

CERTIFIED TRUE COPY OF THE RESOLUTIONS PASSED AT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF M/S KAYNES TECHNOLOGY INDIA LIMITED HELD ON FRIDAY, 01 APRIL, 2022 AT 03.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 23-25, BELAGOLA, FOOD INDUSTRIAL ESTATE METAGALLI P O, MYSORE - 570016, KARNATAKA

RAISING OF CAPITAL THROUGH AN INITIAL PUBLIC OFFERING PASSED AS SPECIAL RESOLUTION:

“RESOLVED THAT subject to the approval of the shareholders of Company and in accordance with the Applicable Laws, the uniform listing agreements to be entered into with the Stock Exchanges and the enabling provisions of the memorandum of association of the Company and the articles of association of the Company, and subject to the approval of relevant government, statutory, supervisory and/or regulatory authorities, including the DPIIT, SEBI, RBI, the Registrar of Companies, DEA and the Stock Exchanges, and such other approvals, permissions and sanctions, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions, the consent, approval, authority and sanction of the Board of Directors of the Company (the “Board” which term shall include a duly authorised committee thereof for the time being exercising the powers conferred by the Board including the powers conferred by this resolution) be and is hereby granted to create, issue, offer and allot Equity Shares of the Company (the “Fresh Issue”) and an offer for sale of Equity Shares (“Offer for Sale”) by certain existing shareholders of the Company (the “Selling Shareholders”) (the “Offer for Sale” and together with the Fresh Issue, the “Offer”) in the Offer, for cash either at par or premium such that the amount being raised pursuant to the Fresh Issue aggregates up to ₹ 7,000 million (Rupees Seven Thousand Million only) (provided that such number of additional Equity Shares to the extent of up to 1% of the net offer to the public or such other extent as may be permitted under the SEBI ICDR Regulations may be issued and allotted as may be required for the purposes of rounding off the nearest integer while finalising the basis of allotment, including the issue and allotment of Equity Shares to the stabilizing agent pursuant to a Green Shoe Option, if any, in terms of the SEBI ICDR Regulations), which shall include, without limitation, reservation of a certain number of Equity Shares, for any category or categories of persons as permitted under the Applicable Laws including eligible employees, discount to the issue price to retail individual bidders or eligible employees and any Green Shoe Option, if any, in accordance with Applicable Laws, of up to a certain number of Equity Shares at a price to be determined by the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, at such premium or discount per Equity Share as may be fixed and determined by the Board in consultation with the BRLMs in accordance with the SEBI ICDR Regulations, to any category of persons who are eligible investors, who may or may not be the shareholder(s) of the Company as the Board and the Selling Shareholders offering their Equity Shares in the Offer for Sale in the Offer, may, in

KAYNES TECHNOLOGY INDIA LIMITED

CIN: U29128KA2008PLC045825

Visit us at: www.kaynestechology.net

E-mail: commercial@kaynestechology.net

An ISO 9001:2015; ISO 14001:2015; OHSAS 18001:2007; IATF 16949:2016; ISO TS 22163:2017;
AS 9100 Rev D; ISO 13485:2016; ANSI s 2020:2014; IEC 61350 and Nadcap certified company

H.O & Regd. Off.: #23-25, Belagola Food Industrial Area, Metagalli PO, Mysore – 570 016, India.

Tel.: +91 821 4280259, 4002800, Fax: +91 821 2582701

consultation with the BRLMs decide, including anchor investors and qualified institutional buyers as defined under Regulations 2(1)(c) and 2(1)(ss) of the SEBI ICDR Regulations, respectively, foreign/ resident investors (whether institutions, incorporated bodies, mutual funds and/or individuals or otherwise), Hindu undivided families, employees working in India or abroad, non-resident Indians, trusts/societies registered under the Societies Registration Act, 1860, bodies corporate, companies, private or public or other entities whether incorporated or not, authorities and to such other persons, including high net worth individuals, retail individual bidders or other entities, in one or more combinations thereof, or any other category of investors who are permitted to invest in Equity Shares as per Applicable Laws (collectively referred to as the "Investors"), through an offer document, prospectus and/or an information memorandum, if any, and the decision to determine the category or categories of investors to whom the allotment/transfer shall be made to the exclusion of all other categories of investors and in such manner as the Board may in its discretion, deem fit, including in consultation with BRLMs, underwriters, placement agents and/or other advisors as may be appointed for the Offer on such terms as may be deemed appropriate by the Board.

RESOLVED FURTHER THAT subject to the approval of shareholders of the Company, in accordance with the provisions of Sections 23, 42, 62(1)(c) and any other applicable provisions, if any, of the Companies Act, the SEBI ICDR Regulations and other Applicable Laws and subject to such further corporate and other approvals as may be required, the Board be and is hereby authorized, on behalf of the Company, to allot such number of Equity Shares as may be decided by it, to certain Investors prior to filing of the red herring prospectus with SEBI ("Pre-IPO Placement"), at such price as the Board may, in consultation with the BRLMs, underwriters, placement agent(s) and/or other advisor(s), determine in light of the then prevailing market conditions, and do all such other acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion deem fit and including, without limitation, negotiating, finalising and executing any document or agreement, including without limitation any private placement offer letters, placement agreement, term sheet and such other documents or any amendments or supplements thereto, and to open any bank account for the purpose, if required, and to open any shares or securities account or escrow or custodian accounts as may be required in connection therewith and generally to do all such acts, deeds, matters and things in relation to and incidental to the Pre-IPO Placement and to settle any question, difficulty, or doubt that may arise with regard thereto. In the event of consummation of the Pre-IPO Placement, the size of the Offer would be reduced to the extent of Equity Shares issued under the Pre-IPO Placement.

RESOLVED FURTHER THAT the Board may invite the existing shareholders of the Company to participate in the Offer by making an Offer for Sale in relation to such number of Equity Shares held by them, and which are eligible for the Offer for Sale in accordance with the SEBI ICDR Regulations, as the Board may determine in consultation with the BRLMs, subject to the

KAYNES TECHNOLOGY INDIA LIMITED

CIN: U29128KA2008PLC045825

Visit us at: www.kaynestechology.net

E-mail: commercial@kaynestechology.net

An ISO 9001:2015; ISO 14001:2015; OHSAS 18001:2007; IATF 16949:2016; ISO TS 22163:2017;
AS 9100 Rev D; ISO 13485:2016; ANSI s 2020:2014; IEC 61350 and Nadcap certified company

H.O & Regd. Off.: #23-25, Belagola Food Industrial Area, Metagalli PO, Mysore – 570 016, India.

Tel.:+91 821 4280259, 4002800, Fax: +91 821 2582701

receipt of consent of SEBI, Gol, RBI, the Registrar of Companies and/or such other approvals, permissions and sanctions of all other concerned governmental and regulatory authorities and departments, if and to the extent necessary, and subject to such conditions and modifications as may be prescribed in granting such approvals, permissions and sanctions, at a price to be determined by the book building process in terms of the SEBI ICDR Regulations, for cash at such premium per share as may be fixed and determined by the Company in consultation with the BRLMs, to such category of persons as may be permitted or in accordance with the SEBI ICDR Regulations or other applicable law, if any, as may be prevailing at that time and in such manner as may be determined by the Board in consultation with the BRLMs and/or underwriters and/or the stabilizing agent and/or other advisors or such persons appointed for the Offer.

RESOLVED FURTHER THAT the Board either by itself or through the IPO Committee thereof, be and is hereby authorised, on behalf of the Company at its sole discretion and in consultation with the BRLMs, to make available for allocation a portion of the Offer to any category(ies) of persons permitted under Applicable Law, including without limitation to the eligible employees (the "Reservation") or to provide a discount to the Offer price to retail individual bidders, eligible employees or such other eligible categories of investors (the "Discount"), and to take any and all actions in connection with any Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to seek any consent or approval required or necessary, to give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable, and to settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing resolution

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions and any issue, transfer and allotment of Equity Shares pursuant to the Offer, the Board, or any committee thereof, in consultation with the BRLMs, be and is hereby authorised to determine the terms of the Offer including the class of investors to whom the Equity Shares are to be allotted or transferred, the number of Equity Shares to be allotted or transferred in each tranche, offer price, premium amount, discount (as allowed under Applicable Laws), Reservations, listing on one or more Stock Exchanges in India as the Board in its absolute discretion deems fit and do all such acts, deeds, matters and things in relation to the Offer including appointment of the intermediaries, opening escrow account, finalising the basis of allotment of the Equity Shares, and to negotiate, finalize and execute such deeds, documents agreements and any amendment thereto, as it may, in its absolute discretion, deem necessary, proper or desirable including arrangements with BRLMs, underwriters, escrow agents, legal advisors, etc., to approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the offering, Offer, transfer and allotment of the Equity

KAYNES TECHNOLOGY INDIA LIMITED

CIN: U29128KA2008PLC045825

Visit us at: www.kaynestechology.net

E-mail: commercial@kaynestechology.net

An ISO 9001:2015; ISO 14001:2015; OHSAS 18001:2007; IATF 16949:2016; ISO TS 22163:2017;
AS 9100 Rev D; ISO 13485:2016; ANSI s 2020:2014; IEC 61350 and Nadcap certified company

H.O & Regd. Off.: #23-25, Belagola Food Industrial Area, Metagalli PO, Mysore – 570 016, India.

Tel.: +91 821 4280259, 4002800, Fax: +91 821 2582701

Shares, and utilization of the Fresh Issue proceeds, if applicable and such other activities as may be necessary in relation to the Offer and to accept and to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and the Offer, without requiring any further approval of the shareholders, except as required under law and that all or any of the powers conferred on the Company and the Board pursuant to these resolutions may be exercised by the Board or such committee thereof as the Board may constitute in its behalf.

RESOLVED FURTHER THAT the Equity Shares so allotted or transferred in the Offer shall be subject to the Memorandum of Association and the Articles of Association of the Company and shall rank pari passu in all respects with the existing Equity Shares.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue, allotment or transfer of Equity Shares pursuant to the Offer, the Board be and is hereby authorized on behalf of the Company to seek listing of the Equity Shares at one or more recognized stock exchanges in India.

RESOLVED FURTHER THAT all monies received out of the Offer shall be transferred to a separate bank account referred to in Section 40(3) of the Companies Act, 2013, and application monies received pursuant to the Offer shall be refunded within such time, as specified by SEBI and in accordance with applicable law, or the Company and/or the selling shareholders shall pay interest on failure thereof, as per applicable law.

RESOLVED FURTHER THAT subject to the approval of the shareholders of the Company, the Board and any other committee thereof, be and is hereby authorised to delegate all or any of the powers herein conferred in such manner as it may deem fit for the purpose of giving effect to the above resolutions and any transfer and allotment of Equity Shares pursuant to the Offer, including but without limitation, to the following:

- I. constituting a committee for the purposes of issue, transfer, offer and allotment of Equity Shares, and other matters in connection with or incidental to the Offer, including the pricing and terms of the Equity Shares, the Offer price, the price band, the size and all other terms and conditions of the Offer including the number of Equity Shares to be issued, offered and transferred in the Offer, the bid / Offer opening and bid/Offer closing date, discount (if any), reservation, determining the anchor investor portion and allocating such number of Equity Shares to anchor investors in accordance with the SEBI ICDR Regulations and to constitute such other committees of the Board, as may be required under Applicable Laws, including as provided in the SEBI Listing Regulations;

KAYNES TECHNOLOGY INDIA LIMITED

CIN: U29128KA2008PLC045825

Visit us at: www.kaynes technology.net

E- mail: commercial@kaynes technology.net

An ISO 9001:2015; ISO 14001:2015; OHSAS 18001:2007; IATF 16949:2016; ISO TS 22163:2017;
AS 9100 Rev D; ISO 13485:2016; ANSI s 2020:2014; IEC 61350 and Nadcap certified company

H.O & Regd. Off.: #23-25, Belagola Food Industrial Area, Metagalli PO, Mysore – 570 016, India.

Tel.:+91 821 4280259, 4002800, Fax: +91 821 2582701

- II. authorization of any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorney, to do such acts, deeds and things as such authorized person in his/her/its absolute discretion may deem necessary or desirable in connection with the issue, transfer, offer and allotment of Equity Shares pursuant to the Offer;
- III. deciding, negotiating and finalizing, in consultation with the BRLMs, all matters regarding the Pre-IPO Placement, if any, including entering into discussions and execution of all relevant documents with Investors;
- IV. taking on record the approval, notices and intentions received of the Selling Shareholders for offering their Equity Shares in the Offer for Sale; [Note: In the event Company proposed to included Offer for Sale portion in the Issue, IPO Committee / Board should note and approve the OFS notices / intentions received from selling shareholders for selling shares in the Offer for Sale, once finalized]
- V. authorizing of the maintenance of a register of holders of the Equity Shares;
- VI. finalizing of the basis of allotment of the Equity Shares;
- VII. accepting and appropriating of the proceeds of the Fresh Issue in accordance with applicable laws; and
- VIII. to do any other act and/or deed, to negotiate and execute any document(s), application(s), agreement(s), undertaking(s), deed(s), affidavits, declarations and certificates, and/or to give such direction as it deems fit or as may be necessary or desirable with regard to the Offer.”

RESOLVED FURTHER THAT the Board, either by itself or through a duly authorised committee constituted by it, is entitled to negotiate, finalize and execute all such agreements and arrangements as well as amendments, supplements, notices or addenda or corrigenda thereto in connection with the Offer, for appointment of BRLMs and in consultation with the BRLMs for appointment of the intermediaries, underwriters, independent chartered accountants, escrow agents, registrar, banker(s) to the Offer, legal counsels, depository(ies), monitoring agency, advertising agency, and all such persons or agencies (including any successors or replacements thereof) as may be involved in or concerned with the Offer and to remunerate all such agencies in cash or otherwise, including by way of payment of commission, brokerage, fees, or reimbursement for expenses incurred in relation to the Offer, and to terminate any agreements or arrangements with such intermediaries..

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally authorized to execute and deliver any and all other documents, papers or instruments, issue and provide certificates and to do or cause to be

KAYNES TECHNOLOGY INDIA LIMITED

CIN: U29128KA2008PLC045825

Visit us at: www.kaynestechology.net

E-mail: commercial@kaynestechology.net

An ISO 9001:2015; ISO 14001:2015; OHSAS 18001:2007; IATF 16949:2016; ISO TS 22163:2017;
AS 9100 Rev D; ISO 13485:2016; ANSI s 2020:2014; IEC 61350 and Nadcap certified company

H.O & Regd. Off.: #23-25, Belagola Food Industrial Area, Metagalli PO, Mysore – 570 016, India.

Tel.:+91 821 4280259, 4002800, Fax: +91 821 2582701

done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Offer; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take all steps for giving effect to the aforesaid resolution, including filing of the necessary forms with the Registrar of Companies.

RESOLVED FURTHER THAT certified copies of this resolution be provided to those concerned under the hands of a Director or Company Secretary wherever required."

//CERTIFIED TRUE COPY//
For Kaynes Technology India Limited

Jairam Paravastu Sampath

Jairam Paravastu Sampath
Wholetime Director
DIN: 08064368



KAYNES TECHNOLOGY INDIA LIMITED

CIN: U29128KA2008PLC045825

Visit us at: www.kaynes technology.net

E-mail: commercial@kaynes technology.net

An ISO 9001:2015; ISO 14001:2015; OHSAS 18001:2007; IATF 16949:2016; ISO TS 22163:2017;
AS 9100 Rev D; ISO 13485:2016; ANSI s 2020:2014; IEC 61350 and Nadcap certified company

H.O & Regd. Off.: #23-25, Belagola Food Industrial Area, Metagalli PO, Mysore – 570 016, India.

Tel.: +91 821 4280259, 4002800, Fax: +91 821 2582701