and Remuneration Committee and Board of Directors, after due evaluation, had proposed to amend the "Kaynes ESOP Scheme 2022" to extend the vesting period in the existing Kaynes ESOP Scheme 2022 from from '1 (One) to 5 (Five) years' to '1 (One) to 8 (Eight) Years'.

The Board of Directors in its meeting held on 30 July, 2025 discussed in depth the proposal and approved the same.

This amendment will be applicable to all existing and future grants under the Scheme, unless otherwise specified by the Nomination and Remuneration Committee, and is subject to the overall terms and conditions of the Scheme and applicable laws.

Disclosures required pursuant to Rule 12(5)(b) of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 7(4) of SEBI (SBEB&SE) Regulations with respect to modification/variation of terms are as follows:

Sr. No.	Particulars	
1	Full details of variation of terms	<p>Existing clause:</p> <p><i>"Options granted under Kaynes ESOP 2022 would vest not earlier than One year and not later than Five years from the date of Grant of such Options. Vesting of Options would be subject to continued employment with the Company and thus the Options would vest on passage of time. However, in addition to this, the Nomination and Remuneration Committee may also, if it feels necessary in certain or in all cases, specify certain performance parameters – corporate, individual or a combination subject to which the Options would vest</i></p> <p>Proposed clause:</p> <p><i>"Options granted under Kaynes ESOP 2022 would vest not earlier than One year and not later than Eight years from the date of Grant of such Options. Vesting of Options would be subject to continued employment with the Company and thus the Options would vest on passage of time. However, in addition to this, the Nomination and Remuneration Committee may also, if it feels necessary in certain or in all cases, specify certain performance parameters – corporate, individual or a combination subject to which the Options would vest</i></p>
2	Rationale behind the variation of terms	To reward long-term performance, attract and retain talent, and align employee interests
3	Employees who are beneficiaries of such variation	All eligible employees to whom the options granted/will be granted by under the Scheme.

Further, it is hereby confirmed that such aforesaid modification is not prejudicial or detrimental to the interest of employees of the Company.

The proposed amendment does not require fresh approval from SEBI or other regulatory bodies, but as a measure of good governance and in accordance with Section 62(1)(b) of the Companies Act, 2013, Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and the SEBI SBEB & SE Regulations, the Company seeks the approval of its members by way of a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company, or their relatives is, in any way, concerned or interested (financially or otherwise) in the resolution set out at Item No. 6 of the Notice.

The Board recommends the resolution as set out at Item No.6 for the approval of members as a Special Resolution.

Item No. 07

The Members of the Company had earlier approved the “*Kaynes ESOP Scheme 2023*” (“Scheme”) in compliance with the provisions of the Companies Act, 2013 and the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB & SE Regulations”) on 09 September, 2024. The Scheme provides for the grant of employee stock options to eligible employees of the Company and its subsidiaries, with a view to reward long-term performance, attract and retain talent, and align employee interests with that of shareholders.

The Nomination and Remuneration Committee and Board of Directors, after due evaluation, had proposed to amend the “*Kaynes ESOP Scheme 2023*” to extend the vesting period in the existing Kaynes ESOP Scheme 2023 from from ‘1(One) to 5 (Five) years’ to ‘1 (One) to 8 (Eight) Years’

The Board of Directors in its meeting held on 30 July, 2025 discussed in depth the proposal and approved the same.

This amendment will be applicable to grants under the Scheme, unless otherwise specified by the Nomination and Remuneration Committee, and is subject to the overall terms and conditions of the Scheme and applicable laws.

Disclosures required pursuant to Rule 12(5)(b) of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 7(4) of SEBI (SBEB&SE) Regulations with respect to modification/variation of terms are as follows:

Sr. No.	Particulars	
1	Full details of variation of terms	<p>Existing clause:</p> <p><i>“Options granted under Kaynes ESOP 2023 would vest not earlier than One year and not later than Five years from the date of Grant of such Options. Vesting of Options would be subject to continued employment with the Company and thus the Options would vest on passage of time. However, in addition to this, the Nomination and Remuneration Committee may also, if it feels necessary in certain or in all cases, specify certain performance parameters – corporate, individual or a combination subject to which the Options would vest</i></p> <p>Proposed clause:</p> <p><i>“Options granted under Kaynes ESOP 2023 would vest not earlier than One year and not later than Eight years from the date of Grant of such Options. Vesting of Options would be subject to continued employment with the Company and thus the Options would vest on passage of time. However, in addition to this, the Nomination and Remuneration Committee may also, if it feels necessary in certain or in all cases, specify certain performance parameters – corporate, individual or a combination subject to which the Options would vest</i></p>
2	Rationale behind the variation of terms	To reward long-term performance, attract and retain talent, and align employee interests
3	Employees who are beneficiaries of such variation	All eligible employees to whom the options granted/will be granted by under the Scheme.

Further, it is hereby confirmed that such aforesaid modification is not prejudicial or detrimental to the interest of employees of the Company.

The proposed amendment does not require fresh approval from SEBI or other regulatory bodies, but as a measure of good governance and in accordance with Section 62(1)(b) of the Companies Act, 2013, Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and the SEBI SBEB & SE Regulations, the Company seeks the approval of its members by way of a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company, or their relatives is, in any way, concerned or interested (financially or otherwise) in the resolution set out at Item No. 7 of the Notice.

The Board recommends the resolution as set out at Item No.7 for the approval of members as a Special Resolution.

Item No. 08:

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required.

Pursuant to the provisions of Section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of Special Resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account.

Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of

Special Resolution as contained in the notice of the Annual General Meeting for an amount ₹ 4000,00,00,000/- (Rupees Four Thousand Crores Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding in the Company.

The Board recommends the Special Resolution set out at Item No. 08 of the Notice for approval of the Shareholders.

By Order of the Board of Directors
For Kaynes Technology India Limited

Savitha Ramesh

Executive Chairperson &
Whole Time Director
DIN: 01756684

Place: Mysuru, Karnataka
Date: 30 July, 2025



Corporate Information

Executive Chairperson and Whole Time Director

Ms. Savitha Ramesh

Managing Director

Mr. Ramesh Kunhikannan

Directors

Mr. Jairam Paravasthu Sampath – Whole Time Director and Chief Financial Officer

Mr. Anup Kumar Bhat – Independent Director

Mr. Seeplaputhur Ganapathiramaswamy Murali – Independent Director

Mr. Alexander Koshy – Independent Director

Ms. Poornima Ranganath – Independent Director

Mr. Heinz Franz Moitzi – Independent Director

Chief Executive Officer

Mr. Rajesh Sharma

Company Secretary & Compliance Officer

Mr. Anuj Mehtha

(Appointed w.e.f. 27 January, 2025)

Audit Committee

Chairperson

Mr. Seeplaputhur Ganapathiramaswamy Murali

Members

Mr. Anup Kumar Bhat

Mr. Alexander Koshy

Mr. Ramesh Kunhikannan

Nomination and Remuneration Committee

Chairperson

Mr. Anup Kumar Bhat

Members

Mr. Alexander Koshy

Ms. Poornima Ranganath

Stakeholder's Relationship Committee

Chairperson

Mr. Alexander Koshy

Members

Mr. Seeplaputhur Ganapathiramaswamy Murali

Mr. Jairam Paravasthu Sampath

Corporate Social Responsibility Committee

Chairperson

Ms. Savitha Ramesh

Members

Mr. Anup Kumar Bhat

Mr. Seeplaputhur Ganapathiramaswamy Murali

Risk Management Committee

Chairperson

Ms. Poornima Ranganath

Members

Ms. Savitha Ramesh

Mr. Ramesh Kunhikannan

Mr. Jairam Paravasthu Sampath

Mr. Anup Kumar Bhat

Mr. Seeplaputhur Ganapathiramaswamy Murali

Mr. Alexander Koshy

Ms. Poornima Ranganath

Mr. Heinz Franz Moitzi

Statutory Auditors

K. P. Rao & Co.

Chartered Accountants

Bengaluru

Internal Auditors

Brahmayya & Co

Chartered Accountants

Bengaluru

Secretarial Auditors

Kalaivani S.

Practicing Company Secretary

Bengaluru

Cost Auditors

GA & Associates

Cost Accountants

Bengaluru

Bankers

Axis Bank Limited

Canara Bank

HDFC Bank Limited

ICICI Bank Limited

IndusInd Bank Limited

Kotak Mahindra Bank Limited

HSBC Bank

State Bank of India

Federal Bank Limited

Registered Office

#23-25, Belagola Food Industrial Estate,

Metagalli P O, Mysuru, Karnataka, 570 016

Share Registrar & Transfer Agent

MUFG Intime India Private Limited

C 101, 247 Park, L.B.S.Marg,

Vikhroli (West), Mumbai – 400 083

Email ID: rnt.helpdesk@in.mpms.mufg

Tel: 022 4918 6270



REGISTERED OFFICE
23-25 Belagola Food Industrial Estate,
Metagalli PO, Mysuru 570016
Karnataka, India.