

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF KAYNES TECHNOLOGY INDIA LIMITED ("COMPANY") HELD ON APRIL 08, 2022, AT ITS REGISTERED OFFICE AT 23-25, BELAGOLA, FOOD INDUSTRIAL ESTATE, METAGALLI PO, MYSORE, KARNATAKA 570 016

WHEREAS, Kaynes Technology India Limited (the "Company") proposes to undertake an initial public offering of its equity shares of face value of ₹ 10 per equity share (the "Equity Shares" and such offering, the "Offer"), in accordance with the applicable laws, regulations, policies, rules, guidelines, notifications, circulars, directions, clarifications and orders issued from time to time by the Government of India ("GoI"), Department for Promotion of Industry and Internal Trade (formerly Department of Industrial Policy and Promotion), Ministry of Commerce and Industry, Government of India ("DPIIT"), the Reserve Bank of India ("RBI"), the Registrar of Companies, Karnataka, at Bengaluru ("Registrar of Companies"), the Department of Economic Affairs, Ministry of Finance, Government of India ("DEA") and the recognized Indian stock exchanges where the equity shares of the Company are proposed to be listed ("Stock Exchanges"), including any foreign investment law, policy or guideline in India, as may be applicable including, without limitation, the Foreign Exchange Management Act, 1999, as amended, and the rules and regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Securities Contracts (Regulation) Act, 1956, along with the rules made thereunder, as amended ("SCRA"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), and provisions of Sections 23, 62(1)(c) and other applicable provisions of the Companies Act, 2013 along with the rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the Companies (Share Capital and Debentures) Rules, 2014, as amended, (collectively referred to as the "Companies Act"), other applicable regulations and guidelines issued by the Securities and Exchange Board of India ("SEBI") and any other applicable laws, rules and regulations, in India or outside India (collectively the "Applicable Laws"). The Offer structure will be finalized at the absolute discretion of the board of directors of the Company (the "Board" or "Board of Directors", which reference shall include any duly constituted committee thereof, including the IPO Committee), and may include a fresh issue of Equity Shares ("Fresh Issue") and an offer for sale of Equity Shares ("Offer for Sale") by certain shareholders of the Company (the "Selling Shareholders") (the "Offer for Sale" together with the Fresh Issue, the "Offer").



KAYNES TECHNOLOGY INDIA LIMITED
(Formerly Kaynes Technology India Private Limited)
CIN : U29128KA2008PLC045825

www.kaynestechology.net E-mail: commercial@kaynestechology.net

An ISO 9001:2015; ISO 14001:2015; ISO 45001:2018; IATF 16949:2016; ISO/TS 22163:2017; ISO 13485:2016, AS 9100 Rev D, Nadcap, ANSI 520:20, IEC 61340_5_1

H.O & Regd. Off.: # 23 - 25, Belagola Food Industrial Area, Metagalli PO, Mysore - 570 016, India.
Tel. : +91 821 2581753

NOW, THEREFORE, BE IT

“RESOLVED THAT the Board hereby takes on record that Mr. Ramesh Kunhikannan, Promoter Selling Shareholder and Mrs. Freny Firoze Irani, Investor Selling Shareholder the existing shareholders of the Company have, *vide* their letters dated 07 April, 2022, consented to offer up to Rs. 3.70 Million (Rupees Three Point Seven Zero Million only) and Rs. 3.50 Million (Rupees Three Point Five Zero Million only) eligible Equity Shares held by them respectively for sale through the Offer and that the Company has been authorised by the Selling Shareholders in terms of Section 28(3) of the Companies Act, 2013.”

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorised to file necessary forms with the Registrar of Companies and execute and sign all relevant documents including but not limited to consent letters, powers of attorney, certificates etc., as may be required in order to give effect to this resolution.”

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 receipt of consent of SEBI, GoI, 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 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,

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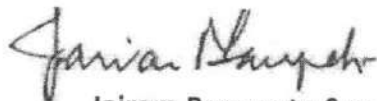
including by way of payment of commission, brokerage, fees, or reimbursement for expenses incurred in relation to the Offer, and to terminate any agreements or arrangements with such intermediaries.

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 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 for sale; 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

Whole Time Director

DIN: 08064368



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