

August 19, 2025

National Stock Exchange of India Limited.

Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex,
Bandra (E),
Mumbai - 400 051

BSE Limited.

Corporate Relationship Dept.,
14th floor, P. J. Tower,
Dalal Street, Fort
Mumbai - 400 001

Scrip Symbol – KAYNES

Scrip Symbol – 543664

Dear Sir /Madam,

Subject: Notice of Seventeenth (17th) Annual General Meeting (“AGM”)

This is to inform you that the Seventeenth (17th) AGM of the Company will be held on Thursday, September 11, 2025 at 3:30 P.M. (IST) through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) in accordance with the circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India (“SEBI”). In this regard, please find enclosed the Notice of the Seventeenth (17th) AGM of the Company, which is being circulated to the shareholders through electronic mode whose e-mail addresses are registered with the Company/Depository Participant(s) (‘DPs’). A letter providing the web-link, including the exact path, for accessing the Notice of AGM and Annual Report would be sent to those shareholders who have not registered their email address with the Company/DPs.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rules framed thereunder, the Company has fixed Friday, 5th September, 2025 as the cut-off date to record the entitlement of the Shareholders to cast their votes using either remote e-voting facility or the e-voting facility at the AGM.

The remote e-voting period begins on Monday, 08th September, 2025 at 9.00 A.M. IST and ends on Wednesday, 10th September, 2025, at 5.00 P.M. IST. During this period, Members of the Company, holding shares as on the cut-off date i.e., Friday, 5th September, 2025, may cast their vote electronically. The remote e-voting module shall be disabled by MUFG Intime India Private Limited for voting thereafter.

The above-mentioned information will also be available on website of the Company www.kaynestechncology.co.in

Request you to kindly take this intimation on record.

Thanking You,
Yours faithfully,

For Kaynes Technology India Limited

Anuj Mehtha

Company Secretary and Compliance Officer
Membership No. A62542

Enclosed: Notice of Seventeenth (17th) Annual General Meeting.

KAYNES TECHNOLOGY INDIA LIMITED

CIN: L29128KA2008PLC045825

www.kaynestechncology.co.in email ID: kaynestechcs@kaynestechncology.net

H.O & Regd Off: 23-25, Belagola Food Industrial Estate, Metagalli PO, Mysore 570016 India

Telephone No: +91 8212582595

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 kaynestechcs@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.kaynestechtechnology.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