

August 17, 2024

The Secretary  
**National Stock Exchange of India Ltd.**  
Exchange Plaza, Plot no. C/1, G Block,  
Bandra-Kurla Complex,  
Bandra (E),  
Mumbai - 400 051  
**Stock Code – KAYNES**

The Secretary  
**BSE Ltd.**  
Corporate Relationship Dept.,  
14th floor, P. J. Tower,  
Dalal Street, Fort  
Mumbai - 400 001  
**Stock Code – 543664**

Dear Sir/Madam,

**Subject: Record Date / Cut-off date for the Sixteenth (16<sup>th</sup>) Annual General Meeting (“AGM”) and e-Voting facility.**

This is to inform you that the remote e-voting period begins on Thursday, September 05, 2024 at 09:00 A.M. (IST) and ends on Sunday, September 08, 2024 at 05:00 P.M. (IST). The remote e-voting module shall be disabled by Link 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., Monday, September 02, 2024 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 Monday, September 02, 2024.

The above-mentioned information will also be available on website of the Company [www.kaynes technology.co.in](http://www.kaynes technology.co.in)

We request you to kindly take this intimation on record.

Thanking You,  
Yours faithfully,

For **Kaynes Technology India Limited.**

**S M Adithya Jain**  
Company Secretary and Compliance Officer  
Membership No. A49042

**Enclosed:** Notice of the Sixteenth (16<sup>th</sup>) Annual General Meeting

# NOTICE



## KAYNES TECHNOLOGY INDIA LIMITED

(Formerly Kaynes Technology India Private Limited)

CIN: L29128KA2008PLC045825

Registered Office: 23-25, Belagola Food Industrial Estate, Metagalli PO, Mysuru 570016, Karnataka, India.

Website: [www.kaynestechology.co.in](http://www.kaynestechology.co.in) email ID: [kaynestechcs@kaynestechology.net](mailto:kaynestechcs@kaynestechology.net)

Telephone No: +91 8212582595

**NOTICE** is hereby given that the **SIXTEENTH (16<sup>TH</sup>) ANNUAL GENERAL MEETING ("AGM")** of Kaynes Technology India Limited will be held on **Monday, 09 September, 2024 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, 2024, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Jairam Paravastu Sampath (DIN: 08064368), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

3. To approve and adopt Employee Stock Option Scheme called "Kaynes ESOP Scheme 2023".

To consider, and if thought fit, to pass the following resolution(s) as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 (the "Act"), read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEB&SE) Regulations") (including any statutory modifications or amendments thereto or re-enactments thereof), the applicable provisions of Memorandum of Association and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as considered necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions and all other applicable provisions of the Act, Rules, Regulations, Circulars and Notifications issued by Central Government, the Ministry of Corporate Affairs, Securities and Exchange Board of India, Reserve Bank of India and/or any other

regulatory authorities from time to time (hereinafter singly or collectively referred to as the "Regulatory Authorities") and based on the recommendations of Nomination and Remuneration Committee and the Board, consent of the Shareholders be and is hereby accorded to approve and adopt new Employee Stock Option Scheme in the name of "Kaynes ESOP Scheme, 2023" for the benefit of employees of the Company and its subsidiaries.

**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee (the "Committee") be and is hereby authorised to create, issue, offer and grant 581,337 (Five Lakhs Eighty One Thousand Three Hundred and Thirty Seven Only) ESOPs to present or future eligible employees of the Company, including employees of the subsidiaries of the Company, whether in or outside India, determined in terms of Kaynes ESOP Scheme, 2023, from time to time, in one or more tranches, which are exercisable, in aggregate, into not more than 581,337 (Five Lakhs Eighty One Thousand Three Hundred and Thirty Seven Only) Equity Shares of the Company, where each such employee stock option would be exercisable for one Equity Share having face value of ₹ 10/- each, fully paid-up, of the Company to be issued and be allotted to the eligible employees by the Company on payment of the requisite exercise price and such other amount and on such terms and conditions as may be determined by the Board/ Committee in accordance with the Kaynes ESOP Scheme, 2023, the Act, SEBI (SBEB&SE) Regulations, the applicable Accounting Policies and Accounting Standards and such other laws, as may be applicable from time to time.

**RESOLVED FURTHER THAT** the Equity Shares so issued and allotted as mentioned hereinbefore shall rank *pari-passu* with the then existing Equity Shares of the Company and any one of the Directors or Key Managerial Personnel of the Company be and are hereby severally authorised to obtain in-principle approval of/from the Stock Exchanges where shares of the Company are listed and further be authorised to take necessary steps for listing of Equity Shares allotted under Kaynes ESOP Scheme, 2023 on the Stock Exchanges.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger/amalgamation, sale of division/undertaking or consolidation or sub division of Equity Shares or other re-organisation of capital, if any, the number of options in the Kaynes ESOP Scheme, 2023 mentioned hereinabove shall be adjusted appropriately in a fair and reasonable manner.

**RESOLVED FURTHER THAT** Mr. Rajesh Sharma, Chief Executive Officer, Mr. Jairam P Sampath, Whole time Director and Chief Financial Officer and Mr. S M Adithya Jain, Company Secretary & Compliance Officer of the Company be and are hereby severally authorised on behalf of the Company, to intimate Stock Exchanges or any other regulatory authorities as considered necessary and to settle any questions, difficulties and doubts that may arise in this regard and to do all such acts, deeds, things and matters and sign, execute and deliver such applications, forms, deeds, letters and documents as considered necessary and expedient to give effect to the foregoing resolutions in the best interest of Company without requiring any further consent or approval of the Shareholders.

**RESOLVED FURTHER THAT** a copy of the above resolutions certified to be true by any Director or Key Managerial Personnel of the Company and be forwarded to the concerned persons/authorities, as considered necessary.”

4. To approve granting of Employee Stock Options to the employees / directors of subsidiary(ies) of the Company under the “Kaynes ESOP Scheme, 2023”.

To consider, and if thought fit, to pass the following resolution(s) as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 (the “Act”), read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (including any statutory modifications or amendments thereto or re-enactments thereof), the enabling provisions of Memorandum of Association and Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions and all other applicable provisions of the Act, Rules, Regulations, Circulars and notifications issued by Central Government, Ministry of Corporate Affairs, Securities and Exchange Board of India, Reserve Bank of India and/or any other competent/regulatory authorities from time to time (hereinafter singly or collectively referred to as the “Regulatory Authorities”) and as recommended by the Nomination and Remuneration Committee and the Board, consent

of the Shareholders be and is hereby accorded to grant Employee Stock Options (ESOPs) under “Kaynes ESOP Scheme, 2023” to the present and future employees of existing and/or future Subsidiary(ies) of the Company situated in India and overseas, and its director(s), whether Whole-time Director or not, but excluding Independent Directors, if any, from time to time, in accordance with the Kaynes ESOP Scheme, 2023, and on such terms and conditions, as set out in the Kaynes ESOP Scheme, 2023.

**RESOLVED FURTHER THAT** Mr. Rajesh Sharma, Chief Executive Officer, Mr. Jairam P Sampath, Whole time Director and Chief Financial Officer and Mr. S M Adithya Jain, Company Secretary & Compliance Officer of the Company be and are hereby severally authorised on behalf of the Company, to intimate Stock Exchanges or any other regulatory authorities as considered necessary and to settle any questions, difficulties and doubts that may arise in this regard and to do all such acts, deeds, things and matters and sign, execute and deliver such applications, forms, deeds, letters and documents as considered necessary and expedient to give effect to the foregoing resolutions in the best interest of Company without requiring any further consent or approval of the Shareholders.

**RESOLVED FURTHER THAT** a copy of the above resolutions certified to be true by any Director or Key Managerial Personnel of the Company and be forwarded to the concerned persons/authorities, as considered necessary.”

5. To ratify the remuneration of Cost Auditors.

To consider, and if thought fit, to pass, the following Resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification (s) and/or re-enactment(s) thereof for the time being in force), the remuneration payable to Messrs GA and Associates, Cost Accountants, Mysuru (Firm Registration Number: 000409), who were appointed by the Board of Directors as Cost Auditors, to audit the cost records of the Company for the financial year ending 31 March, 2025, amounting to ₹ 100,000 (Rupees One lakh Only) plus applicable taxes and reimbursement of out-of-pocket expenses at actuals, if any, incurred in connection with the audit, be and is hereby ratified.”

By Order of the Board of Directors  
For **Kaynes Technology India Limited**

**Savitha Ramesh**

Date: 26 July, 2024

(Executive Chairperson & WTD)

Place: Mysuru

DIN: 01756684

**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, and subsequent circulars issued in this regard, the latest one bearing circular No. 09/2023 dated 25 September, 2023 (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 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 and SEBI/HO/DDHS/P/CIR/2022/0063 dated 13 May, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05 January, 2023 (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, 2024 and permitted companies to conduct Annual General Meeting (AGM) through video conferencing or other audio visual means (VC) till 30 September, 2024, 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 16<sup>th</sup> AGM of your Company is being convened and conducted through VC.
  2. The Company has facilitated the Members to participate in the 16<sup>th</sup> AGM through VC facility provided by 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 16<sup>th</sup> 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 through 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 16<sup>th</sup> 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 16<sup>th</sup> 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](mailto:kalaivani@vjkt.in) with a copy marked to [kaynestechcs@kaynestechtechnology.net](mailto: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 2023-24 along with Notice of 16<sup>th</sup> 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. Friday, 09 August, 2024 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.kaynestechtechnology.co.in/investors.html> or from the

website of National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and from the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com). Notice is also available on the website of Link Intime (agency for providing the remote e-Voting facility) i.e. [instavote.linkintime.co.in](http://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., 09 September, 2024. Members seeking to inspect such documents may send an email to [kaynestechcs@kaynestechtechnology.net](mailto:kaynestechcs@kaynestechtechnology.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@kaynestechtechnology.net](mailto:kaynestechcs@kaynestechtechnology.net) on or before 04 September, 2024. This would enable the Company to compile the information and provide replies at the meeting.
13. Persons holding the shares on 02 September, 2024 (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 16<sup>th</sup> AGM. For this purpose, the Company has entered into an agreement with Link 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 Link Intime India Private Limited.
21. The remote e-voting period begins on 05 September, 2024 (09:00 A.M. IST) and ends on 08 September, 2024 (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. 02 September, 2024 may cast their votes electronically. The remote e-voting module shall be disabled by Link 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 Link Intime India Pvt. Ltd., 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 Thursday, 05 September, 2024 at 09:00 A.M. (IST) and ends on Sunday, 08 September, 2024 at 05.00 P.M. (IST). The remote e-voting module shall be disabled by **Link 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., Monday, 02 September, 2024 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 Monday, 02 September, 2024.

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.

### I. Login method for Individual shareholders holding securities in demat mode is given below:

#### 1. Individual Shareholders holding securities in demat mode with NSDL

- i. Existing IDeAS user can visit the e-Services website of NSDL viz.

<https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.

- ii. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- iii. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

### 2. Individual Shareholders holding securities in demat mode with CDSL

- i. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click

- on login icon & New System Myeasi Tab and then use your existing my easi username & password.
- ii. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
  - iii. If the user is not registered for Easi/ Easiest, the option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
  - iv. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
- 3. Individual Shareholders (holding securities in demat mode) login through their depository participants.**

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the Company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**II. Login method for Individual Shareholders of the Company, holding securities in physical form / Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the Company, holding shares in physical form/Non Individual Shareholders holding securities in demat mode as on the cut-off date for e-Voting may register for e-Voting facility of Link Intime as under.

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -
  - A. **User ID:** Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
  - B. **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.
  - C. **DOB/DOI:** Enter the Date of Birth (DOB)/Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
  - D. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*\*Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

*\*Shareholders holding shares in NSDL form, shall provide 'D' above*

- ▶ Shareholders may set the password as per their choice containing minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter
  - ▶ Click "confirm" (Your password is now generated)
3. Click on 'Login' under 'SHARE HOLDER' tab.
  4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.

### III. Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
2. E-voting page will appear.
3. 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).
4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. 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.

### IV. Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-Voting system of Link Intime at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the Board Resolution /Authority Letter/Power of Attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutiniser to verify the same.

### V. Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

### VI. Helpdesk for 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

Log in type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4 886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

### VII. Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on 'Login' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "**SUBMIT**".

In case shareholders is having 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 the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. 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.

**User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company.

### VIII. Individual Shareholders holding securities in demat mode with NSDL/CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget

User ID and Forget Password option available at abovementioned depository/depository participants' website.

- 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".

### 23. Process and manner for attending the Annual General Meeting through InstaMeet:

Members are entitled to attend the AGM through VC/OAVM provided by RTA, Link Intime Pvt. Ltd., by following the below mentioned process.

- Facility for joining the AGM through VC/OAVM shall open 15 minutes before the time scheduled for the AGM and shall be kept open till the expiry of 15 minutes after the scheduled time on first-come-first basis.



- ii. Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chair Persons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first-come-first serve basis.
- iii. Members will be provided with InstaMeet facility wherein they shall register their details and attend the AGM as under:

Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on "Login".

- ▶ Select the "Company" and 'Event Date' and register with your following details: -

**A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No.

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID.**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.**
- Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company.

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. Mobile No.:** Enter your mobile number.

**D. Email ID:** Enter your email id, as recorded with your DP/Company.

- ▶ Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting)

(Note: Members are encouraged to join the Meeting through Tablets/Laptops connected through broadband for better experience. Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting).

#### 24. Instructions for Shareholders/Members to Speak during the Annual General Meeting through InstaMeet:

- i. Members who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request on or before 02 September, 2024, mentioning their name, demat account number/folio number, e-mail ID, mobile number, questions to ask, if any, at: [kaynestechcs@kaynestechcs.com](mailto:kaynestechcs@kaynestechcs.com).

- ii. Only those Members who have registered themselves as a speaker will be allowed to express their views/ ask questions during the meeting.
- iii. Members will get confirmation on first cum first basis. First 10 Speakers registered with the Company will only be allowed to speak at the AGM for a duration upto 3 minutes each.
- iv. Members will receive "speaking serial number" once they mark attendance for the meeting.
- v. Members are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.
- vi. Please remember your speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.
- vii. Please note that the Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

The Members who do not wish to speak during the AGM but have queries may send their queries in advance on or before Monday, 02 September, 2024, mentioning their name, demat account number/folio number, e-mail ID, mobile number at: [kaynestechcs@kaynestechcs.com](mailto:kaynestechcs@kaynestechcs.com). These queries will be replied to by the Company suitably by e-mail.

For a smooth experience of viewing the AGM proceedings of Link Intime India Private Limited InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance.

Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>.

In case shareholders/members have any queries regarding login, they may send an e-mail to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

#### 25. Instructions for Shareholders/Members to Vote during the Annual General Meeting through InstaMeet:

- (a) Only those Members, who are present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
- (b) If any Votes are cast by the Members through the e-voting available during the AGM and if the same Members have not participated in the meeting through VC/OAVM facility, then the votes cast by such Members shall be considered invalid as the

facility of e-voting during the meeting is available only to the Members attending the meeting.

- (c) Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Once the electronic voting is activated by the scrutiniser/ moderator during the AGM, the Members who have not exercised their vote through the remote e-voting can cast the vote as under:

- i. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
- ii. 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 and click on "Submit".
- iii. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- iv. 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'.
- v. 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.
- vi. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

## 26. Other e-voting Instructions

The remote e-voting period commences on Thursday, 05 September, 2024 at 09.00 A.M. IST and ends on Sunday, 08 September, 2024 at 05:00 P.M. IST. During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on Monday, 02 September, 2024 (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 Monday, 02 September, 2024.

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, Practising 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](http://www.kaynestechology.co.in) within two working days of the 16<sup>th</sup> AGM of the Company to be held on Monday, 09 September, 2024.

The contact details for Registrar and Transfer Agent:

**Link Intime India Private Limited**

**Tel. No. :** 022 4918 6270

**E-mail :** [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

**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]

<b>Name of the Director</b>	<b>Mr. Jairam Paravastu Sampath (DIN: 08064368)</b>
<b>Age</b>	59 years
<b>Date of appointment on the Board</b>	10 March, 2018
<b>Qualification</b>	Bachelor of Technology in Mechanical Engineering
<b>Brief profile and nature of their expertise in specific functional areas</b>	Mr. Jairam Paravastu Sampath, is the Whole-time Director and Chief Financial Officer of our Company. He has been associated with our Company since 2011. He holds a bachelor of technology degree in mechanical engineering from the Indian Institute of Technology Madras and a post graduate diploma in management from the Indian Institute of Management, Ahmedabad. He has been leading the finance function of the Company during the recent years. He has over 32 years of experience in manufacturing, operations, sales and marketing. He was the vice president of TVS Group and the chief marketing officer of iPath Technologies Private Limited. He was also associated with Hindustan Motors Limited, TVS Electronics Limited and Sundaram-Clayton Limited.
<b>Current Remuneration</b>	As per the resolution passed by the shareholders on 01 April, 2022.
<b>Details of Remuneration sought to be paid</b>	As per the existing terms and conditions and as approved by the shareholders on 01 April, 2022.
<b>Key terms and conditions of appointment</b>	Whole-time Director and Chief Financial Officer of the Company.
<b>Number of meetings of the Board attended during the year</b>	Mr. Jairam Paravastu Sampath attended 8 (Eight) meetings out of 9 (Nine) meetings during the Financial Year 2023-24.
<b>Directorships in other listed Companies</b>	Nil
<b>Membership/Chairmanships of Committees of other listed companies</b>	Nil
<b>Relationship with other Directors and KMP's</b>	None
<b>Number of Equity shares held in the Company</b>	4,361

By Order of the Board of Directors  
For **Kaynes Technology India Limited**

**Savitha Ramesh**  
(Executive Chairperson & WTD)  
DIN: 01756684

Date: 26 July, 2024

Place: Mysuru

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

### Item Nos. 03 and 04:

The Shareholders are aware that Employee Stock Option is a very useful tool to attract, retain the key talents working with the Company and its Subsidiary company(ies), by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability. Your Company believes in rewarding its employees including Directors of the Company as well as those of the Subsidiary company(ies) for their continuous hard work, dedication and support, which has led the Company on the growth path. The Company intends to implement Kaynes ESOP Scheme, 2023.

Following are the salient features Kaynes ESOP Scheme, 2023:

1. Brief Description of the scheme:

The objective of Kaynes ESOP Scheme, 2023 is to reward the Employees for their performance and to motivate them to contribute to the growth and profitability of the Company and to attract and retain talent in the organisation. The Company strongly believes that an equity component in the compensation goes a long way in aligning the objectives of an individual with those of the organisation.

2. Total number of options to be granted:

Maximum of up to 5,81,337 (Five Lakhs Eighty-One Thousand Three Hundred and Thirty-Seven Only) Options would be available for being granted to eligible employees of the Company and its subsidiaries under Scheme. Each option when exercised would be converted into one Equity share of ₹ 10/- each fully paid-up. Vested options that lapse due to non-exercise or unvested options that get cancelled due to resignation of the employees or otherwise, would be available for being re-granted at a future date. Securities and Exchange Board of India (Share based Employee Benefits and Sweat Equity) Regulations, 2021, require that in case of any corporate action(s) such as rights issues, bonus issues, split, merger and sale of division and others, a fair and reasonable adjustment needs to be made to the options granted. Accordingly, the abovementioned limit of maximum number of options to be granted under the scheme shall automatically include within its ambit, such expansion or reduction as taken place on account of corporate action(s) including issue of bonus shares, split, rights issue, buy-back or scheme of arrangement.

3. Identification of classes of employees entitled to participate in the Employee Stock Option Plan:

- i. a permanent employee of the Company working in India or outside of India; or

- ii. a Director of the Company, whether a Whole Time Director or not, including a non-executive Director but excluding promoter director or an Independent Director of the Company or a member of the promoter group; or
- iii. an employee as defined in clauses (i) or (ii) of a group company including subsidiary company or its associate company in India or outside India, but does not include:
  - a. an employee who is a Promoter or belongs to the Promoter Group;
  - b. a Director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the issued and subscribed equity share capital of the Company; and;
  - c. an independent director within the meaning of the Companies Act, 2013.

4. Requirements of vesting and period of vesting:

The Options granted 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 ("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.

5. The maximum period within which the options shall be vested:

The Options granted would vest not earlier than one year and not later than five years from the date of grant of such options.

6. Exercise Price or pricing formula:

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.

7. Exercise Period and the process of Exercise:  
The stock options granted shall be capable of being exercised within a period being not more than two years from the date of vesting of the respective stock options.  
The options will be exercisable by the Employees by a written application to the Company to exercise the options in such manner, and on execution of such documents, as may be prescribed by the NRC from time to time.
8. The appraisal process for determining the eligibility of employees for the scheme:  
The appraisal process will be based on criteria such as role/designation of the employee, duration of service with the Company, past performance record, future potential of the employee and such other criteria as may be determined by the NRC/Board from time to time.
9. Maximum number of options to be issued per employee and in aggregate:  
The number of options that may be granted to any specific employee under the Kaynes ESOP Scheme 2023 shall be less than 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of options.
10. Maximum quantum of benefits to be provided per employee under the scheme:  
Any benefit other than grant of options or consequential issue of equity shares is not envisaged under the Kaynes ESOP Scheme, 2023. Accordingly, the maximum quantum of benefit for the employees under the Kaynes ESOP Scheme, 2023 is the difference between the exercise price of the options and the market price of the equity shares of the Company as on the date of exercise of options.
11. Route of Kaynes ESOP Scheme, 2023 implementation:  
Kaynes ESOP Scheme, 2023 shall be implemented and administered directly by the Company and does not involve any Trust.
12. Whether the scheme involves new issue of shares by the Company or secondary acquisition by the Trust or both  
Kaynes ESOP Scheme, 2023 involves new issue of shares by the Company.
13. The amount of loan to be provided for implementation of the scheme by the Company to the Trust, its tenure, utilisation, repayment terms, etc.:  
Currently Trust route is not contemplated under the Kaynes ESOP Scheme, 2023.
14. Maximum percentage of secondary acquisition (subject to limits specified under the regulations)  
that can be made by the Trust for the purposes of the scheme:  
Not Applicable.
15. A statement to the effect that the Company shall conform to the accounting policies specified in regulation 15 - Disclosure and Accounting Policies:  
As specified in Regulation 15 of the Securities Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Company shall comply with the requirements of the 'Guidance Note on Accounting for employee share-based Payments' or other accounting standards as may be prescribed by the Institute of Chartered Accountants of India from time to time including the disclosure requirements.  
Employee Stock Options granted under Kaynes ESOP Scheme, 2023 are accounted under the Indian Accounting Standard (Ind AS) 102 Share based payments and such other accounting policies/principles as may be prescribed from time to time during the continuance of Kaynes ESOP Scheme 2023. The same is in accordance with the SEBI SBEB Regulations.
16. Method of option valuation:  
The employee stock options granted in terms of this Scheme is accounted for under the Fair Value Method.
17. The conditions under which option vested in employees may lapse:  
The vested options shall lapse due to non-exercise of Options within the exercise period and upon termination of employment due to misconduct or due to breach of Company policies or the terms of employment. The vested options may also get cancelled in event of abandonment of employment by an employee.
18. Lock-in period for options:  
The shares allotted pursuant to exercise of options shall not be subject to any lock-in period.  
Copy of the scheme Kaynes ESOP Scheme, 2023 will be made available for inspection during the meeting and provided to the members on written request to the Company.  
Based on the recommendation of Nomination and Remuneration Committee, the Board hereby recommends the adoption of new Employee Stock Option Scheme "Kaynes ESOP Scheme, 2023".  
Your Directors recommend the resolutions set out under Item Nos. 3 and 4 to this Notice for your approval by way of Special Resolution.  
None of the Directors and Key Managerial Personnel including their relatives, except to the extent of their shareholding in the Company and the Employee Stock Options which they hold or may be granted under the ESOP Scheme, is concerned or interested, financially or otherwise in the resolution.

**Item No. 05:**

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 16 May, 2024, had re-appointed Messrs GA Associates as Cost Auditors, for conducting the Cost Audit for the Financial Year 2024-25 on a remuneration 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. 05 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. 05 of the Notice for approval of the Shareholders.

By Order of the Board of Directors  
For **Kaynes Technology India Limited**

**Savitha Ramesh**  
(Executive Chairperson & WTD)  
DIN: 01756684

Date: 26 July, 2024  
Place: Mysuru