

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,

SUB: Notice of Sixteenth (16th) Annual General Meeting (“AGM”) and Annual Report for FY 2023-24.

This is to inform you that the Sixteenth (16th) AGM of the Company will be held on Monday, September 09, 2024 at 3:30 P.M. (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”).

In this regard and in compliance with Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of the Sixteenth (16th) AGM of the Company and the Annual Report for FY 2023-24, which is being circulated to the shareholders through electronic mode.

Further, the Company has fixed Monday, September 02, 2024, as the cut-off date for determining the list of members who are eligible to vote at the AGM.

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

Request you to kindly take this intimation on record.

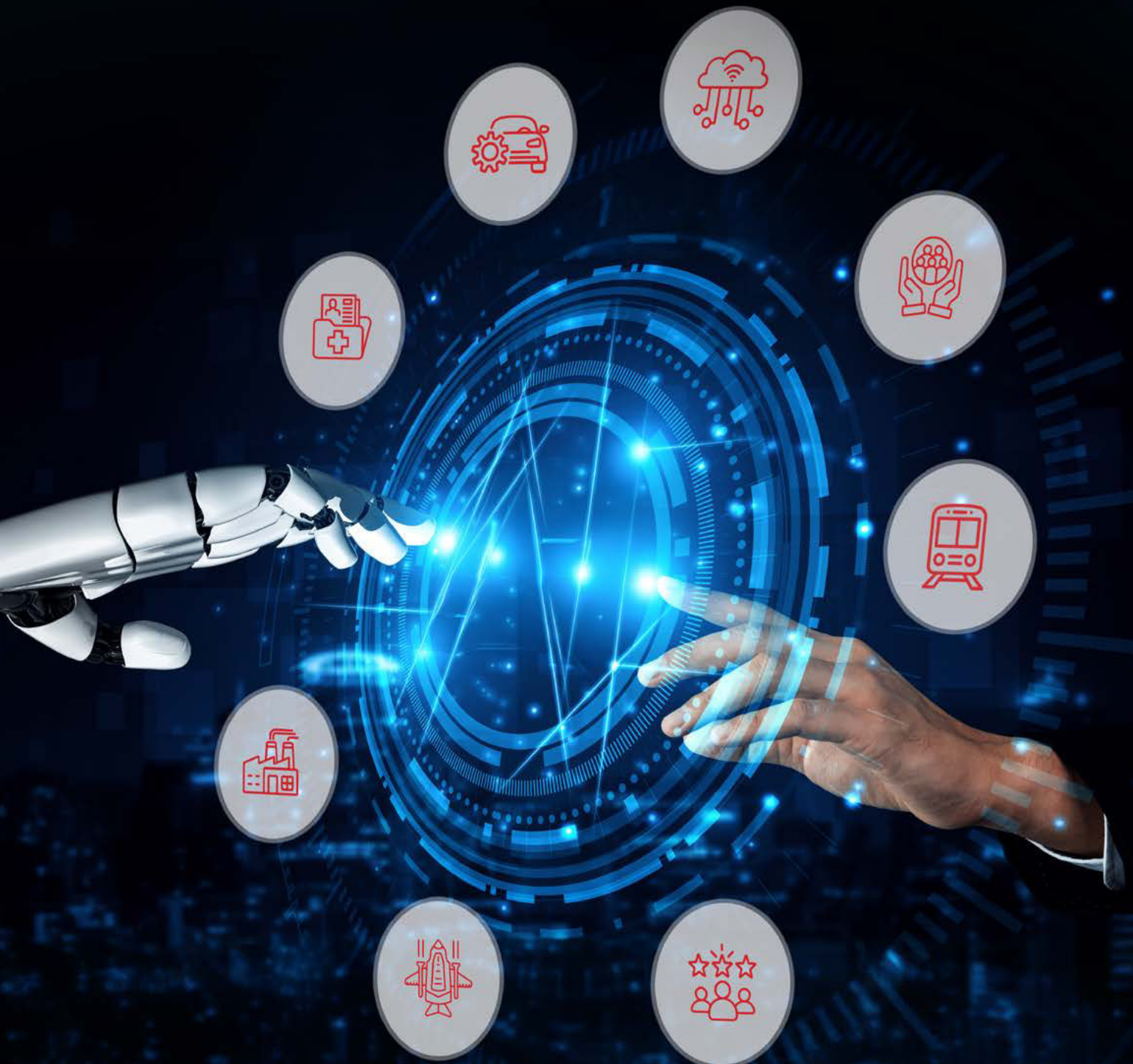
Thanking You,
Yours faithfully,

For **Kaynes Technology India Limited.**

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

Enclosed: Notice of Sixteenth (16th) AGM and Annual Report for FY 2023-24

SYNERGISING FUTURETECH



Across the Pages

02-75 Company Overview	
Navigating Report	2
Synergising FutureTech	4
Key Developments During The Year	6
A Year To Remember	8
Delivering On Our Promises	10
About Kaynes Technology	12
Our Business Segment	16
Diversified Product Portfolio	20
Our Journey	22
From Chairperson's Desk	24
Insights from Our Managing Director	28
CEO's Address to Stakeholders	30
Our CFO's Message	31
Value Creation	32
Stakeholders Engagement	34
What Sets Us Apart	36
Operating Environment	38
Financial Capital	40
Manufacturing Capital	44
Intellectual Capital	50
Human Capital	56
Social and Relationship Capital	60
Natural Capital	64
Governance	68
The Way Forward	72
Achievements	74

76-173 Statutory Reports	
Management Discussion and Analysis	76
Board's Report	96
Corporate Governance Report	124
Business Responsibility and Sustainability Report	147

174-307 Financial Statements	
Standalone Financial Statements	174
Consolidated Financial Statements	241

Notice	308
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Investor Information	
Market Capitalisation (as on 31 March, 2024)	₹ 183,390 Mn
CIN	L29128KA2008PLC045825
BSE Code	543664
NSE Symbol	KAYNES
Dividend Declared	NIL
AGM Date	9 September, 2024
AGM Venue	Registered office at 23-25, Belagola Food Industrial Estate, Metagalli P.O., Mysuru - 570 016, Karnataka
AGM Mode	Video Conferencing / Other Audio-Visual Means

Disclaimer

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

About the Report

This report has been compiled following the principles of Integrated Report (IR), as laid out by the International Integrated Reporting Council (IIRC), focussing on the needs of various stakeholders. As a principal communication document, the Report explains Kaynes Technology India Limited's ('Kaynes', 'We', or 'The Company') strategies, business model and major impact across economic, social and environmental areas. Additionally, it also offers an insight into the Company's operational and financial performance for understanding how Kaynes Technology India Limited manages business. In line with the Company's business strategy, this report defines the material issues which potentially influence the Company's sustainable value-creating ability. It covers aspects of social and environmental sustainability which have remained part of the Company's strategy and business practices for years now. There has been a consistent and continuous progress in the monitoring and reporting of data which is relevant and material to these matters.

Scope and Boundary

This report uses a holistic approach and furnishes information on the operational and business developments for the year ended 31 March, 2024.

Information on all business segments, across geographies, is captured and supported with different activities that they undertake for creating values in short, medium and long term. The performance of subsidiaries is included in the consolidated financial information.

Reporting Framework

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

Assurance

The Company's Board acknowledges its responsibility to ensure the integrity of this report. The Directors confirm having reviewed the content of the Report, and they believe this document addresses the material issues and is a fair presentation of the Company's integrated performance.



An electronic version of this report is available online at: <https://www.kaynes technology.co.in/investors.html>

Scan this QR code to navigate investor-related information



Navigating Our Report

At Kaynes Technology, we are driven by customer needs and dedicated to solving real-world challenges. From everyday hurdles to groundbreaking innovations, We have been empowering lives through technology since 1988. Our passion lies in creating impactful solutions that make a difference.



Introduction

- ▶ Our Defining Moments, Key Achievements, and Progress
- ▶ A Year to Remember
- ▶ Delivering on Our Promises



Understanding Our Context

- ▶ Business Model
- ▶ Shaping the Future with Engaging Communication
- ▶ What Sets Us Apart
- ▶ Navigating the Dynamic ESDM Landscape: Our Strategic Positioning



About Kaynes

- ▶ 36 Years of Innovation, Empowering Customers Every Moment
- ▶ From Idea to Impact - Redefining Excellence across Industries
- ▶ Delivering Innovative Electronics Solutions across Sectors
- ▶ Unfolding through Time - Our Evolutionary Saga



Capitals

- | | |
|---|--|
|  Financial
→ PAGE 40 |  Manufacturing
→ PAGE 44 |
|  Intellectual
→ PAGE 50 |  Human
→ PAGE 56 |
|  Social and Relationship
→ PAGE 60 |  Natural
→ PAGE 64 |



Management Message

- ▶ From Chairperson's Desk
- ▶ Insights from Our Managing Director
- ▶ CEO's Address to Stakeholders
- ▶ Our CFO's Message



Governance

- ▶ Corporate Governance: Fostering Transparency and Ethical Practices
- ▶ The Way Forward
- ▶ Achievements
- ▶ Corporate Information

In today's rapidly evolving technological landscape, the future belongs not just to innovators but to integrators—those who can seamlessly blend diverse technologies to create transformative solutions. At Kaynes Technology, we are not merely observers of this change; we are the architects of it. Imagine a world where advancements in AI, IoT, 5G, and other groundbreaking technologies are not just adopted but fully integrated into cohesive, scalable, and future-proof solutions. This is the world we are building at the Company, with our clients always at the forefront of technological evolution.

Synergising FutureTech

Over the past years, we have consistently set new benchmarks in the industry, pushing the boundaries of technological advancements through relentless innovation and excellence. We are standing on the threshold of new possibilities and ready to unlock opportunities by bringing together different technologies. Our journey began in electronic manufacturing, but our vision extends far beyond. By combining our expertise in ESDM capabilities, OSAT, PCB and more, we are not just offering individual services—we are crafting integrated solutions that are greater than the sum of their parts.

At Kaynes Technology, we don't just envision the future—we synergise it. Committed to being more than just a service provider, we aim to be your partner in innovation, a catalyst for growth, and your gateway to the integrated technologies of tomorrow.

What does the future hold for Kaynes?



Innovative Solutions

Developing next-generation solutions that drive efficiency, productivity, and growth across diverse industries. Leading the convergence of technologies in smart EV solutions, telecom and advanced medical devices.



Strategic Expansion

Enhancing capabilities and market reach through strategic expansions and partnerships. Fostering a collaborative tech ecosystem to create an environment where ideas and technologies converge.



Sustainable Practices

Integrating eco-friendly practices in our operations, adhering to global standards and certifications. Creating modular, scalable, and future-proof solutions.



Customer-Centric Approach

Delivering tailored solutions that align with evolving needs, supported by robust after-sales services and a global supply chain network. Optimising design, streamlining production processes, and enhancing quality control for multiplied value.

Our Defining Moments, Key Achievements, and Progress

The past fiscal year has been a period of profound transformation for Kaynes Technology. We have achieved significant milestones and embarked on strategic initiatives that underscore our commitment to growth and innovation. Our dedicated efforts in expanding capacity, penetrating new markets, and advancing our technological offerings have set a solid foundation for future success.

Here's an overview of our major achievements and the strategic direction that shapes our journey ahead.



Capacity Expansion and Infrastructure Development

Chamarajanagar Facility

Operationalised with several production lines active; expected to be fully functional by the coming quarter.

Enhanced Production Capabilities

Continuous improvements in facilities at Manesar, Mysuru, Bengaluru, Pune and Chennai, increasing production capacities.

Establishment of New Production Facilities

New ESDM plant set up at Pune and new plastic moulding facilities at various parts of south India.



Corporate Overview

Statutory Reports

Financial Statements



Launching New Products

Electric Vehicle (EV) Components and Superchargers

Launched innovative products and acquired a major key account, including a technology transfer with a European OEM.

Aerospace and Strategic Vertical Solutions

Introduced advanced solutions tailored for the aerospace and strategic sectors, diversifying our product portfolio.

High-Performance Computing Servers

Delivered the first batch of indigenously developed servers under the National Supercomputing Mission in collaboration with CDAC, positioning us for significant manufacturing contracts.



Entering New Market Segments

High-Performance Computing Servers

Entered the market through a Transfer of Technology License with CDAC, delivering India's first indigenised servers and securing significant contracts under the National Supercomputing Mission.

Semiconductor Assembly and Packaging

Signed MOUs with state governments; first phase of semiconductor assembly planned in Gujarat, awaiting final government approvals.

Medical Electronics Sector

Secured a contract with a leading medical equipment company, marking our entry into the medical electronics market.



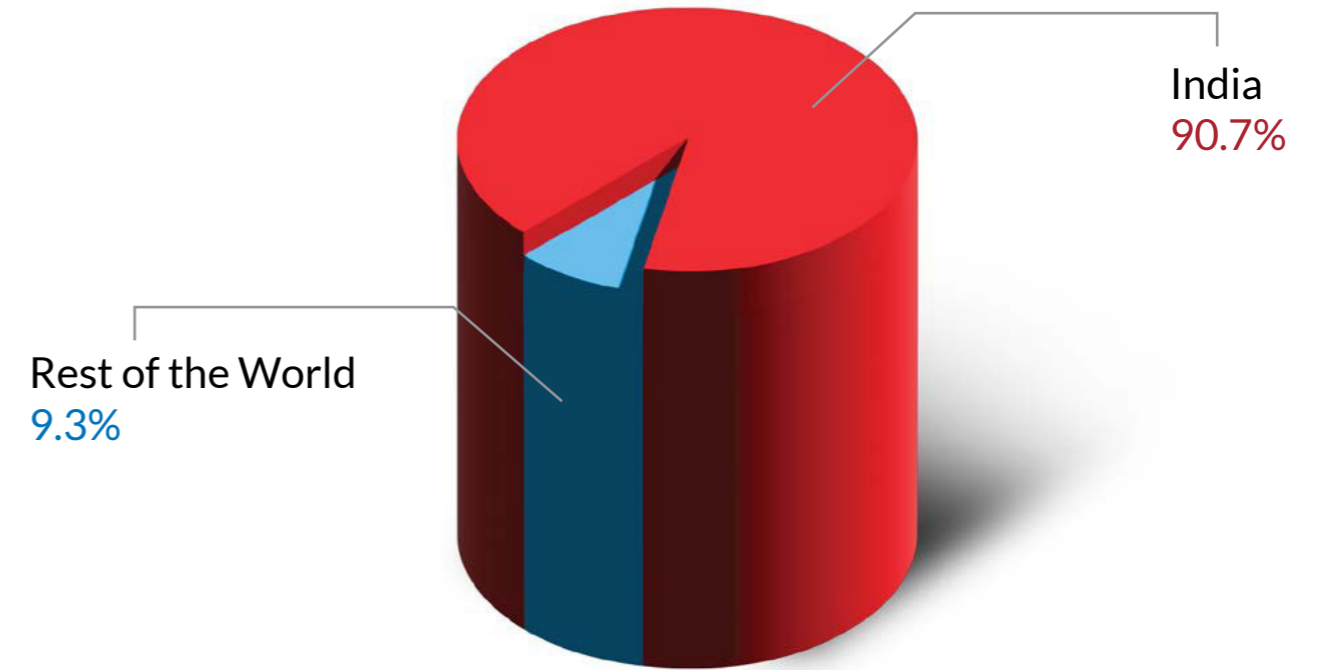
A YEAR TO REMEMBER

A Year To Remember

The fiscal year 2023-24 has been remarkable for us. As a leading player in India's electronics manufacturing sector, we have not only achieved significant financial milestones but also driven growth and supported economic development. Leveraging advanced technology, data, and human ingenuity, we have tackled real-world challenges from everyday operations to major industrial needs. Specialising in end-to-end and IoT solutions, we have excelled across the entire spectrum of ESDM services. Our partnerships with diverse industries have enabled us to transform the present into a simpler, safer, and smarter future.

Keynes Technology in Numbers

Revenue across Geographies 2023-24



₹ 41,152 Mn
Order Book

₹ 24,848 Mn
Net Worth

14.1%
EBITDA Margin

22.8%
ROE

₹ 18,046 Mn
Revenue

₹ 1,833 Mn
Profit after Tax

₹ 2,177 Mn
Net Debt

0.1x
Net Debt-to-Equity

₹ 2,542 Mn
EBITDA

10.2%
PAT Margin

22.0%
ROCE

83 Days
Net WC Day

DELIVERING ON OUR PROMISES

Delivering on Our Promises Action Speaks Louder

As an integrated ESDM company, we build our reputation by transforming promises into real, tangible results. We don't just talk about capabilities; we bring them to life. Our approach combines cutting-edge technologies, from IoT-integrated design and engineering solutions to globally certified production facilities, enhancing every aspect of our operation. This future-focussed strategy powers our diverse portfolio across the automotive, aerospace, defence, industrial, railway, and medical sectors. We are actively expanding into emerging fields like EVs, space exploration and telecom, while growing our manufacturing presence. By harmonising advanced tech with practical applications, we are not just listing achievements, we are showcasing how we transform pledges into measurable outcomes that shape the future of technology-driven industries.

Annual Report 2023-24

PROMISED

DELIVERED



End-to-end design and engineering capabilities enabled with IoT solutions

- Advanced design facilities at Mysuru, Bengaluru, and Ahmedabad with 160+ member R&D team



Diversified business across industry verticals like automotive, aerospace, and defence, industrial, railways, and medical, among others.

- Diversified revenue mixes across automotive (29%), industrial (47%), aerospace/defence (3%), medical (3%), railways (11%), and others



Longstanding relationships with global and domestic OEM customers

- Over 360 customers served across 28+ countries: average 7-9 year relationships with top 10 customers in each vertical



World-class manufacturing facilities with global certifications and strong supply chain

- 14 advanced manufacturing plants with fungible infrastructure and 16 global accreditations like UL, CSA, TUV
- Robust supply chain with 1,700+ suppliers and multi-sourcing strategy



Focus on emerging verticals like EV, aerospace/outer space, railways and telecom

- Revenue from the EV/industrial segment at 48%, contributing to aerospace/outer-space projects like Chandrayaan-3



Expand manufacturing facilities and operational capabilities

- New facility setup in Chamarajanagar, Karnataka and ongoing expansion in Pune, Mysuru, Manesar
- Proposal to set-up Outsourced Semiconductor Assembly and Test (OSAT) facility in Gujarat and evaluate PCB manufacturing capabilities



Delivering On Our Promises

ABOUT KAYNES TECHNOLOGY

36 Years of Innovation Empowering Customers Every Moment

Founded in 1988, we at Kaynes Technology take great pride in catering to diverse clientele across various industries. This showcases our profound expertise in integrated electronics manufacturing and IoT solutions. With over three decades of experience, We have established ourselves as pioneers in the ESDM industry through our design-led approach and dedication to integrating future technologies.

Collaborating with OEMs, we harness our embedded design capabilities to enable clients to reinvent their products through our innovative solutions. Furthermore, we bring added value through our ODM solutions, specialising in smart devices, IoT, brushless drive technology, and Gallium Nitride technology.

Our services encompass the entire customer value chain, spanning from conceptualisation and development to end-of-life services. Our advanced manufacturing facilities, spread across nine locations nationwide, are the cornerstone of our capabilities. Fuelled by the latest technologies, our competent human resources empower us to serve over 350 customers in 26 countries.

Our success is fortified by enduring relationships cultivated with our clients, whom we aspire to serve for many more years. As India unlocks its vast untapped potential, the semiconductor industry will spearhead its growth through technological synergy. The surge in the global electronics industry will further escalate the demand for our integrated offerings. With global supply chains increasingly shifting towards India, we position ourselves as a key beneficiary of these industry tailwinds. We leverage our expertise in integrating future technologies to drive innovation and meet evolving market needs.

36

Years of Manufacturing Excellence

1,567+

Permanent Employees

16

Global Accreditations

375+

Marquee Clients across 3 Continents

500,000+ sq. ft.

Global Infrastructure

14

Manufacturing Plants

2

Service Centres

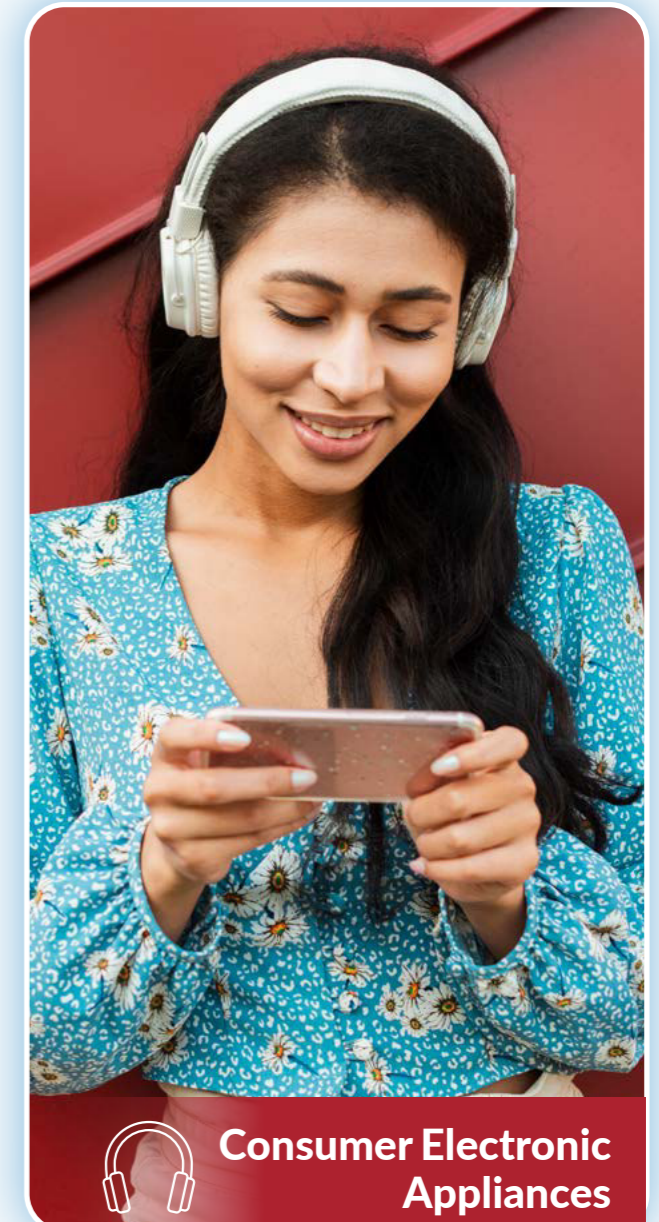
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Industries Served

As electronic systems find applications across a wide range of industries, we have seized the opportunity to broaden our offerings to diverse sectors. Whether it is empowering clients to enhance their industrial infrastructure or supplying essential components that contribute to the functionality of their products, we take pride in serving a diverse customer base.



Industries Served



OUR BUSINESS SEGMENT

From Idea to Impact Redefining Excellence across Industries

At Kaynes Technology, our diverse business divisions provide a wide range of solutions and services, seamlessly integrating our expertise across various industries. From conceptualising ideas to executing them flawlessly, we take pride in our capacity to foster innovation. Our cutting-edge solutions not only meet but exceed our clients' expectations. Embracing a customer-centric approach, we consistently endeavour to push the boundaries of what is achievable, making a tangible impact across various industries. Through our business segments, we create lasting value for our partners, fostering enduring relationships.

OEM Turnkey Solutions for Box Build



- Specialisation in 'Build to Print' or 'Build to Specifications' services
- Extensive experience across diverse industry verticals
- Expertise in handling complex box builds, sub-systems, and products

OEM Turnkey Solutions for Printed Circuit Board Assemblies (PCBAs)



- Turnkey electronics manufacturing services encompassing PCBAs, cable harnesses, magnetics, and plastics
- Expertise ranging from prototyping to product realisation, including mass manufacturing

ODM Services



- ODM offerings encompassing a diverse range of solutions such as smart metering technology smart street lighting, BLDC technology, inverter technology, gallium nitride-based charging technology
- Specialisation in developing and implementing IoT connectivity
- Focus on enhancing functionality and connectivity of products

IoT Solutions



- Specialisation in canvas-to-cloud Industrial Internet of Things (IIoT) solutions enabling OEMs to enhance legacy products with smart capabilities
- Integration of sensors, microprocessors, software, and connectivity technologies, facilitating the transformation of traditional systems into intelligent ones
- Competitive edge through proprietary IoT IPs and tools, expediting time to market and mitigating development risks for customers
- Comprehensive portfolio including, hardware and software accelerators, cloud-based services, ODM product design, IoT data analytics platform, vertical-specific IoT solutions

Cable Harness



- Expertise in delivering comprehensive solutions for cable harness systems
- Services covering the entire spectrum from designing and product development to manufacturing, testing, installation, and servicing
- End-to-end solutions for cable harnesses and cable assemblies ensuring integrated manufacturing processes throughout the lifecycle

Product Design and Engineering



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

Automated Test Equipment and Functional Tester



- Specialisation in custom designing and building, testing hardware for automated test equipment, including firmware flashing fixtures, PCBA fixtures, and end-of-line testers
- Development of custom firmware and test application software tailored to specific requirements, ensuring increased productivity and reduced reliance on skilled resources for our customers

End-of-Life Services



- Repair and rehabilitation services for electronic cards in the railways, aerospace, defence, and industrial sectors
- Handling of reengineering, test setup design, and electronics repair for various establishments
- Serving the avionics industry with critical repairs and maintenance

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

Offerings Spanning the Entire Customer Value Chain



Design Services

- Concept To Design Realisation
- Product Development
- DFM/DFA - Analysis
- Rapid Prototyping
- Test Development
- Regulatory and Compliance



Industrialisation Services

- Supply Chain Design
- Value Stream Mapping
- Quality Assurance
- Weak Point Analysis
- Ramp Up Planning



Manufacturing Services

- Prototype Manufacturing
- Turnkey Electronic Manufacturing
- Parts Development Services
- OEM Manufacturing
- Box-Building
- PCB Assembly



Product Maintenance Services

- Repair and Refurbish
- Face Lifts
- Value Engineering/ Value Analysis
- Distribution Services
- Order Fulfilment



End-of-Life Services

- Spare Part Handling
- Material Obsolescence
- Product Maintenance
- LTB Services

ODM

Bluetooth Modules
BLDC Motor Controllers

Smart Lighting
Gan Chargers

Smart Meter
Biometric Add-Ons

Wireless Gateways
Industrial Sensors

Streetlight Controller
ECUs for Steering Control

Application Specific Product Roadmap



Medical Devices

Diagnostic, Lab, Surgical,
and Other Equipment



Aerospace and Defence Systems

Avionics,
Communications LRUs



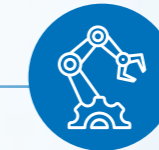
Space

Components of
Space Vehicles and Sub-Systems



Information Technology

High-Density
Boards and Other Products



Industrial

High-Capacity
UPS



Consumer

Household Consumer
Electronic Devices



Railways

Railway Systems Integration and
Infrastructure Components



Automotive

Automotive Lighting, Control Units,
Passenger Infotainment



IoT Solutions and Others

Streetlight Controllers,
Interior Lamps, Fans



BLDCM Controllers

DC Motor across
Segments

DIVERSIFIED PRODUCT PORTFOLIO

Delivering Innovative Electronics Solutions across Sectors

By integrating cutting-edge technologies across industries, we offer a comprehensive and diverse product portfolio that highlights our versatility and adaptability. Our range of electronic solutions caters to multiple sectors, addressing varied market needs with precision and efficiency. From consumer electronics to industrial automation, Kaynes Technology integrates advanced innovations to deliver tailored solutions that enhance performance and drive progress. This diverse offering reflects our capacity to evolve with market demands and our commitment to providing relevant, future-focussed solutions across different sectors, harmonising tomorrow's tech with today's needs.

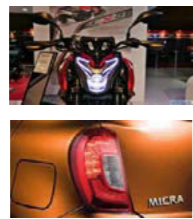
Annual Report 2023-24

Diversified Product Portfolio

Automotive



Cluster PCBA



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



Switches PCBA¹



BCU Master / BCU Slave
PCBA

Industrial & EV



Engine Control Panel



BLE Module



Street light controller



Precision Bridge and
Strain Gage

Railways



UM71 - Receiver



ETCS Cubicle



SDTC Cubicle



SDTC Card File

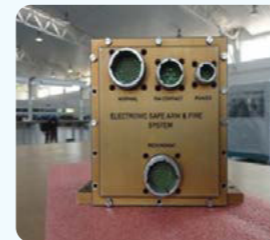
Aerospace, Outerspace & Strategic Electronics



HH Sonar



Mission Critical
Products²



ESAF



ATE & LRU Cable
Assemblies

Medical



Endoscopy Cart & ICP
Sensor Module



X-ray & Dental X-ray
Machine



Controller Units



Protein & Clinical
Chemistry Analyzers

IOT/ IT, Cons and Others



Bar Code Scanner & RFID
Gateway



PLC & Asset Condition
Monitoring Gateway



Sensors³



Industrial HMI Reader &
Industrial Tablet

¹ - Headlamp level switch / Steering control switch/ Windowlift Motor/ Rocker Switch PCBA

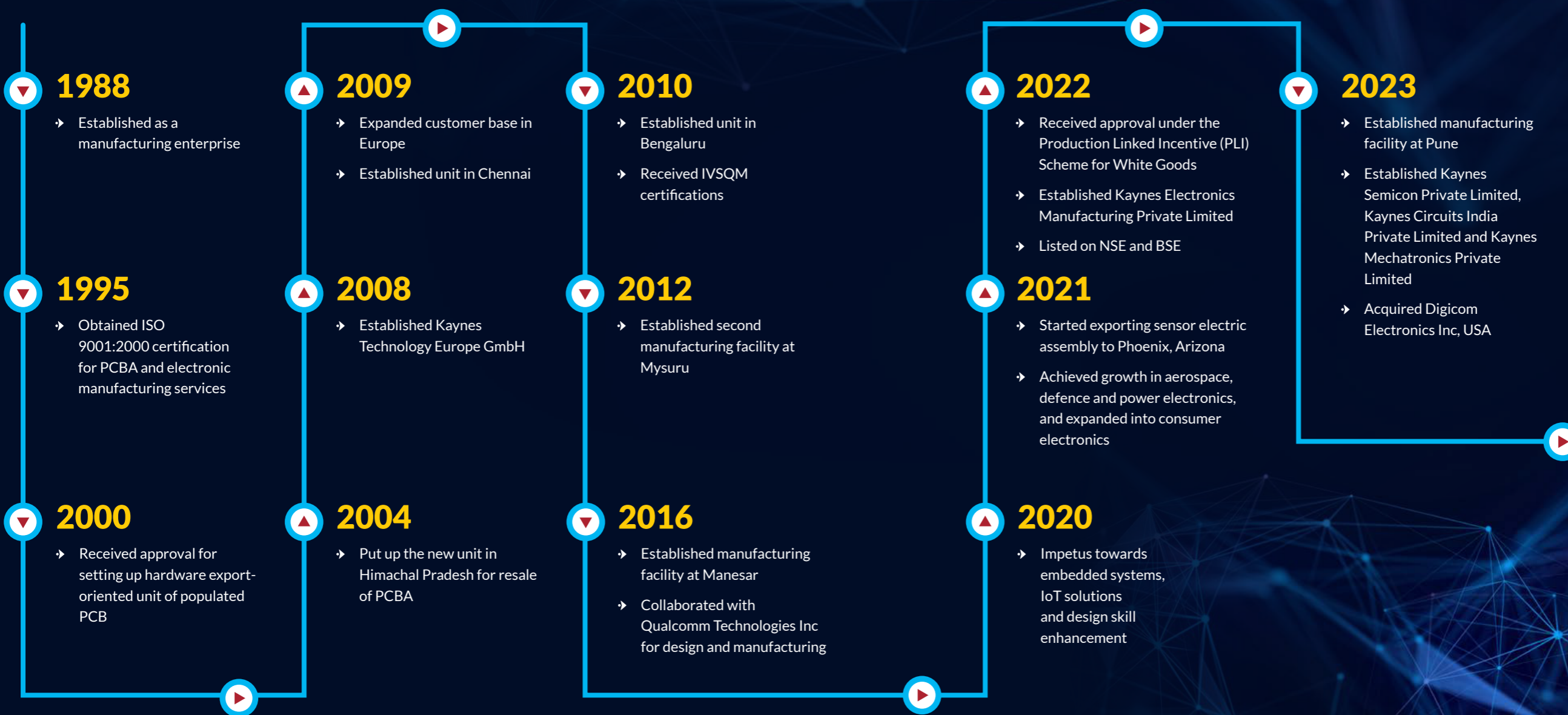
² - Kaynes has been a valuable industry partner for the soft landing of Chandrayaan-3 & launch of Aditya-L1 missions

³ - Diff. air pressure/ Vibration / RTD Temperature

OUR JOURNEY

Unfolding through Time - Our Evolutionary Saga

As we reflect on the defining moments that have shaped our journey, we carry forward the profound learnings that have guided us through challenges and enabled us to capitalise on opportunities. The future before us is filled with vast possibilities, and we are confident that the capabilities cultivated through our resilience over the years will empower us to make a lasting impact and leave an indelible mark in the ESDM industry.



From Chairperson's Desk



Our impact goes beyond financial metrics, encompassing the innovations we drive, the industries we transform, and the technological landscape we shape. I extend my heartfelt gratitude to our investors; their confidence in our vision has been instrumental to our success. With a robust foundation and a clear path ahead, we are poised to enhance our capabilities, expand our reach, and synergise future technologies.

Mrs. Savitha Ramesh
Chairperson



Dear Shareholders,

I am proud to present the Annual Report of Kaynes Technology India Limited for FY 2023-24. This year marks a significant milestone in our journey, showcasing our growth and adaptation in the dynamic world of electronics system design & manufacturing. Our impact goes beyond financial metrics, encompassing the innovations we drive, the industries we transform, and the technological landscape we shape. I extend my heartfelt gratitude to our investors; their confidence in our vision has been instrumental to our success. With a robust foundation and a clear path ahead, we are poised to enhance our capabilities, expand our reach, and synergise future technologies. This report offers insight into our achievements, the evolving electronics industry, and our strategies for delivering cutting-edge solutions and sustainable growth in the coming years.

Global and Indian Economic Landscape

The past year witnessed notable economic transformations and hurdles on the global stage. Globally, nations struggled with persistent inflation, ongoing geopolitical uncertainties, and the lingering effects of supply chain disruptions. These factors collectively shaped market trends and economic policies. Against this backdrop of global challenges, the Indian economy exhibited exceptional resilience and dynamism, registering a robust provisional growth rate of 8.2%. Propelled by robust domestic demand, increased infrastructure investments, and strategic government initiatives, India's economic growth outpaced many major economies. The country's expanding digital infrastructure, growing manufacturing sector, and rising export capabilities further solidified its position as a key player in the global economic landscape. This underscores its potential for sustained growth in the coming years.

Operating Environment

India's economic landscape has shown remarkable resilience amid global challenges, solidifying its position as a strong player among emerging market economies. India's position as a leading export hub and attractive investment destination is gaining momentum. This growth is driven by strong economic fundamentals and strategic government initiatives. Key policy updates, including changes to FDI regulations and the introduction of the Production Linked Incentive (PLI) scheme, are fostering growth across various sectors.

Amid this favourable environment, the global electronics system design and manufacturing (ESDM) industry is on track to reach a trillion-dollar valuation, driven by rising demand across sectors like automotive, consumer electronics, IT, and telecommunications. India's ESDM market, bolstered by government support and a highly



At Kaynes Technology, we are strategically positioned to capitalise on the industry tailwinds. Our expertise in advanced packaging technologies, large-scale production capabilities, and unwavering commitment to R&D place us at the forefront of innovation. By offering tailored solutions and maintaining operational efficiency, we are dedicated to supporting India's vision of becoming a global leader in electronics manufacturing.

skilled workforce, is expected to grow significantly, achieving a CAGR of 34%. At Kaynes Technology, we are strategically positioned to capitalise on the industry tailwinds. Our expertise in advanced packaging technologies, large-scale production capabilities, and unwavering commitment to R&D place us at the forefront of innovation. By offering tailored solutions and maintaining operational efficiency, we are dedicated to supporting India's vision of becoming a global leader in electronics manufacturing.

Key Strategic Goals

Our strategic goals are aligned with our vision to become a billion-dollar revenue company by FY 2027-28. This ambitious target will be achieved through a combination of expanding our ESDM offerings and venturing into new areas such as Outsourced Semiconductor Assembly and Test (OSAT) and Printed Circuit Board (PCB) manufacturing. In FY 2023-24, we have made significant strides towards these goals, demonstrating our competitive edge through innovative products and customer-centric solutions.

Our R&D initiatives have led to the development of cutting-edge products that meet the evolving needs of our clients, which have been well-received in the market. This reinforces our reputation as a leader in technological innovation. Additionally, we have optimised our operations to enhance efficiency and reduce costs by investing in state-of-the-art manufacturing facilities and automation technologies. In response to global supply chain disruptions, we have strengthened our supply chain management to ensure continuity and reliability by diversifying our supplier base and implementing robust risk management practices.

Shaping a Sustainable Future

Our diversified product portfolio allows us to mark our presence in several industries, including automotive, industrial, aerospace, defence, outer space, consumer electronics, medical, railways, and IoT/IT. This not only shields us from the volatile economic environment but also opens up numerous opportunities in both domestic and global markets. As a leading end-to-end and IoT solutions-enabled integrated electronics manufacturer, we are committed to advancing our expertise across the entire spectrum of ESDM services.

We aim to sustain our accelerated growth trajectory by steadily expanding our customer base in the rapidly growing ESDM market. With a focussed outlook towards the future, we are dedicated to seizing the most promising opportunities in our vicinity. This commitment drives us to continually upskill our workforce and invest in cutting-edge infrastructure, including acquiring newer licenses, upgrading testing equipment, and implementing advanced application software. Through continuous research and development, we ensure our capabilities stay at the forefront of technological advancements. Our superior manufacturing infrastructure enables us to

undertake complex and high-value product manufacturing across diverse industry verticals. Additionally, it offers the flexibility to adapt to variable or custom production volumes. By repeatedly strengthening our capabilities, we strive to further maximise our deep technical expertise to elevate our unique value proposition to newer heights.

Commitment to Quality and Innovation

We take pride in the establishment of an organisation that not only survives adversity but thrives within it, continually strengthening its core with each obstacle it encounters. Central to our success is our firm commitment to nurturing enduring relationships with both suppliers and clients, serving as the foundation upon which our achievements are built. Presently, our network spans over 1700 suppliers, ensuring diversified sourcing for each component and strategic collaborations with specialised dealers across various niches. Moreover, our outstanding track record is exemplified by the enduring 30 year partnerships maintained with our top 25 suppliers. Looking ahead, we remain committed to strengthening our supply chain resilience by nurturing and expanding these invaluable alliances.

Our Commitment to Sustainability and CSR

At Kaynes Technology, sustainability and corporate social responsibility (CSR) are integral to our ethos and operations. We are committed to fostering sustainable development by integrating environmental stewardship and social accountability into our business practices. Our comprehensive CSR initiatives focus on community enhancement, healthcare, education, and cultural preservation. This includes adopting villages in Karnataka to improve infrastructure and healthcare, supporting the education of underprivileged children. Additionally, our environmental efforts prioritise reducing our carbon footprint, efficient resource management, and compliance with global standards. Through these endeavours, we aim to drive positive societal impact and contribute to a more sustainable future.

Our Employees

Our employees are the backbone of Kaynes Technology and the key drivers of our success. Their expertise, dedication, and innovative spirit are the key elements that enable us to remain at the forefront of technological advancements. We are committed to fostering a work environment that nurtures talent, encourages professional growth, and recognises the invaluable contributions of our team.

By investing in continuous learning and development opportunities, we empower our employees to achieve their full potential and contribute to the Company's long-term success. We believe that by prioritising their well-being and professional growth, we create a culture of excellence that drives our collective achievements, which has once again enabled us to successfully secure the GPTW certification.

Expression of Gratitude

To conclude, I would like to express my sincere gratitude to all our esteemed stakeholders. As we start a new chapter in our journey, we stand on the brink of endless possibilities, eagerly anticipating the future. With the invaluable guidance of our esteemed Board of Directors, we are well-poised to embrace any challenges that come our way fearlessly. Moving ahead, we aspire to play a larger role in shaping the community to which we belong, leaving an indelible mark in every corner we touch. As we navigate the dynamic landscape of the technology industry, we remain steadfast in our commitment to delivering lasting value to our esteemed stakeholders.

With best wishes,

Savitha Ramesh

From Chairperson's Desk



Insights from Our Managing Director

What is your take on the overall macro-environment?



The ESDM industry in India is witnessing remarkable growth, driven by favourable government policies, increasing demand across sectors, and the push for self-reliance. The macro-environment is highly conducive, with initiatives like Make in India, PLI schemes, and the adoption of emerging technologies fuelling growth prospects. Global supply chain disruptions have underscored the need for a robust domestic manufacturing ecosystem. This presents promising opportunities for Indian ESDM companies like ours to serve both domestic and global markets. With our strong capabilities and strategic plans, we are well-positioned to capitalise on the emerging opportunities in this thriving industry.

Talking about the overall business review, how would you sum the year up for Kaynes Technology?



The past year was exceptional for Kaynes Technology, marked by strong growth across our diversified business verticals. We achieved a revenue of ₹ 18,046 Mn in FY 2023-24, reflecting a 60% year-on-year (Y-o-Y) growth. Our operational EBITDA margin stood at 14.1%, and our Profit after Tax (PAT) was ₹ 1,833 Mn, marking a 93% growth Y-o-Y. These figures underscore our robust financial performance and the effectiveness of our strategies.

Our vision to become an integrated ESDM player progressed significantly as we plan to expand capabilities in semiconductor assembly and PCBs. While we are expediting the process for certain pending government approvals, we remain confident in our ability to execute our growth plans seamlessly. Our multi-vertical approach, coupled with strategic acquisitions, has strengthened our business model's resilience and global reach. Looking ahead, we are optimistic about sustaining this remarkable growth trajectory while enhancing margins through cost optimisation and digitisation.

What were the key drivers of this growth?



The industrial and EV aerospace, outer space, and strategic electronics verticals led our growth due to strong demand. Our order book increased from ₹ 26,482 Mn at the end of FY 2022-23 to ₹ 41,152 Mn at the end of FY 2023-24, with the monthly average order inflow rising from ₹ 2,788 Mn to ₹ 3,212 Mn during this period. We also achieved significant improvements in the working capital cycle, reduced from 99 days in FY 2022-23 to 83 days in FY 2023-24. These factors, combined with our strategic initiatives, played a crucial role in our growth.

What is your strategy for achieving the growth targets?



To fuel our ambitious growth aspirations at Kaynes Technology, we are executing a multifaceted strategy that encompasses capability enhancement, customer diversification, geographic expansion, operational optimisation, and strategic investments. We are strengthening our position as an integrated ESDM provider by augmenting capabilities in areas like semiconductor assembly and high-density PCB manufacturing. In parallel, we are actively pursuing new orders across promising verticals such as high-performance computing, aerospace, defence, and smart meters, while maintaining a balanced revenue mix across industries.

We are also expanding our global reach, particularly in export markets, aided by strategic acquisitions like Digicom Electronics in the US. We are implementing cost optimisation initiatives, leveraging digitisation to drive process efficiencies, and undertaking capacity expansions, including a new integrated facility at Chamarajanagar, to support the surging order volumes.

How are you positioned to achieve future growth targets?



Looking forward, we will continue investing in new initiatives and projects in higher potential segments to strengthen our competitive edge and integrated ESDM capabilities. Our expansion plans in semiconductor assembly and high-density interconnection PCB projects, with government approvals expected soon, will further bolster our growth. We are enhancing capabilities across semiconductor assembly and PCBs, pursuing new opportunities in high-growth verticals, expanding our global reach through strategic acquisitions, and focussing on operational excellence, cost optimisation, and capacity expansions. Our innovative product development initiatives will further strengthen our competitive edge, aligning us with emerging industry trends.

What key message would you like to share with your shareholders?



We remain firmly committed to driving the growth of Kaynes Technology and achieving our vision of becoming a billion-dollar integrated ESDM player. Maintaining disciplined capital allocation and healthy margins is a priority as we aim to achieve sustainable value creation. With our comprehensive strategies and dedicated team, we are confident of sustaining this growth momentum and achieving our ambitious targets. We thank you for your continued support.



we will continue investing in new initiatives and projects in higher potential segments to strengthen our competitive edge and integrated ESDM capabilities. Our expansion plans in semiconductor assembly and high-density interconnection PCB projects, with government approvals expected soon, will further bolster our growth.

Mr. Ramesh Kunhikannan

Managing Director





CEO's Address to Stakeholders



We are particularly excited about our progress across several key areas, with strategic initiatives expanding our capabilities and reach.

Our railway sector expansion plans are equally encouraging, where we intend to move beyond our established electronic interlocking business to develop products for the train collision avoidance system (Kavach programme) and onboard electronics for locomotives and carriages, opening new avenues in this critical infrastructure sector.

Our success is firmly rooted in the expertise and dedication of our talented workforce, whom we regard as our most valuable asset. Their expertise in managing complex projects with excellence has been crucial in fostering strong client relationships and establishing us as a trusted partner in their success. We operate in an industry with vast untapped growth potential, further enhanced by the government's favourable policies for domestic manufacturing. This conducive environment, coupled with the import substitution opportunities, allows us to contribute to the growth and resilience of our industry while strategically positioning ourselves to capitalise on the advantages of a more self-reliant ecosystem.

With emerging trends such as the electrification of vehicles and the surge in electronics consumption across various industries, we are excited by the prospect of serving a diverse clientele and substantially impacting essential aspects of daily life. Our recent customer acquisitions exemplify the wide applications of our offerings, setting the stage for yet another milestone year in our journey.

We are poised for continued success and growth, driven by a strong momentum and a commitment to delivering innovative solutions that align with the evolving needs of our clients. We remain steadfast in our pursuit of excellence, pushing boundaries, and redefining the standards of the ESDM industry.

Thank you for your continued support and trust in Kaynes Technology.

Yours sincerely,

Rajesh Sharma

Our CFO's Message

Dear Stakeholders,

It is my privilege to present to you the financial performance and key achievements of Kaynes Technology for FY 2023-24. This year has been marked by significant growth, strategic initiatives, and a firm commitment to innovation, operational excellence, and financial discipline.

FY 2023-24 turned out to be one of our most successful years, marked by significant achievements across multiple areas. Our revenue soared to ₹18,046 Mn, representing a strong Y-o-Y growth of 60%. This impressive topline performance was complemented by a healthy operational EBITDA of ₹2,542 Mn, reflecting a margin of 14.1%. Our PAT for the year stood at an impressive ₹1,833 Mn, exhibiting an extraordinary Y-o-Y growth of 93%, with a PAT margin of 10.2%. Furthermore, our Return on Capital Employed (ROCE) stood at an impressive 22.0%, demonstrating our efficient capital allocation and strong financial performance.

Our order book expanded significantly, moving from ₹26,482 Mn at the end of FY 2022-23 to an impressive ₹41,152 Mn in FY 2023-24. This remarkable growth was fuelled by strong demand across all verticals, notably industrial and EV, aerospace, outer space and strategic electronics, and railways. The average order inflow per month increased from ₹943 Mn per month in FY 2022-23 to ₹1,222 Mn in FY 2023-24, reflecting the strong demand for our products and services.

Complementing our financial performance, we have made significant strides in expanding our manufacturing capabilities. We have incorporated a new subsidiary in the mechatronics area, focussing on new-generation plastics, metal enclosures, and molds, tools, and fixtures. This strategic move will enable us to serve a higher value share of customer requirements and position us as an integrated ESDM Company. Additionally, we have secured a substantial order in the aerospace, outer space, and strategic electronics verticals, which will significantly enhance our overall revenue portfolio in the coming years.

On the financial front, our Net Debt-to-Equity ratio stood at a healthy 0.1x, reflecting our strong financial position and prudent capital management. We have made consistent efforts to improve our working capital cycle, reducing it to 83 days in FY 2023-24 from 99 days in FY 2022-23. We expect further improvements in the coming years, driven by sustained actions on this front. These initiatives will enhance our operational efficiency and financial discipline, positioning us for long-term success.



This remarkable growth was fuelled by strong demand across all verticals, notably industrial and EV, aerospace, outer space and strategic electronics, and railways.

Looking ahead, we are optimistic about our revenue growth and expanding into other key verticals, which will positively impact both our top line and bottom line. For FY 2024-25, we expect to achieve an improvement in operational EBITDA margin of more than 100 basis points on similar lines.

In conclusion, FY 2023-24 has been a remarkable journey of growth, innovation, and financial prudence. We remain resolute in our commitment to delivering exceptional results and creating long-term value for our shareholders. As we embark on the new financial year, we are confident in our ability to sustain this momentum and achieve even greater heights of success.

Best regards,

Jairam P Sampath



VALUE CREATION

Business Model

Capitals Engaged

	Market Capitalisation	₹ 183,390 Mn
	Net Working Capital Days	83 Days
	Debt-to-Equity Ratio	0.1x
	Net Worth	₹ 24,848 Mn
	Net Debt	₹ 2,177 Mn

	Emphasise on Building Strong Manufacturing Infrastructure, Adhering to Global Health, Safety, and Ethical Standards, Fostering Trust and Success
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	R&D Members	160
	Excelling in ESDM, renowned for innovative and complex product manufacturing, dedicated to ensuring compliance, providing flexibility, and upholding global standards.	

	New Hired Employees (Including Contract)	1,322
	Training and Development Spend	₹ 20 Mn
	Person-Hours of Training	747
	Employees Trained During the Year	6,510

	CSR Spend	₹ 12.9 Mn
	Investments towards Renewable Energy	₹ 101 Mn

Natural Capital
Prioritising environmental conservation through initiatives, ethical integration, and eco-friendly operations, fostering a positive societal and environmental impact.

Our Offerings

Our Group Purpose
We deliver Pride and Progress with Positivity

Our Mission
Kaynes is committed to provide best in class Electronics Manufacturing Services, to customers globally, in the Mobility, Industrial, Healthcare, Defence and Communication through highly skilled and innovative people by adapting contemporary technologies and processes; thus Creating a healthy environment and performance culture to delight all interested parties

Our Vision
To be globally competitive in the business we are in and achieve excellence though built up of strength in facility, system and skill sets resulting in satisfaction of our customer, suppliers and employees.

- Our Strength**
- ▶ Management Commitment to Quality Service
 - ▶ Customer Focus
 - ▶ Reliability and Excellence through System and Skill
 - ▶ Professionalism, Work Ethics and Environment

Output

	Revenue	₹ 18,046 Mn
	EBITDA	2,542
	PAT	1,833
	ROE	22.8%

	Advanced Manufacturing Facilities	14
	Facilities that Hold Endorsements from Renowned Global Certifiers such as Underwriters Laboratories, CSA and TUV Rhineland	
	Global Accreditations	16

New Products Developed:
Single Board Computer, Bluetooth Smart Module (BLE) based on CSR1020 SoC & BLUENRG-232, KT4020 Wi-Fi & BLE Module, Street Light Controller, Tablet, Vending Machine, Kleinbot, Smart Energy Meter, RFID Asset Tracker, IC Card Reader

Products Under Development:
Differential Pressure Module, Liquid Pressure Module, LTE Gateway Board, Temperature Sensor Module, Vibration Monitor Module, BLDC Solutions.

	Total Permanent Employees	1,567
	Attrition Rate	22%
	Gender Diversity Ratio (M:F)	74:26
	Average Years of Experience in Kaynes	3.5 - 4 years

	Lives Impacted through CSR Activities	50,000+
	Donation towards Renovation of Sri Sankara Vidyamandiram, a School in Kozhikode	
	STP Installation & Commissioning at Christian Medical College at Vellore, Tamil Nadu.	
	Person-Hours Dedicated towards Volunteering Activities During the Year	1,800
	Customers Served	360+
Suppliers	1,700+	

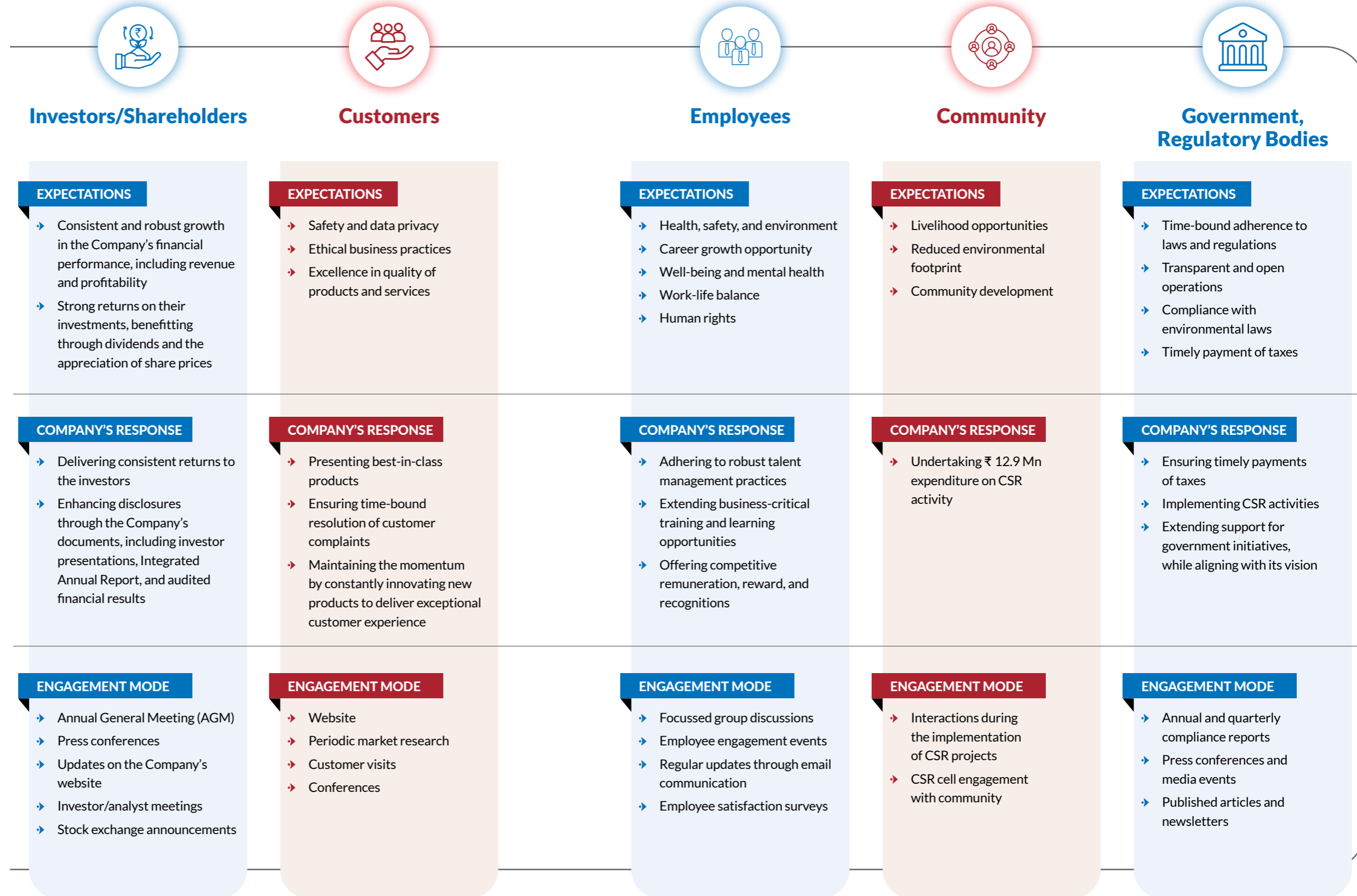
	Specific Water Consumption	2.0 Mn KL
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SDGs Impacted

STAKEHOLDERS ENGAGEMENT

Shaping the Future with Engaging Communication

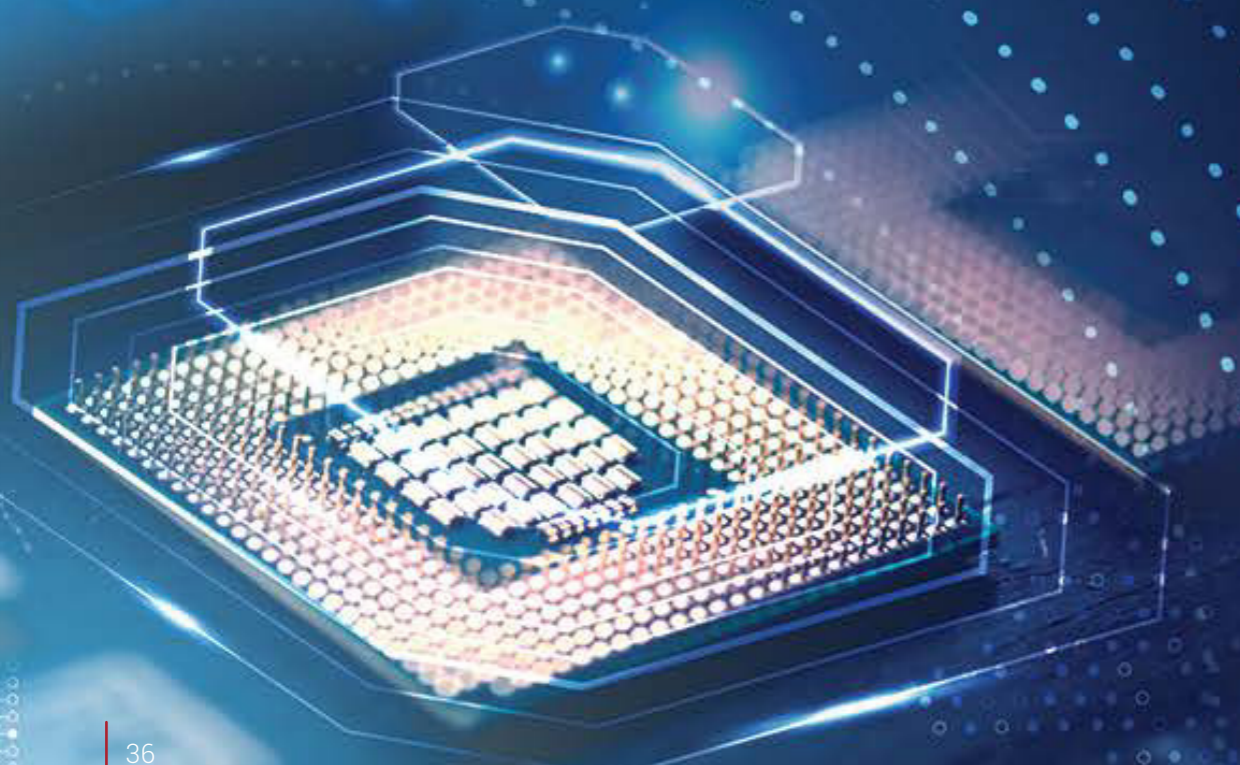
We, at Kaynes Technology, prioritise the cultivation of transparent and inclusive communication channels with our key stakeholders. Our structured and inclusive stakeholder engagement ensures that the diverse perspectives, concerns, and expectations of our stakeholders are heard, understood, and integrated into our decision-making and business practices. By fostering an ambience of mutual trust and collaboration, we pave the way for shared success and sustainable growth.



WHAT SETS US APART

What Sets Us Apart

Our competitive edge comes from our ability to innovate, our focus on customer priorities, and our delivery of comprehensive solutions. Leveraging our extensive knowledge and expertise across multiple industries, we are dedicated to consistently elevating standards. By cultivating strong relationships and rapidly adapting to market trends, we strive to maintain our leadership position.



End-to-end design and engineering capabilities enabled with IoT solutions

- In-house design and R&D team for product development from concept to design realisation
- Capabilities to design and develop IoT/connected solutions like asset monitoring platforms, cloud services, and ODM devices, among others.
- Ability to provide full turnkey solutions from design to manufacturing



Longstanding customer relationships

- Served over 360 customers across 28+ countries including marquee global OEMs
- Long-term relationships with top 10 customers in each vertical ranging from 7-9 years on average
- Repeat business from existing customers



Strong supply chain

- Long-term relationships with 1,700+ suppliers with multiple sources for components
- Strategic relationships with suppliers enabling better credit terms



Leveraging industry tailwinds

- Well-positioned to benefit from growth in ESDM, semiconductor, PCB markets
- Favourable factors like electronics consumption growth, supply chain diversification, and policy support



Well-diversified business across industry verticals

- Caters to automotive, aerospace and defence, industrial, medical, railways, IoT/IT verticals
- Addresses low-volume, high-mix products with varying complexities
- De-risked business model not overly dependent on any single vertical



Certified world-class manufacturing facilities

- 14 advanced manufacturing plants with fungible infrastructure
- Internationally accredited with 16 global certifications like UL, CSA, and TUV
- Specialised capabilities like clean rooms, RoHS lines, controlled facilities



Strong R&D capabilities

- Focussed on new product development and existing product improvements
- 75+ member R&D team, approved facilities by global agencies
- R&D facilities in Mysuru, Bengaluru, Ahmedabad



Complex product capabilities

- Demonstrated ability to handle low volumes but high complexity projects
- End-to-end expertise across the product lifecycle

OPERATING ENVIRONMENT

Navigating the Dynamic ESDM Landscape: Our Strategic Positioning

In an era of rapid technological advancement and shifting global supply chains, the Electronic System Design and Manufacturing (ESDM) landscape is undergoing significant transformation. This dynamic environment presents both challenges and opportunities for industry players. At Kaynes, We are strategically positioning ourselves to capitalise on these evolving market conditions, leveraging India's growing prominence in the global electronics ecosystem. Our approach encompasses expansion in core ESDM services, diversification into high-potential sectors like semiconductors and PCB manufacturing, and alignment with emerging technologies that are reshaping the industry.

India's ESDM Landscape

India's ESDM market is expected to grow from ₹ 2,091 Bn in FY 2022-23 to ₹ 9,009 Bn by FY 2027-28, driven by government initiatives and increasing local demand. This growth is supported by the overall Indian electronics market, which was valued at ₹ 10,860 Bn in FY 2022-23, and domestic electronics production, which stood at ₹ 8,400 Bn. The ESDM addressable market, contributing significantly to this expansion, was valued at ₹ 4,392 Bn in FY 2022-23.

Semiconductor Industry

The global semiconductor market is expected to reach US\$ 913 Bn by CY 2030, expanding at a CAGR of approximately 7%. India aims to become a significant player, targeting US\$ 80 Bn in semiconductor manufacturing by FY 2027-28. The country has announced a US\$ 10 Bn incentive scheme to attract semiconductor and display manufacturers. The global chip shortage has highlighted the need for diversified semiconductor supply chains, presenting opportunities for new manufacturing hubs.

Kaynes' Approach

We are actively participating in India's ESDM growth story. We have expanded our presence to 9 manufacturing locations across India, each specialising in different industry verticals. We have also increased our R&D spending to develop specific solutions, particularly in sectors like smart meters and EV components.

Kaynes' Approach

We are strategically expanding into the semiconductor industry while maintaining our strong ESDM foundation. We are establishing an OSAT, pending final government approvals. These initiatives align with India's US\$ 10 Bn semiconductor incentive scheme and our goal to become an integrated electronics player. While our ESDM business targets 60% growth in FY 2024-25, we expect our semiconductor ventures to significantly contribute to revenues within 3-5 years, positioning us as a key player in India's emerging semiconductor ecosystem.

PCB Market

The global PCB market is projected to reach US\$ 107.7 Bn by CY 2028, clocking in a CAGR of approximately 3%. In India, the PCB market is anticipated to grow from ₹ 200 Bn in FY 2019-20 to ₹ 525 Bn by FY 2025-26, at a CAGR of around 17%. Approximately 30% of India's PCB production is exported, highlighting the country's growing role in the global PCB supply chain. High-density interconnect (HDI) PCBs are witnessing the highest growth due to the increasing demand for smart wearables and connected devices. Key trends driving this growth include the rising demand for miniaturised electronics, investment in developing high-performance electronics, and government initiatives like Digital India and Skill India to promote digital literacy.

India's Competitive Advantage

India offers several competitive advantages in the electronics sector, driven by robust growth in electronics consumption and a strategic focus on import substitution and supply chain realignment. The 'China+1' strategy, aimed at diversifying supply chains away from China, further enhances India's appeal as a global investment hub. The country is dedicated to enhancing local value addition and is targeting export growth to achieve a US\$ 5 Tn GDP. With improving component manufacturing lead times and significant investments from both local and global players, India is positioned as a key player in the global electronics market. These factors, supported by the government's forward-looking policies and economic initiatives, underscore India's strategic importance in the evolving global electronics landscape.

Emerging Technologies and Their Impact

The ESDM industry is being shaped by emerging technologies such as 5G, artificial intelligence, and edge computing. These technologies are driving the demand for advanced electronic components and systems, creating new opportunities for ESDM companies. As innovations continue to advance, the industry is expected to experience significant growth and transformation.

Kaynes' Approach

We are actively pursuing opportunities in the growing PCB market, particularly in high-density interconnect (HDI) PCBs. We are establishing HDI PCB manufacturing capabilities to meet the increasing demand for miniaturised electronics and smart devices. This aligns with our strategy to become an integrated electronics player and capitalise on India's projected PCB market growth. We aim to serve both domestic and export markets, leveraging government initiatives and our existing expertise in electronics manufacturing. Our PCB venture complements our ESDM business and upcoming OSAT facility, positioning us for comprehensive growth in the electronics ecosystem.

Kaynes' Approach

We are strategically positioned to capitalise on India's growing electronics sector. We are leveraging the 'China+1' trend and import substitution initiatives to expand our ESDM capabilities. Our focus on high-value segments like aerospace, defence, and medical electronics aligns with India's push for local value addition. We are also investing in advanced manufacturing capabilities. By serving both domestic and export markets, we aim to contribute to India's export growth targets and solidify our position as a key player in the evolving global electronics supply chain.

Kaynes' Approach

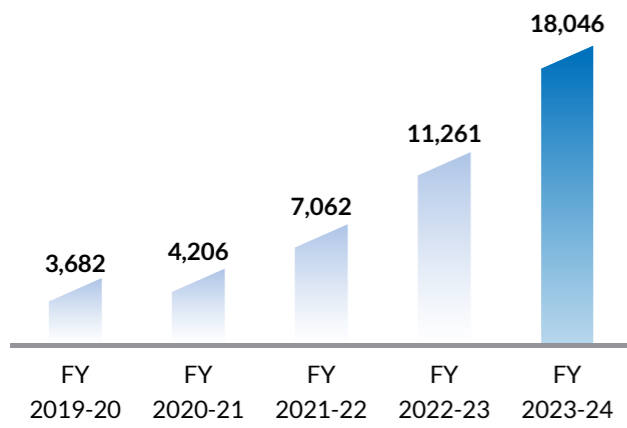
We are aligning our strategy with emerging technologies shaping the ESDM industry. We are expanding our capabilities in high-performance computing servers, as evidenced by our large order from CDAC. We are also developing expertise in areas like train collision avoidance systems and onboard electronics for the railway sector. In the aerospace and defence vertical, We are focusing on avionics and outer space technologies. For the medical sector, We are partnering with critical care equipment manufacturers for both European and US markets. By diversifying our portfolio across these advanced technology areas, We are positioning ourselves to capitalise on the growth driven by 5G, AI, and edge computing in the evolving ESDM landscape.

FINANCIAL CAPITAL

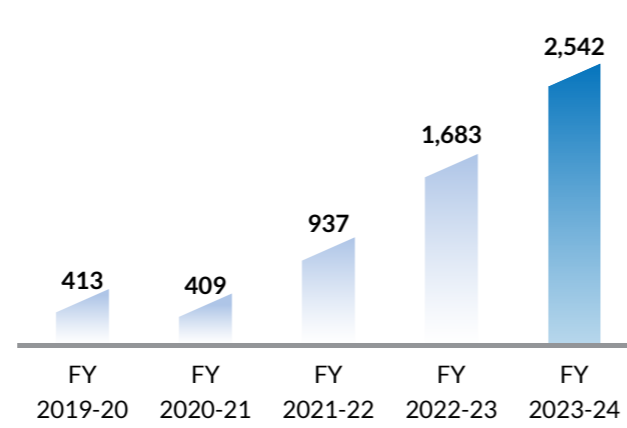
At Kaynes Technology, financial capital is crucial to our operations. It drives our growth, funds research and development, and supports investments in cutting-edge technologies. Through a robust capital management system, we prioritise efficient financial management to maximise returns and mitigate risks. Careful allocation and monitoring of our capital contribute to a stable financial foundation, ensuring long-term sustainability and success in the competitive market.



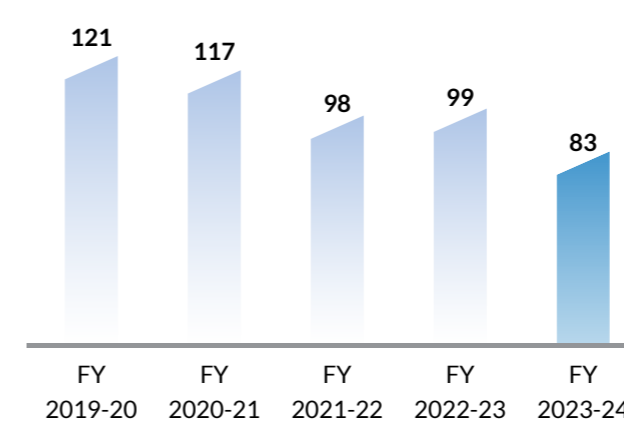
Revenue (₹ in Mn)



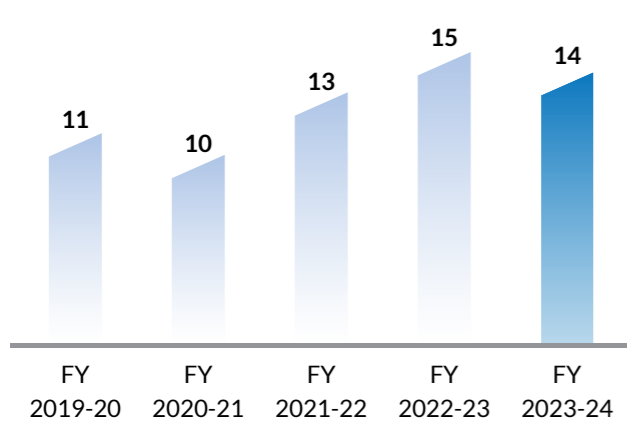
EBITDA (₹ in Mn)



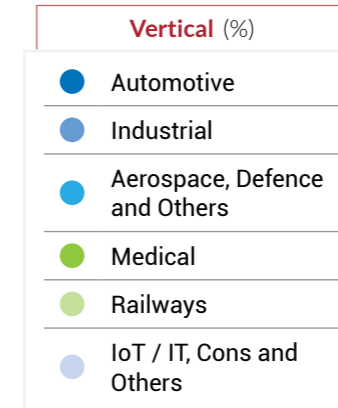
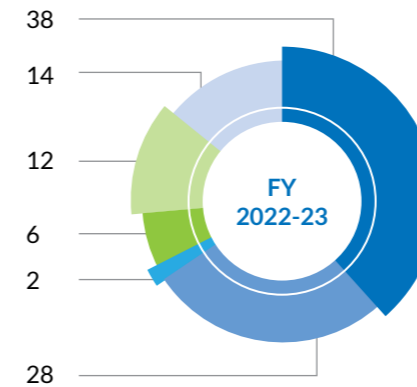
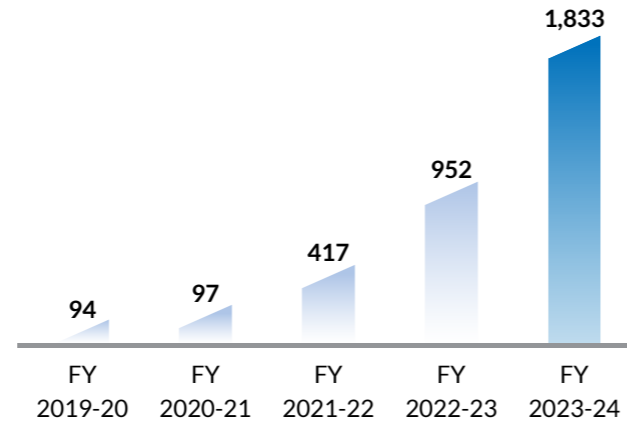
Net Working Capital Days (Days)



EBITDA Margins (%)



Profit after Tax (₹ in Mn)

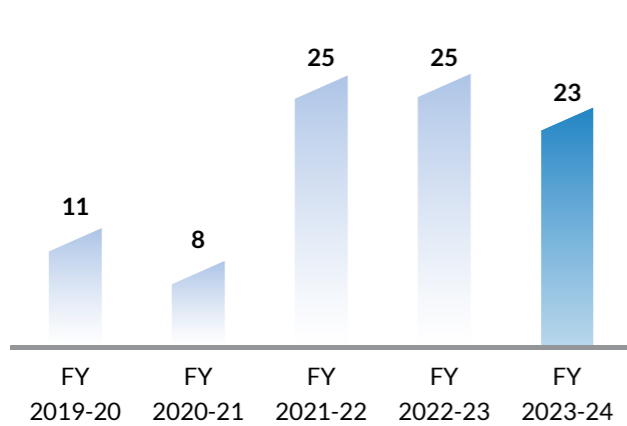


₹ 24,848 Mn
Net Worth

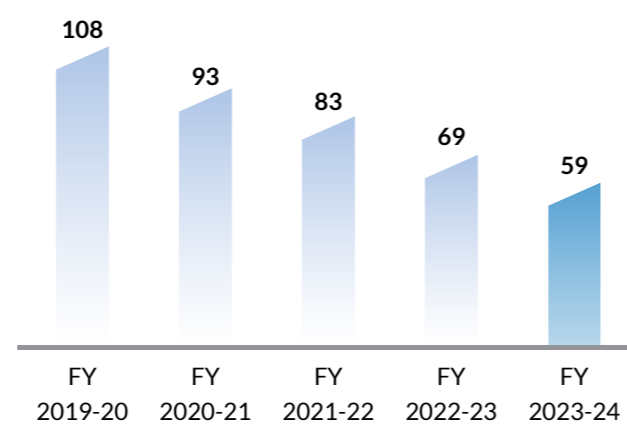
₹ 2,177 Mn
Net Debt

10.2%
Net Profit Margin

ROE (%)



Receivable Days (Days)



MANUFACTURING CAPITAL



At Kaynes Technology, we focus on developing resilient manufacturing capital. Our advanced manufacturing facilities form the foundation of our capabilities, enabling us to innovate our products and processes for improved outcomes. Ethical practices are consistently upheld in our manufacturing operations, meeting social and governance requirements. This commitment nurtures trust, reliability, and robust stakeholder relationships, thereby contributing to our overall success.



1,567+
Permanent Employees

Manufacturing Processes

Our manufacturing activities primarily comprise the SMT and module assembly process.

16
Global Certification

SMT Process

An automated process employing designated machines to execute tasks according to predetermined programmes.

- Screen printing
- Component placement
- Reflow oven
- Wave soldering and selective soldering

Module Assembly Process

All sub-assemblies are brought together to form the final product, which undergoes testing and is then packaged for shipment.



Comprehensive ODM Capabilities

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



In-house IoT Technology

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



IoT Solutions

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



State-of-the-Art Facilities

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



Custom Test Equipment

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










Enhanced Productivity

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



Quality Control, Testing, and Certifications

 IATF 16949	 ISO 9001; ISO 14001; ISO 45001	 AS 9110
 2 ISO 13485:2016	 2 AS 9100 – Rev D	 2 NADCAP Certification
 SA 8000_2014	 ANSI-ESD S 20-20-2021	 IRIS : ISO TS 22163
		 ITAR

Expansion Update

- ➔ Manesar (Haryana): Facility became operational with **2 SMT** lines
- ➔ Chamarajanagar (Karnataka): New plant of **88,500 sq ft** is operational with **4 SMT** line. Additional **200,000 sq ft** under construction
- ➔ Pune (Maharashtra): New plant of **62,000 sq ft** built up space taken. Planned operationalisation by Q1 2024-25
- ➔ Kaynes Mechatronics: New molding facility of **20,000+ sq ft** with **20 Injection Molding Machines**
- ➔ Digicom Inc.: ESDM business acquired in the US having built up area of **20,000 sq ft** with 2 advanced SMT machines

Supply Chain

- ➔ Cultivating enduring partnerships with suppliers, resulting in improved credit terms.
- ➔ Spanning an average of 12 years, the relationships with our top 10 suppliers reflect sustained collaboration. Managing a network of over 1,700 suppliers, each with multiple sources for a single component, and employing specialised dealers for niche verticals.

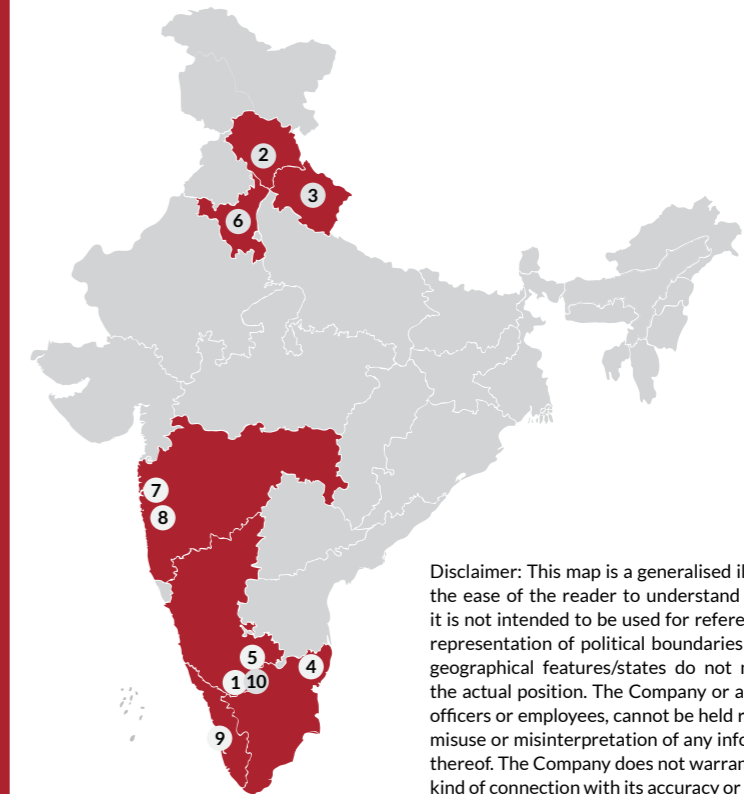


19 SMT Lines	11 THD Lines
66 Cable Harness Lines	
16 Plastic Moulding Machines	
2 Class 10,000 Clean Room	
1 Class 100,000 Clean Room	

Humidity-Controlled Stores

- ➔ 2 Exclusive roHS-Compliant Lines for Green Manufacturing

Optimising Operations, Expanding Footprint

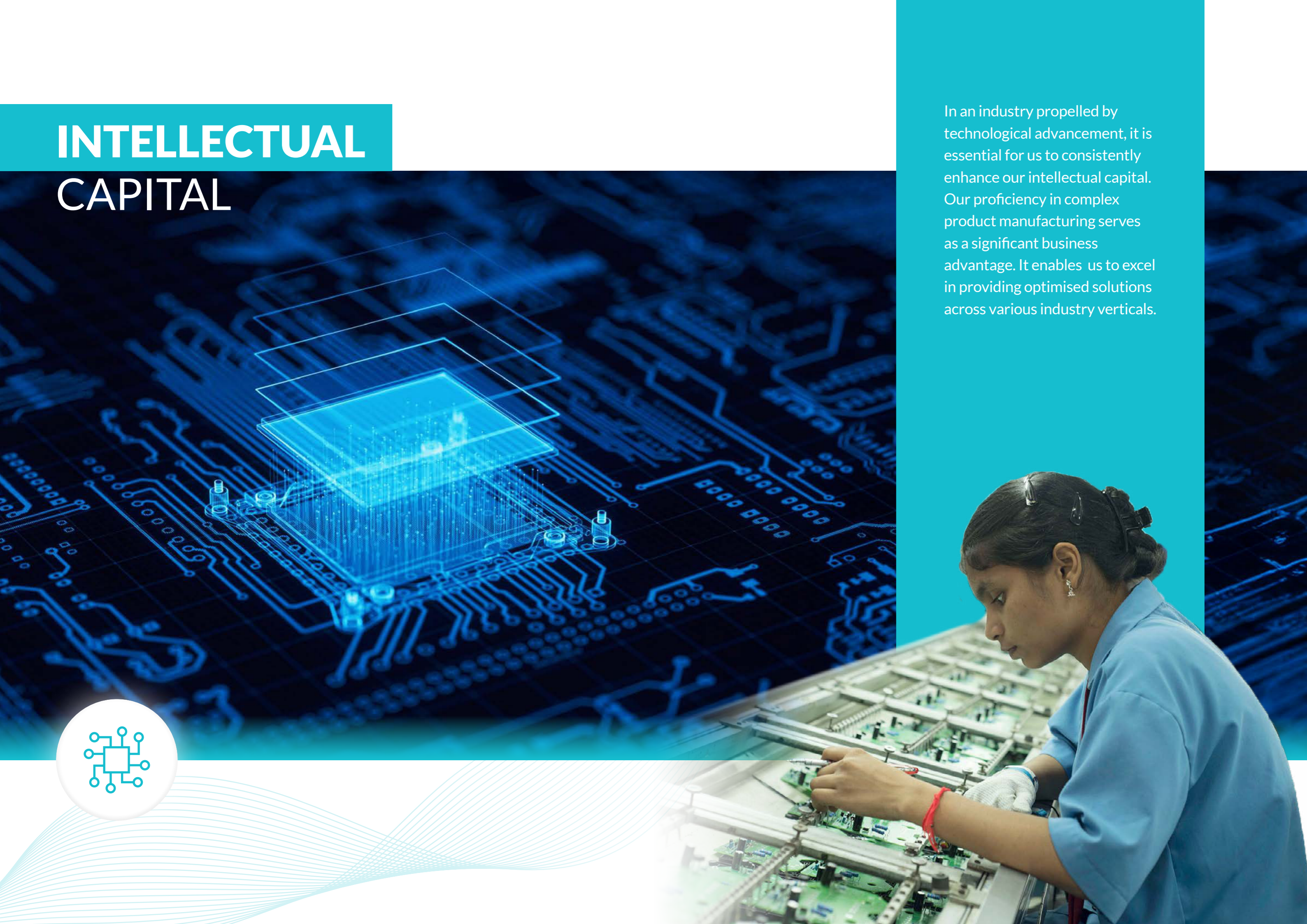


Disclaimer: This map is a generalised illustration only for the ease of the reader to understand the locations, and it is not intended to be used for reference purposes. The representation of political boundaries and the names of geographical features/states do not necessarily reflect the actual position.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

Entity	City	State	Area	Sectors
1	KTIL Mysuru Unit I	Karnataka	98,243	Industrial, Railways, Medical, Defence, other High-End and End-to-End
	KTIL Mysuru Unit II	Karnataka	27,842	Auto, Industrial and HVLM
	KIDM Mysuru	Karnataka	3,000	IT and Telecom
2	KTIL Parwanoo	Himachal Pradesh	5,523	IT, Industries and HVLM
3	KTIL Selaqui	Uttarakhand	7,700	Wire Harness, Magnetics and HVLM
4	KTIL Chennai	Tamil Nadu	10,125	Wire Harness, Magnetics and HVLM
5	KTIL Bengaluru Unit I	Karnataka	12,425	Defence, Wire Harness, Power, including Testing Facility
	KTIL Bengaluru Unit II	Karnataka	13,447	Auto and Industrial
	KMPL Bengaluru	Karnataka	50,000	IT, Industries and HVLM
6	KTIL Manesar Unit I	Haryana	20,000	IT, Industries and HVLM
	KTIL Manesar Unit II	Haryana	80,000	IT, Industries and HVLM
7	KTIL Mumbai	Maharashtra	6,350	All Industries Service Centre
8	KTIL Pune	Maharashtra	62,000	IT, Industries and HVLM
9	KTIL Kochi	Kerala	2,000	Railway and Defence Service Centre
10	KEMPL Chamarajanagar	Karnataka	88,500	Automotive and Industrial
	Digicom Oakland	California	20,000	Industrial, Medical, Aerospace, IT and Defence
	Total		5,07,155	

INTELLECTUAL CAPITAL

In an industry propelled by technological advancement, it is essential for us to consistently enhance our intellectual capital. Our proficiency in complex product manufacturing serves as a significant business advantage. It enables us to excel in providing optimised solutions across various industry verticals.

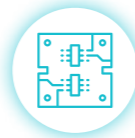


Our comprehensive full-stack ERP, tailored to our specific needs, efficiently supports and automates all aspects of our business operations across each facility. This encompassing system oversees lead generation, engineering, planning, procurement, inventory, manufacturing, logistics, servicing, human resources, and finance, offering real-time dashboards for insightful analysis. The integrated management system plays a crucial role in ensuring compliance with standards, facilitating customer acquisition, and establishing entry barriers for potential competitors. In addition, our in-house services, covering electronics, tooling, sheet metal, magnetics, cable harness, and test benches, are poised to enhance revenue and margins by expanding our share in box build services.



Software Services

Developing customised technology solutions for customers through Kaynes Embedded Systems



PCB Design Services

Expertise in high-speed, multilayer, RF PCB design, fabrication, and assembly, including two-stage design reviews, RoHS compliance, and conversions



Mechanical Designs and Engineering

Providing product design, enclosure design and jigs/ fixtures remastering



Prototyping

Providing turnkey solutions with expertise in SMT technology and handling various components



Testing and Logistics

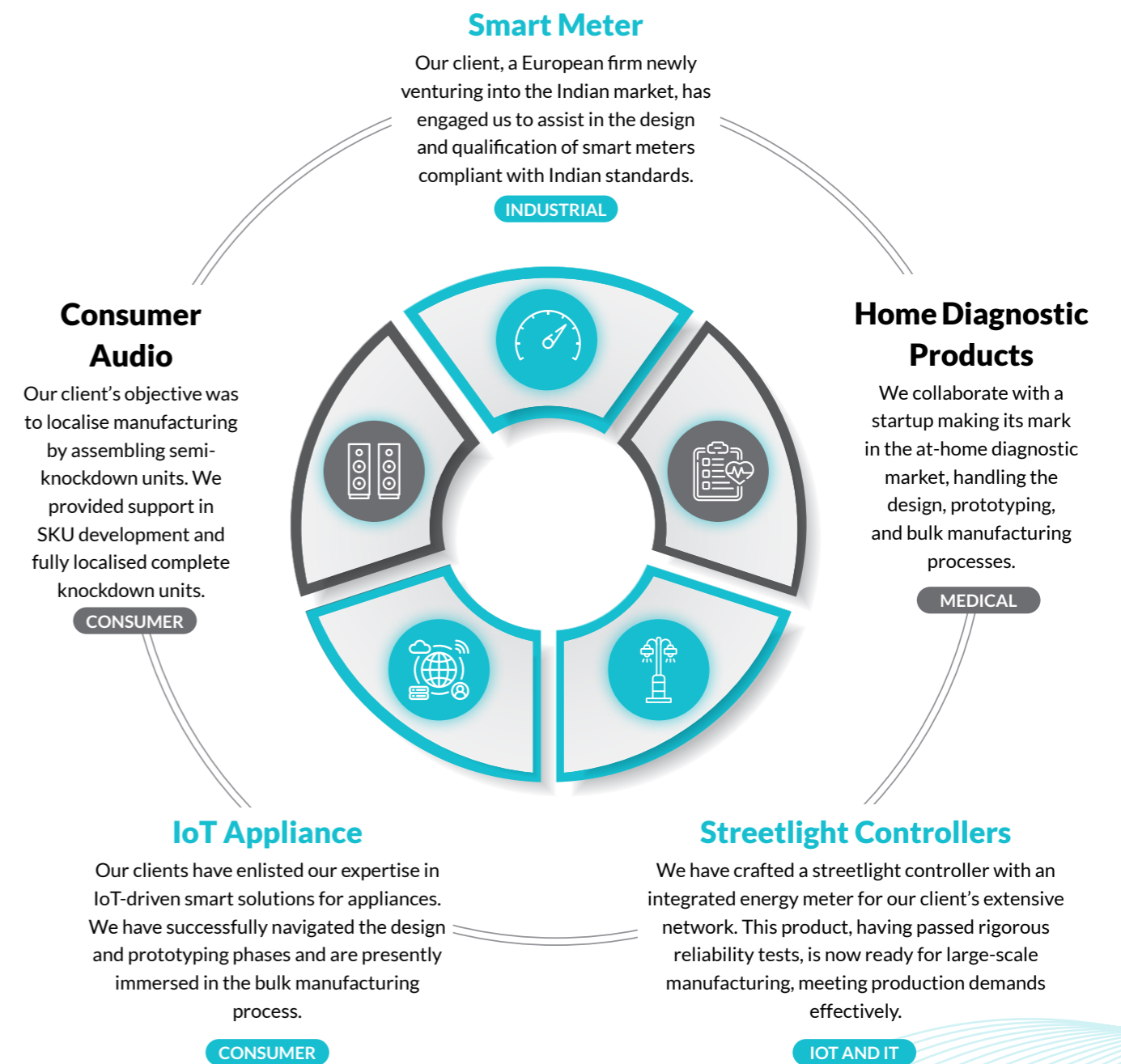
Comprehensive testing facility with specific tests such as JTAG-based testing. Offering end-to-end services, including the development of turnkey prototypes, mechanical boxing, and door-to-door logistics



Validation and Regulatory Compliance

Ensuring quality through testing, verification, and reliability demonstration. Conducting compliance evaluations, offering support, testing, documentation, and certification for both national and international standards (BIS, CE, FCC)

Outlined below are instances of particular ODM applications in which we excel:

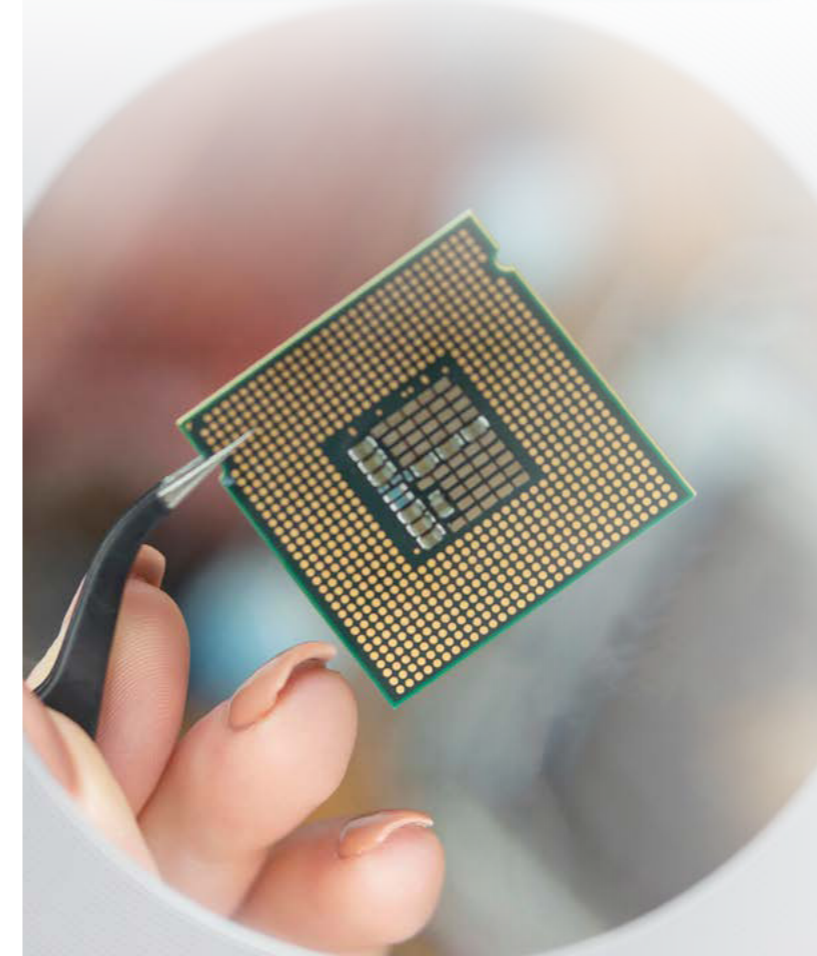


Research and Development

Research and development are at the heart of our operations, aligning with the diverse needs of our consumers. Our dedication to innovation propels us to continuously improve existing products by incorporating state-of-the-art technologies and introducing pioneering solutions. Furthermore, we are dedicated in our efforts to streamline costs across our product spectrum through rigorous value analysis and engineering.



160
R&D and Engineering Members



Device Engineering

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

Manufacturing

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

Device Engineering

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

Manufacturing

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

Sensor and IOT

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

Edge Processing

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

Connectivity

- Pluggable NIC connectivity solution covering:**
- BLE 5.0
 - Wi-Fi
 - 2G/4G/GSM
 - LoRA
 - NBIoT

RDM

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

Applications

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

HUMAN CAPITAL

*Cultivating Potential,
Elevating Excellence*

At Kaynes Technology, our workforce is the driving force behind our success. We have implemented a dynamic human resource strategy that goes beyond traditional practices, employing innovative talent acquisition methods to attract top-tier professionals. Our commitment to employee growth is evident in our comprehensive development programmes, which cover advanced manufacturing techniques, quality assurance, and safety practices.



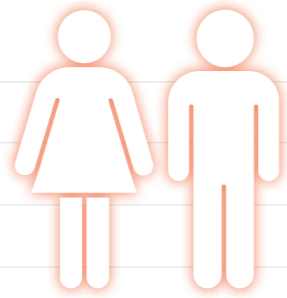
We foster a collaborative ecosystem through interactive workshops and specialised modules, enhancing both technical proficiency and soft skills. At Kaynes Technology, we take pride in our proactive approach to employee relations, maintaining an open-door policy and swiftly addressing concerns. This has resulted in a stable work environment with an unblemished record of labour harmony in recent years.

Our investment in human capital has created a resilient, innovative workforce that propels the Company to the forefront of the industry, ready to tackle the technological challenges of tomorrow.

Our Human-Centric Ethos

Fostering Inclusivity

Metric	Number/Ratio
Male : Female	74:26
Total Women in Senior Management	2
Employees on Contract	131
Employees on Pay-Roll	616
Attrition Rate	22%



We are committed to fostering an inclusive workplace by promoting an equal opportunity policy, employing individuals based on merit. We believe in the potential of all individuals, including those who are differently abled, and strive to create an environment where everyone feels valued and supported. By offering personalised training and development programmes, including physical and mental exercise sessions, we aim to empower our employees to reach their full potential and ensure they feel a genuine sense of belonging.

Enhancing Employee Skills and Growth

We prioritise the continuous development and professional growth of our employees. To achieve this, we offer a variety of specialised training programmes designed to enhance their skills and knowledge.

Our training initiatives cover essential areas such as technical skills, health and safety protocols, crisis management, operational efficiency, policy awareness, and behavioural development. These comprehensive sessions ensure that our team remains updated with industry standards and best practices.

1,239

Number of Trainings held during FY 2023-24

By focussing on these key areas, we equip our workforce with the tools they need to excel in their roles and contribute to our overall business success. Our commitment to training and development helps us maintain high-quality standards and deliver exceptional products and services to our customers. This ongoing investment in our employees' growth ensures that we remain agile and prepared to meet the evolving challenges of the industry.

Talent Enrichment Experiences and Programmes

Clubs and Meetings



Rewards and Recognition



Festivals and Celebrations



SOCIAL AND RELATIONSHIP CAPITAL

*Strengthening Communities,
Embracing Responsibility*

At Kaynes Technology, we recognise that our success is built not only on technological innovations but also on our commitment to our stakeholders. Our commitment to building and nurturing meaningful connections with stakeholders, partners, and the communities we serve is central to our strategy. Our commitment to social accountability is evidenced by our voluntary SA8000 certification, highlighting our adherence to labour rights and established social standards. This holistic approach integrates business growth with community development, fostering a sustainable ecosystem where corporate success drives positive societal impact.



We prioritise compliance with international regulations and voluntary standards related to safety, health, and environmental protection throughout our supply chain. We ensure that our core and key suppliers receive thorough training to stay informed about the latest global compliance requirements.

Social Responsibility and Philanthropic Efforts

We are deeply committed to social responsibility. We actively develop a social infrastructure that addresses environmental and ethical issues within the electronics industry supply chain. This reflects our dedication to community involvement and philanthropic activities. Our CSR Committee has crafted and implemented a policy that drives a diverse range of activities aimed at community

enhancement, environmental stewardship, education, and healthcare.

₹ 12.9 Mn

CSR Spends

Rural Development through Village Adoption

In the heart of Karnataka's Chamarajanagar district, we adopted several villages with the aim of transforming rural life. This initiative focusses on improving infrastructure, enhancing educational facilities, and providing essential healthcare services. By working closely with local communities, we have been able to foster a more equitable environment where villagers can thrive, supporting their journey toward better living standards and self-sufficiency.



Promoting Healthcare

Our donation of an ambulance to the Chamundi Temple Trust in Mysuru is more than just a logistical contribution—it's a lifeline for those in need. In rural and underserved areas, access to emergency medical services can be a challenge. This initiative ensures that timely medical care is available, bridging the gap between communities and crucial healthcare services. We hope this small step will make a significant difference in saving lives and providing peace of mind to families.

Preservation of Cultural Heritage

In Mysuru, our collaboration with the Sree Santhana Venugopala Seva Sannidhi focusses on preserving the rich tapestry of national heritage, art, and culture. By supporting this endeavour, we honour the traditions and artistic expressions that form the backbone of our cultural identity. This project aims to protect and celebrate our heritage, ensuring that future generations can continue to appreciate and learn from our rich cultural legacy.



Educational Advancements

The Innovation Lab at NIE, Mysuru, is more than just a collection of educational resources—it is a beacon of opportunity for students. Our contribution to this lab represents a commitment to nurturing young minds and fostering innovation. By equipping students with state-of-the-art tools and technology, we are empowering them to pursue their passions, explore new ideas, and shape a brighter future for themselves and their communities.

Support for Underprivileged Education

In Kozhikode, Kerala, our support for education among underprivileged children is a testament to our belief in the power of learning. By funding educational programmes, we aim to break the cycle of poverty and provide equal opportunities for all. This initiative helps ensure that every child has access to quality education, which is the foundation for a better and more equitable society.



Animal Welfare Initiatives

In Bengaluru our support for goshala, reflects a deep respect for animal welfare. Maintaining this shelter is not just about providing care—it's about ensuring that animals live with dignity and compassion. This initiative supports the well-being of cows, recognising their importance in our ecosystem and community. By caring for these animals, we are also nurturing a culture of empathy and respect for all living beings.

Eradication of Hunger

The Annadana project in Mysuru addresses a fundamental human need—food. Through this initiative, we strive to combat hunger and provide nutritious meals to those facing food insecurity. Each meal represents more than sustenance; it is a symbol of care and community support. Our goal is to alleviate hunger and contribute to the well-being of those who are most in need, fostering a sense of solidarity and compassion.



NATURAL CAPITAL

Planet-Friendly Practices



At Kaynes Technology, we are committed to conserving and enhancing the natural resources and ecosystems that are crucial for supporting life and driving economic progress. Our approach emphasises on reducing environmental impact through sustainable practices, improving resource efficiency, and promoting biodiversity. By embedding these principles into our operations, we aim to positively impact the environment and align with global sustainability goals, ensuring that these vital resources are preserved for future generations.

We have implemented a suite of initiatives designed to promote ecological sustainability across our operations. These seamlessly integrate ethical principles and environmentally responsible practices into our daily business activities.



Our corporate ethos goes beyond simple compliance. We actively pursue innovative methods to reduce our ecological footprint and enhance our sustainability profile. By aligning our business strategies with environmental best practices, we strive to make meaningful contributions that positively impact both society and the environment.

Our approach to resource management is characterised by responsible utilisation, waste minimisation through process optimisation, and material recycling initiatives. We have invested in state-of-the-art equipment designed to reduce emissions, thereby lowering our carbon footprint and enhancing our overall sustainability profile.

Our environmental practices are fully aligned with and often exceed regulatory requirements and frameworks mandated in India. We actively contribute to local ecosystems through strategic plantation programmes near our facilities, aimed at improving soil quality and air purity. In the ESDM sector, we have implemented advanced waste management systems that incorporate industry-leading sustainable practices.

To minimise our environmental impact, we consistently deploy cutting-edge technological solutions across our operations. We prioritise strict adherence to all applicable environmental laws and regulations and are in the process of obtaining or renewing relevant environmental certifications to ensure ongoing compliance.

ISO 14001:2015
Certified

Air Emissions

We are committed to minimising air emissions as part of our environmental stewardship. We continuously monitor our operations to identify emission sources and implement control measures. Our efforts include optimising energy use and maintaining equipment efficiency, reducing our carbon footprint and aligning with our sustainability goals.



Disposal of Hazardous Wastes

We adhere strictly to Karnataka State Pollution Control Board (KSPCB) guidelines, ensuring all hazardous waste is responsibly disposed of through authorised agencies. We implement measures to address potential risks, including proper containment and monitoring, to mitigate environmental impact and reinforce our commitment to sustainability and community well-being.



Wastewater Discharge

We manage wastewater discharge with a robust system to ensure no harm to the environment. By adopting a Zero Liquid Discharge (ZLD) approach, we reuse STP-treated water within our premises, eliminating external discharge and conserving water resources. This approach demonstrates our commitment to conserving water resources and reducing our ecological footprint.



Waste Management

We have made significant strides in waste management by implementing comprehensive practices designed to minimise our environmental impact. Our well-defined waste management work instruction guides our employees on the proper procedures, ensuring effective waste handling throughout our operations. E-waste, plastic waste, and bio-medical waste are diligently managed and handed over to authorised agencies, ensuring proper disposal and reducing any negative environmental effects. By prioritising these practices, we contribute to sustainable ecological preservation and fulfil our social responsibility commitments.

GOVERNANCE

Fostering Transparency and Ethical Practices

At Kaynes Technology, effective corporate governance is a cornerstone of our operations. We prioritise transparency, accountability, and ethical practices throughout the Company. Our Board comprises diverse experts who contribute varied perspectives to our decision-making. Annual evaluations ensure each director meets their responsibilities effectively. A robust compliance mechanism

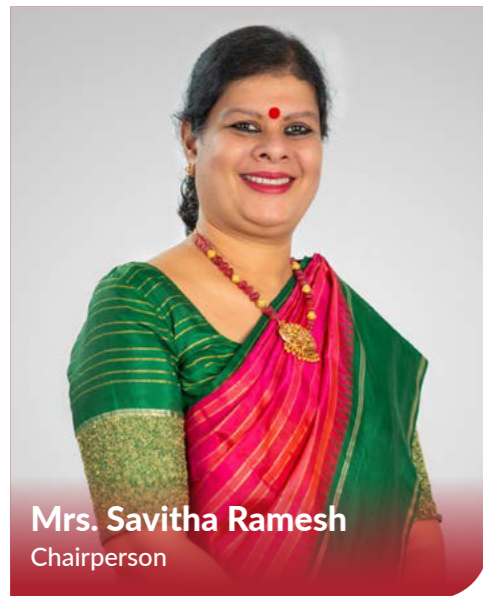
- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee

- Corporate Social Responsibility Committee
- Risk Management Committee

C Chairperson
M Member

safeguards adherence to regulatory requirements. The principles of good governance - transparency, accountability, inclusiveness, and integrity - are intrinsic to our corporate philosophy. Our governance structure, guided by clear policies and procedures, is led by an experienced and diverse leadership team, ensuring we maintain the highest standards of corporate conduct in all our endeavours.

Board of Directors



Mrs. Savitha Ramesh
Chairperson

C
M



Mr. Ramesh Kunhikannan
Managing Director

M
M



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

M
M



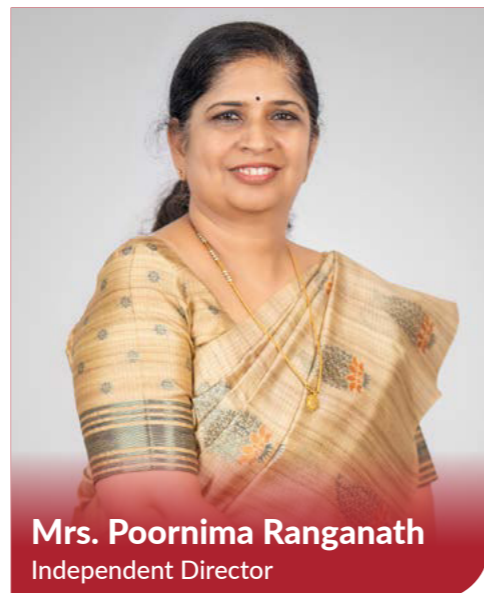
Mr. S. G. Murali
Independent Director

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Mr. Alexander Koshy
Independent Director

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Mrs. Poornima Ranganath
Independent Director

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Mr. Anup Kumar Bhat
Independent Director

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Mr. Heinz Moitzi
Independent Director

M

Leadership Team



Mr. Rajesh Sharma
Chief Executive Officer



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



Mr. Abdul Nazar
Senior Vice President -
Business Development (Automotive)



Mr. Viswanathan K
Senior Vice President -
Supply Chain Management



Col. Dilip Nambiar (Retd.)
Senior Vice President - Operations



Mr. Govind S Menokey
Head - Information Technology



Mr. Sajan Anandaraman
Head - Commercial & Corporate Affairs



Mr. Balasubramanian R
Deputy CFO



Mrs. Premita Govind
Head - Human Resources



Mr. Gaurav Mehta
Senior Vice President - Business Development



Mr. SM Adithya Jain
Company Secretary & Compliance Officer

THE WAY FORWARD

The Way Forward

We stand at the forefront of the Electronics System Design & Manufacturing (ESDM) industry, poised for significant growth and expansion. As we chart our course for the future, We have developed a comprehensive strategy that leverages our strengths, addresses market demands, and positions us for long-term success. Our way forward is built on a foundation of innovation, diversification, and operational excellence, aimed at solidifying our position as a leading player in the global ESDM landscape. Synergising FutureTech is at the core of our vision, driving us to integrate cutting-edge technologies and innovative solutions across all aspects of our business.

Annual Report 2023-24

Our strategic roadmap focuses on six key areas:

01

Full product and box build capabilities

We are enhancing our in-house test fixtures to offer OEMs faster turnaround, complex prototypes, and zero-defect products. We are also upgrading our facilities to expand our consumer portfolio and provide full box build services, aiming to secure a larger revenue share.

02

Diversifying our product portfolio

We are leveraging our in-house design and R&D team to invest in infrastructure and create tailored strategies for each vertical. By incorporating OSAT and PCB fabrication capabilities, We are positioning ourselves to deliver comprehensive, integrated solutions to our customers.

03

Focussing on emerging ESDM segments:

We are targeting high-growth areas like Electric Vehicles (both four and two-wheelers), EV components, charging infrastructure, railway systems, high-performance computing, and aerospace/outerspace electronics.

04

Expanding manufacturing facilities

We are setting up a new facility in Chamarajnar, Karnataka, and expanding in Mysuru and Manesar. We are also establishing an OSAT facility at Kongara Kalan with Sanand, Gujarat, and preparing to implement a PCB fabrication facility in Mysuru for advanced HDI PCBs.

05

Improving operational efficiency

We are enhancing our backward integration by manufacturing in-house components like bare printed circuit boards. We are also developing chips to leverage complete backward integration for supporting component development.

06

Expanding our customer base

We are focussing on large customers by expanding our geographical footprint with additional sales and BD representatives in the US, Japan, and Europe. We are also enhancing our manufacturing facilities to better serve customers globally.

Through these initiatives, we aim to pursue inorganic growth via strategic acquisitions, investments, and alliances to expand our capabilities and enter new geographies. Our goal is to position Kaynes Technology as a leader in the ESDM industry, ready to meet the evolving needs of our customers and capitalise on emerging market opportunities.

The Way Forward

ACHIEVEMENTS

Tech Triumphs

Annual Report 2023-24



Mr. Ramesh Kunhikannan conferred
"Tie Lifetime Achievement Award"



ELCINA's Special Jury Award for
"Electronic Company of the Year"

Achievements

MANAGEMENT DISCUSSION AND ANALYSIS



Global Economy

According to the IMF, the global economy navigated a complex landscape in CY 2023, with growth moderating to 3.2% from 3.5% in 2022. The economy continued to recover from the Covid-19 pandemic, though progress was tempered by various challenges including elevated inflation, monetary tightening by central banks, ongoing supply chain disruptions related to pandemic aftereffects and geopolitical tensions. Advanced economies saw mixed results, with the US growing by 2.5% on robust consumer spending but the Eurozone lagging at 0.4% growth due to high energy prices. Emerging markets outperformed, collectively expanding at 4.3% driven by China's reopening and India's domestic demand.

The CY 2024 global outlook remains stable, with a forecasted 3.2% growth. Advanced nations are projected to record a modest 1.7% expansion, while emerging markets are anticipated to experience a 4.2% growth. A significant and notable positive here is the expected decline in global headline inflation. It is expected to go from CY 2023 elevated 6.8% level to around 5.9% in CY 2024 and further down to 4.5% in CY 2025 as supply conditions improve. However, risks such as supply chain disruptions, geopolitical tensions, and challenges in controlling inflation without hampering growth persist.

While economic growth in CY 2023 occurred amid high inflation and tighter policies, the outlook for CY 2024 points towards maintained growth levels aided by easing inflationary pressures. This stable growth can potentially lead to more accommodative economic policies. Proactive management of risks and striking the right balance between fostering growth and controlling inflation will be crucial for sustaining solid economic performance going forward.



World Economic Outlook - April 2024 Growth Projections (in %)



Source: [International Monetary Fund (IMF), World Economic Report Projections, April 2024]



Indian Economy

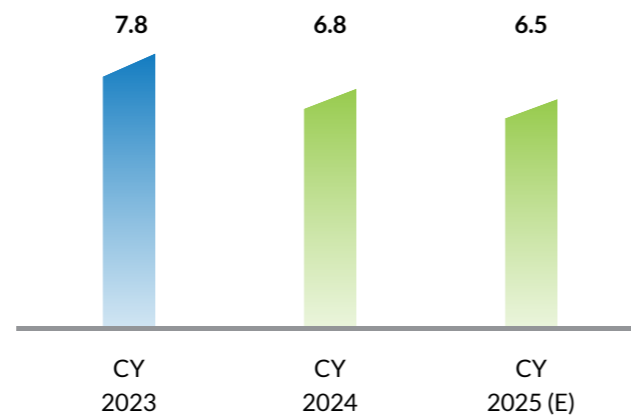
India's economy continued to prosper in CY 2024, with the GDP growth projected at 6.8% according to the IMF's April 2024 World Economic Outlook. This robust performance exceeds the global average and many other major economies. This stellar performance was driven by robust domestic demand, the Government's push for capital expenditure, vibrant economic activity across sectors, and a favourable policy environment. The Interim Union Budget for FY 2024-25 further emphasises infrastructure development, with a significant increase in capital expenditure allocation.

The manufacturing sector has been crucial in propelling India's economic growth, creating jobs, spurring innovation, and contributing significantly to the country's GDP. As of CY 2023, the manufacturing sector's contribution to India's GDP stands at approximately 17%. Government initiatives like 'Make in India', 'Aatmanirbhar Bharat', and the Production Linked Incentive (PLI) schemes have been instrumental in enhancing the sector's competitiveness and bolstering domestic manufacturing. Looking ahead, the primary focus will be on developing industrial corridors, enhancing logistics, fostering research and development, and upskilling the workforce to further strengthen the competitiveness of the manufacturing sector.

Source: [https://www.investindia.gov.in/team-india-blogs/fdi-make-india-transforming-manufacturing-landscape#:~:text=As%20of%202023%2C%20the%20manufacturing,attractive%20destination%20for%20foreign%20investors.]



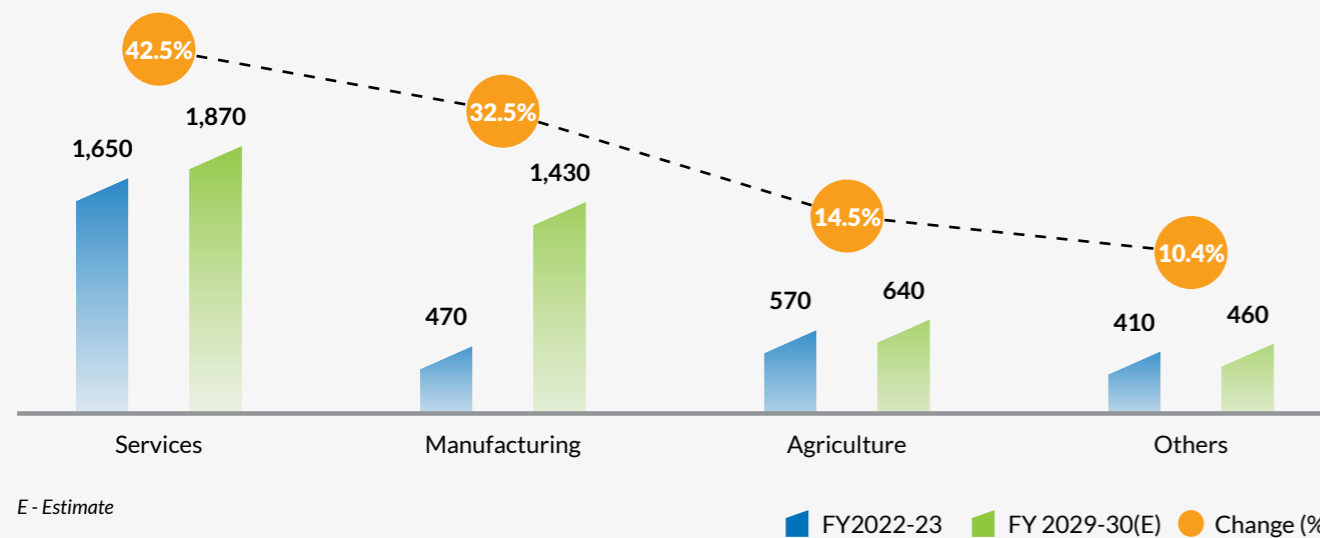
Indian Economy Real GDP Growth Rate (in %)



E - Estimate

Source: [https://www.imf.org/en/Publications/WEO/Issues/2024/04/16/world-economic-outlook-april-2024#:~:text=Steady%20but%20slow%3A%20Resilience%20amid%20divergence, April%202024&text=The%20baseline%20forecast%20is%20for,same%20pace%20as%20in%202023.]

Manufacturing Sector to Contribute 32.5% to India's Incremental GVA by 2030 (in US\$ Bn)



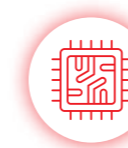
E - Estimate

Source: BCG & Matrix Partners report

Outlook

Despite challenges such as food inflation and cost pressures, India's economic prospects appear strong. This optimism is bolstered by robust domestic demand, digital transformation, and entrepreneurship. India aims to become the world's third-largest economy and reach a GDP of US\$ 5 Tn by CY 2027. To achieve these goals, integrating the manufacturing sector into global value chains and adopting Industry 4.0 technologies (such as artificial intelligence, the Internet of Things, big data analytics, and advanced robotics) will be crucial for boosting productivity and expanding exports. These efforts are expected to help India effectively navigate global uncertainties and maintain its growth momentum.

Source: [https://www.moneycontrol.com/news/business/markets/india-to-be-worlds-third-largest-economy-by-2027-with-gdp-at-5-trillion-jefferies-12325441.html]

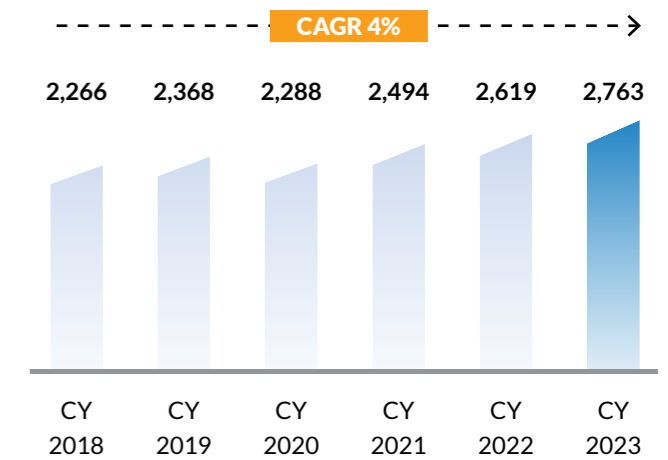


Global Electronics Industry

The global electronics industry is a massive and rapidly growing market, valued at a staggering US\$ 2,763 Bn in CY 2023, accounting for 2.6% of the world's GDP and a per capita consumption of US\$ 478.3. Within this industry, electrical equipment is the largest segment, followed by electronic products. The industry experienced remarkable growth, expanding from US\$ 2,266 Bn in CY 2018 to US\$ 2,763 Bn in CY 2023, reflecting a CAGR of 4%. This growth can be attributed to increasing consumer demand, technological advancements, and the proliferation of digital infrastructure worldwide, driving innovation, communication, and efficiency across various sectors.

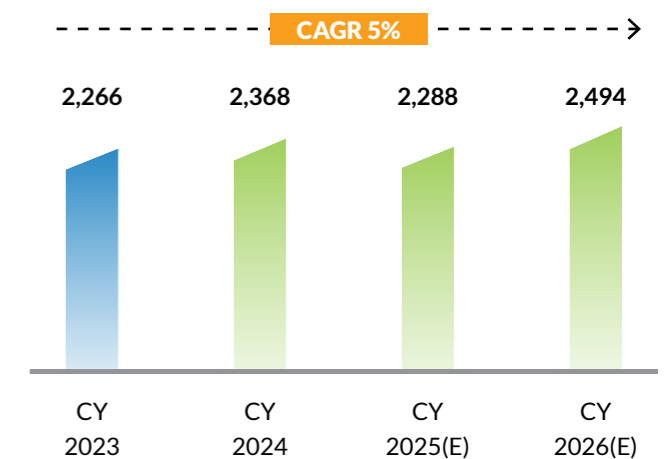


Global Electrical and Electronics Market - Historic Market Size, 2018-2023 (in US\$, Bn)



Sources: [Cyient DLM RHP, Keynote Capitals Ltd.]

Global Electrical and Electronics Market - Forecast Market Size, 2023-2028 (in US\$, Bn)



E - Estimate

Sources: [Cyient DLM RHP, Keynote Capitals Ltd.]

Outlook

The growth is driven by the ever-increasing demand for electronic devices, technological advancements, and the proliferation of digital technologies across various sectors. Key sectors contributing to this growth include consumer electronics, industrial automation, and emerging fields such as artificial intelligence, 5G networks, and Internet of Things (IoT) applications.

Drivers of the Global Electronics Industry



Technological Advances

Innovations in household appliances, improved internet access, increased usage of smartphones, and the integration of Internet of Things (IoT) drove the demand for technologically advanced electrical and electronic products.



Rise in Disposable Income

Increasing disposable incomes, propelled by economic growth and an expanding middle-class population in developing countries like China, India, and Brazil, have fuelled consumer spending on electrical and electronic products.



Low-Interest Rate Environment

Decreased interest rates in developed countries have encouraged borrowing and investment, stimulating economic growth and boosting the demand for electrical and electronic products.



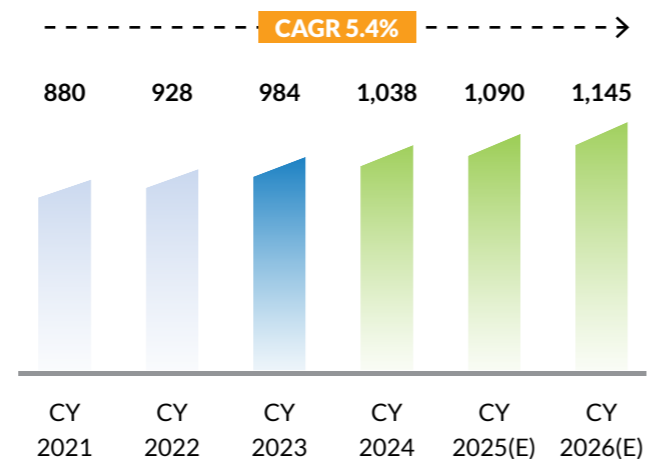
Introduction to Electronic System Design and Manufacturing (ESDM) Industry

The global Electronic System Design and Manufacturing (ESDM) market was valued at US\$ 984 Bn in CY 2023 and is expected to reach US\$ 1,145 Bn by CY 2026. Accounting for approximately 35% of the overall global electronics industry, the ESDM market is projected to expand at a CAGR of ~5.4% from CY 2021 to 2026. This growth is likely to outpace the ~4.6% CAGR expected for in-house OEMs during the same period. This suggests an increasing trend of outsourcing electronics manufacturing to ESDM companies.

Historically dominated by firms assembling components for OEMs, the ESDM landscape is transforming, with OEMs recognising ESDM enterprises' competencies beyond manufacturing. ESDM companies now participate in product design, development, testing, and post-sales services like repair and lifecycle management. Their design-centric capabilities include conceptualisation, chip design, VLSI, circuit board creation, and embedded systems development. With the benefits of production efficiency, reduced overhead, lower labour costs, and faster new product introductions, OEMs collaborate with ESDM partners, increasingly outsourcing design, and development processes.

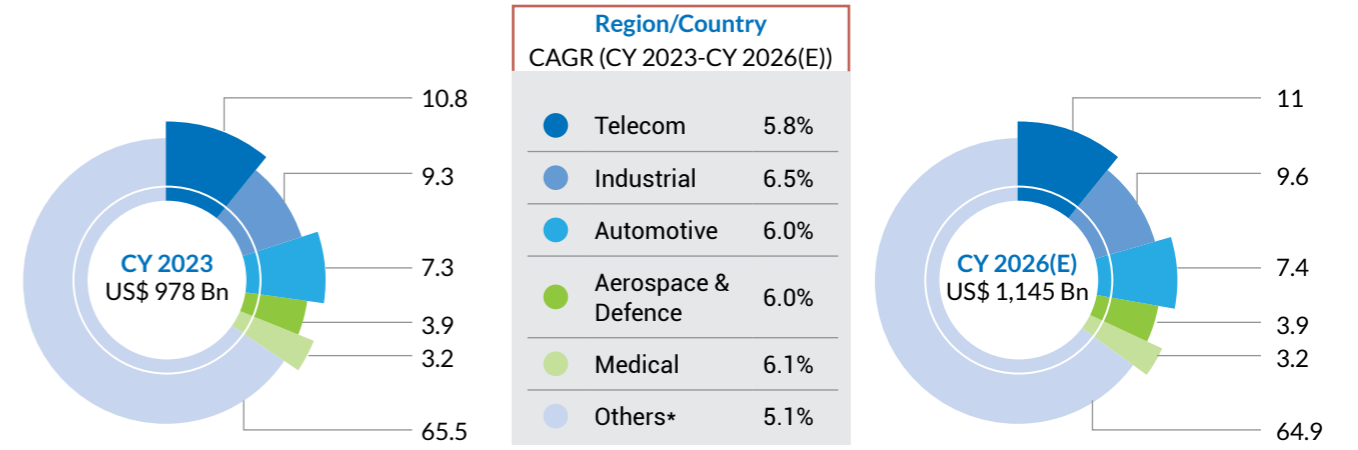


Global ESDM Industry Market Size (in US\$, Bn)



E - Estimate
Sources: [Avalon Technologies RHP, Keynote Capitals Limited.]

Global ESDM Market Segmentation (in %)



Source: [Clyent DLM MHP, Keynote Capitals Limited.]

* Others include mobile phones, consumer electronics, lighting, IT, magnetics, IoT, Radio-Frequency Identification (RFID) etc.

Range of Services Offered by ESDM Companies

<p>Product Testing: Testing product performance and identifying defects throughout the ESDM value chain.</p>	<p>Prototype: Developing a Proof of Concept (POC) to test their functionality and ensure they can be produced on a large scale.</p>	<p>Product Design: Conceptualising and designing electronic products based on OEM inputs before manufacturing.</p>	<p>Repair and Rework Services: Providing repair and remanufacturing services, mainly for high-value electronics.</p>
<p>Solutions Design: Creating complete solutions tailored to specific requirements.</p>	<p>Box Build/System Integration: Integrating and housing PCBA into a final product, which includes its testing and branding.</p>	<p>PCB Assembly: Assembling components on PCBs, a core part of electronics manufacturing.</p>	

Segments Driving the Industrial Electronics

<p>Telecom The rollout of 5G infrastructure and the deployment of advanced network equipment are driving the growth of the telecom sector. This segment is projected to experience substantial growth in the coming years.</p>	<p>Automobile The rapid development of autonomous and electric vehicles is driving significant demand for advanced electronics in this sector. Along with the aerospace & defence sector, the automobile industry is projected to experience substantial growth in the coming years.</p>	<p>Aerospace and Defence (A&D) ESDM providers are strategic partners for the aerospace and defence industry, offering cost reductions of 10-15% through their services. This sector is anticipated to experience significant growth due to the increasing demand for advanced avionics, navigation systems, and defence electronics.</p>	<p>Medical Constant innovation and the integration of cutting-edge technologies, such as robotics, artificial intelligence, and telemedicine, are propelling the medical electronics sector. This segment is expected to outpace the overall growth of the Electronics System Design and Manufacturing (ESDM) industry.</p>
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SWOT Analysis

Strengths



- Cutting-Edge Innovation:** The ESDM industry thrives on continuous technological breakthroughs, enabling the development of cutting-edge electronic systems and components that push boundaries.
- Worldwide Demand:** A consistently high global demand for electronic devices provides a stable and lucrative market landscape for the operation of ESDM companies. This trend is exemplified by the projected growth in India, where the demand for electronic products is expected to rise from US\$ 33 Bn in FY 2019-20 to US\$ 400 Bn by FY 2024-25.
- Specialised Talent Pool:** The Pradhan Mantri Kaushal Vikas Yojana, launched in 2015-16, aims to provide industry-relevant skill training to Indian youth. With a budget of ₹ 12,000 Crores, it targeted nearly 1 Crores people. The scheme includes centrally and state-managed components and incorporates Recognition of Prior Learning. The complementary Pradhan Mantri Kaushal Kendra programme offers soft loans up to ₹ 70 Lakhs for creating district-level training infrastructure, supporting the main scheme's implementation.
- Streamlined Supply Networks:** Well-established and streamlined supply chain networks allow ESDM companies to source components and materials, ensuring efficient operations seamlessly.
- Modular Design Capabilities:** Many ESDM companies have developed expertise in modular product design, enabling them to adapt to changing market demands and customer requirements rapidly.

Weaknesses



- Pricing Pressures:** Intense competition within the ESDM landscape exerts significant pricing pressures, which can lead to squeezed profit margins for industry players.
- Rapid Technology Cycles:** The breakneck pace of technological advancements can quickly render electronic products obsolete, entailing continuous innovation and product updates from ESDM companies to stay relevant.
- Environmental Concerns:** Increased scrutiny over the environmental impact of electronic waste has led to stricter regulations and a pressing need for sustainable practices within the industry.
- Capital Intensive:** The ESDM industry requires significant capital investments in research and development, advanced manufacturing facilities, and specialised equipment, posing a barrier to entry for new players. In India, setting up a bare PCB manufacturing factory with a monthly capacity of 5,000 SQM costs approximately ₹ 25 Crores. This high capital requirement is particularly challenging for domestic PCB manufacturers, most of which are MSMEs, limiting their ability to invest and expand quickly.

Opportunities

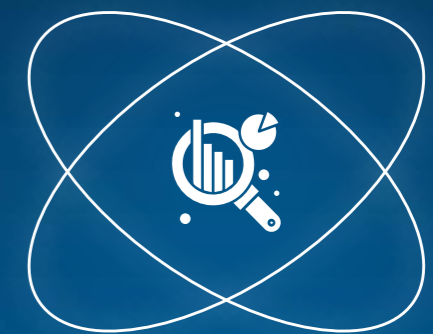


- Internet of Things (IoT) Proliferation:** The widespread adoption of IoT devices has unlocked ample opportunities for ESDM companies to develop and manufacture a diverse range of connected devices.
- Growing Emphasis on Renewable Energy:** Global renewable electricity capacity is projected to exceed 4,800 GW by FY 2025-26, a 60% increase from FY 2019-20, driven by robust policies and climate goals. China is expected to lead with 1,200 GW of wind and solar capacity, followed by India, Europe, and the US as major contributors. Solar PV is anticipated to be the dominant renewable technology across these markets. This growth in renewable energy will directly impact electronics demand, creating significant opportunities for the ESDM sector.
- 5G Rollout:** The large-scale deployment of 5G networks has opened up new avenues for ESDM companies to develop and manufacture advanced telecommunications equipment and devices.
- Greater Emphasis on Electric Vehicles:** The electric vehicle (EV) market is poised to dominate the automotive industry, offering significant opportunities for ESDM companies due to increased electronic content and charging infrastructure needs. Governments worldwide are incentivising EV purchases to reduce air pollution and promote sustainability. The higher number and complexity of PCBAs in EVs compared to ICE vehicles present a substantial potential for ESDM businesses to provide electronic manufacturing services to automakers.
- China+1 Strategy:** Global companies are diversifying supply chains away from China due to rising costs and regulatory changes, accelerated by the 2019 pandemic. This trend presents significant opportunities for India's ESDM sector to attract foreign investment and expand its global market share. India, along with countries like Vietnam and Mexico, is poised to benefit from this shift in the global ESDM industry. The country's supportive policies, skilled workforce, and growing domestic market position it as an attractive alternative manufacturing hub.
- Smart City Infrastructure:** The increasing emphasis on smart city initiatives worldwide has created opportunities for ESDM companies to provide advanced electronic systems and solutions for urban infrastructure development.

Threats



- Inability to Compete with Chinese and Taiwanese Suppliers:** Indian PCB manufacturers struggle to compete with Chinese and Taiwanese suppliers due to higher manufacturing costs, stemming from expensive imports, lack of scale, and skilled labour shortages. Despite trade tariffs, Chinese imports remain 20-25% cheaper, creating a vicious cycle that prevents Indian firms from entering high-volume markets and hinders industry growth.
- Intellectual Property Infringement:** Counterfeit products and intellectual property theft pose significant threats to ESDM companies, potentially impacting their revenue streams and brand reputation.
- Changing Consumer Preferences:** Shifting consumer preferences towards sustainability and environmentally friendly products may require ESDM companies to adapt their manufacturing processes and product offerings to remain competitive.
- Cybersecurity Risks:** As electronic systems become increasingly interconnected, ESDM companies face heightened risks of cyber threats, which can compromise product integrity and data security.
- Talent Acquisition Challenges:** Attracting and retaining highly skilled talent in areas such as electronics engineering, software development, and product design can be a major challenge for ESDM companies.



Global PCBA Market

The printed circuit board assembly (PCBA) market is expected to reach a significant valuation of US\$ 145 Bn by the CY 2032. Thus, exhibiting an impressive compound annual growth rate (CAGR) of 5%. This substantial growth can be attributed to several key factors, including technological advancements, rising demand for consumer electronics, automotive electronics, and industrial automation, as well as the rapid expansion of the Internet of Things (IoT) industry. PCBA, a crucial process involving the assembly of electronic components onto Printed Circuit Boards (PCBs), plays a pivotal role in electronic manufacturing. The surge in demand for PCBA services is driven by the aforementioned factors, which are collectively fuelling the growth of this industry.

Source: [https://www.fortunebusinessinsights.com/electronic-manufacturing-services-ems-market-105519]

Indian Electronic Industry Overview

The Indian electronics industry, one of the fastest-growing sectors globally, is transforming lives, businesses, and economies. India is on track to become a US\$ 1 Tn digital economy by FY 2025-26. Currently, the electronics market in India is valued at US\$ 155 Bn, with domestic production accounting for 65% of this market. Technology transitions such as the rollout of 5G networks and the Internet of Things (IoT) are driving accelerated adoption of electronic products. Initiatives like 'Digital India' and 'Smart City' projects have increased demand for IoT in the electronics devices market, promising a new era for electronic products.

India's domestic production has seen a compound annual growth rate (CAGR) of 13%, growing from US\$ 49 Bn in FY 2016-17 to US\$ 101 Bn in FY 2022-23. The country's electronics exports are projected to reach US\$ 120 Bn by FY 2025-26. In May 2024, electronic goods exports were recorded at US\$ 2.97 Bn, compared to US\$ 2.41 Bn in May 2023, marking a growth of 23%. Additionally, 100% FDI is allowed under the automatic route for electronics, with up to 49% allowed in defence electronics through the automatic route, and beyond 49% requiring government approval.

Source: [https://www.investindia.gov.in/sector/electronic-systems]

Quick Facts

- 1 The country's electronics exports are expected to reach US\$ 120 Bn by FY 2025-26
- 2 During Apr-Feb 2024 the export of electronic goods was recorded at US\$ 25.60 Bn, a 23.7% growth compared to US\$ 20.69 Bn during Apr-Feb 2023
- 3 India was ranked 60th in the Network Readiness Index 2023, from 67 in FY 2020-21
- 4 96% reduction in data cost from ₹ 269 per GB in 2014 to ₹ 10.1 per GB in FY 2022-23
- 5 100% FDI is allowed under the automatic route; for defence electronics, FDI up to 49% is automatic, and beyond 49% requires government approval
- 6 A US\$ 1 Tn valuation targeted for the Digital Economy in FY 2025-26
- 7 A US\$ 155 Bn market size projected for the Indian Electronics Market
- 8 US\$ 30 Bn in fiscal incentives for the ESDM & Allied Sectors
- 9 ₹ 38,645 Crores allocated for PLI for Large Scale Electronics Manufacturing

Source: [https://www.investindia.gov.in/sector/electronic-systems]



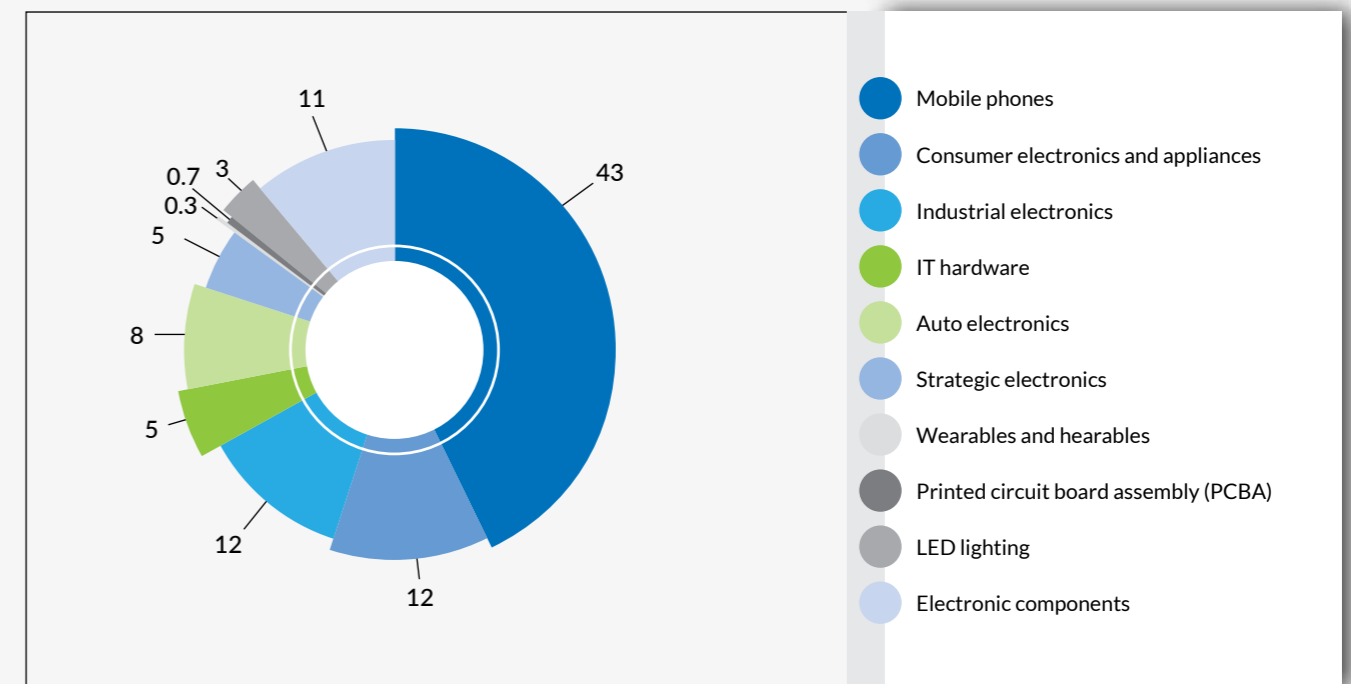
Current Trends Indicate India May Have 1 Bn Smartphone Users by CY 2026

Smartphone Users (Mn)		Smartphone penetration (%)
300	FY 2016-17	22
375	FY 2017-18	28
346	FY 2018-19	25
439	FY 2019-20	32
607	FY 2020-21	44
659	FY 2021-22	47
731	FY 2022-23	51
829	FY 2023-24(E)	58
926	FY 2024-25(E)	-
1,008	FY 2025-26(E)	70

E - Estimate

Source: [PwC analysis based on secondary research data]

Production Profile of the Indian Electronics Industry (in %)



Source: [https://www.investindia.gov.in/sector/electronic-systems]

Key Metrics Driving the Demand in India

Growth in per Capita Income

2x Growth

Over the past 9 years, the per capita income in India has doubled from US\$ 1,039.93 to US\$ 2,063.96, indicating significant economic growth and increased purchasing power among the population.

Largest Smartphone Market

2nd Largest

India is the second-largest smartphone market in the world, with as many as 820 Mn subscribers. This highlights the extensive reach and penetration of smartphones in the country.

Digital Transactions

> US\$ 91 Bn

India leads globally in terms of the number of digital transactions, showcasing the country's rapid adoption of digital payment methods and financial technology.

Global Economies for Digital Consumption

Top 3

India is ranked among the top three global economies in terms of digital consumption, reflecting the high engagement of its population with digital content and services.

Market Size of IoT

US\$ 9,200 Mn by CY 2025

The Internet of Things (IoT) market in India is expected to reach a size of US\$ 9,200 Mn by CY 2025, representing a 100% growth from current levels. This indicates a burgeoning demand for connected devices and smart technologies.

Digitally Skilled Employee Base

~1.4 Mn

India boasts a digitally skilled employee base of approximately 1.4 Mn, underscoring the availability of talent in the technology sector.

Global Capability Centres (GCCs)

~50%

Nearly half of the global capability centres are set up in India, demonstrating the country's strategic importance as a hub for global business operations.

Largest OTT Market

6th Largest

India is the sixth largest market for over-the-top (OTT) media services, with a CAGR of 28%. This highlights the growing demand for online streaming content.

Technology Workforce in MNCs

>35%

More than 35% of the technology workforce in multinational corporations (MNCs) in India is engaged in digital roles, indicating a strong presence of tech talent in the country.

Data Revenue from 5G Services

>65%

By CY 2026, the data revenue from 5G services is expected to contribute over 65% to the total telecom revenues in India, reflecting the anticipated impact of 5G technology on the telecom sector.

Source: [PwC analysis]

Three Pillars under the Integrated Approach Undertaken by the GoI in the Electronics Sector

Fiscal

NPE

- A roadmap for the electronics sector

PLI

- Promote telecom equipment manufacturing

SPECS

- A capital subsidy for semiconductor manufacturing

Semiconductor Programme

- Fiscal support for fab, display, and design

State-Level Incentives

- By different State Governments

Infrastructure

Gati Shakti

Integrated planning of infrastructure projects

EMC

Creation of sector-specific infrastructure

National Infrastructure Pipeline

~9,000 projects and a ~2 Tn US\$ outlay

DFCs and ICs

Strengthening logistics and industrial ecosystem

Skill Development

Skill India

For providing adequate training in market-relevant skills

Designing Students' Curriculum

Along with industry experts

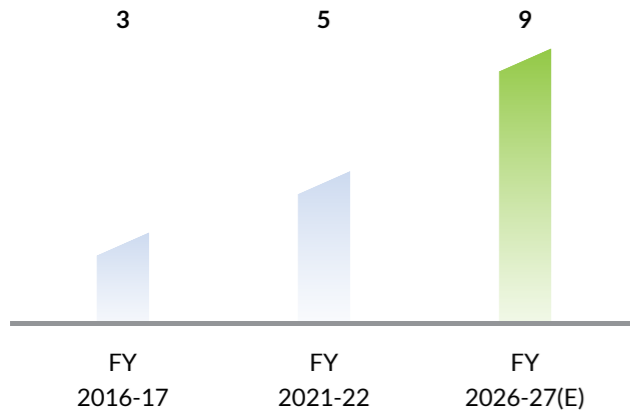
Financial Incentives

To reduce the cost of skilling

Formulation of Public-Private Partnerships

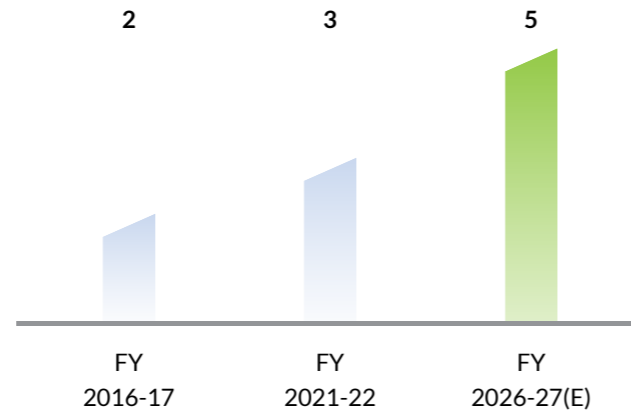
To create an industry-ready workforce

Indian Electronics Market Share in Global Electronics Industry (%)



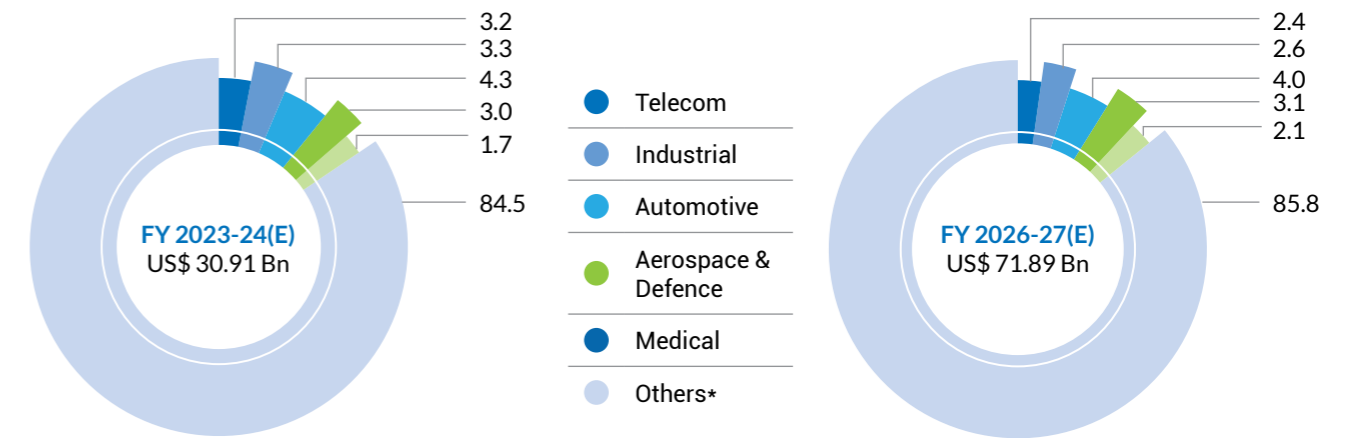
E - Estimate
Source: [Cyient DLM RHP, Keynote Capitals Limited.]

Indian Electronics Manufacturing Contribution to GDP (%)



E - Estimate
Source: [Cyient DLM RHP, Keynote Capitals Limited.]

Indian ESDM Market Segmentation – End-User Industries



E - Estimate
Source: [Cyient DLM RHP, Keynote Capitals Limited.]

E - Estimate
*Others include Mobile Phones, Consumer Electronics & Appliances, IT hardware, Lighting, etc

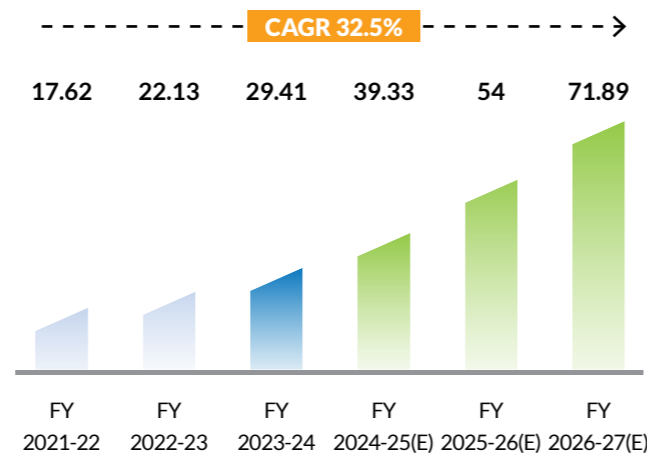
India's ESDM Industry Overview

India's Electronics System Design and Manufacturing (ESDM) industry was valued at US\$ 29.41 Bn as of FY 2023-24 and is expected to reach US\$ 71.89 Bn by FY 2026-27. Several Original Equipment Manufacturers (OEMs) have traditionally engaged in the development, design, and manufacturing of electronic products internally. Currently, OEMs with in-house capabilities account for ~75% of India's total domestic electronics production market. However, there is a gradually increasing reliance on ESDM partners.

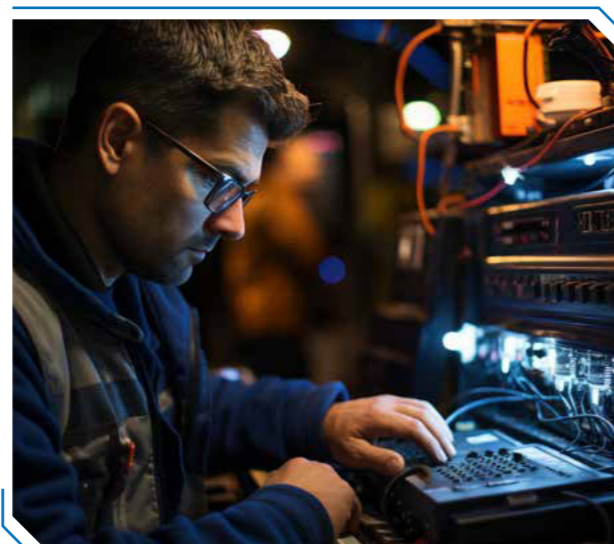
ESDM providers are progressively expanding their offerings to include comprehensive design services alongside contract manufacturing. This transition is advantageous for both ESDM providers and OEMs. It enables the providers to secure higher profit margins, while OEMs can benefit from outsourcing manufacturing and design functions, allowing them to concentrate on other expansion initiatives. Considering the vast, intricate, and highly competitive nature of the electronics industry, OEMs are now inclined towards focussing on marketing and post-sales services. As such, the manufacturing aspect is being delegated to ESDM partners. An ESDM entity equipped with economies of scale enjoys an advantageous position in adapting to frequent technological shifts, affording enhanced negotiating leverage with suppliers of raw materials.

Source: [https://www.investindia.gov.in/sector/electronic-systems]

Indian ESDM Industry Market Size (in US\$ Bn)

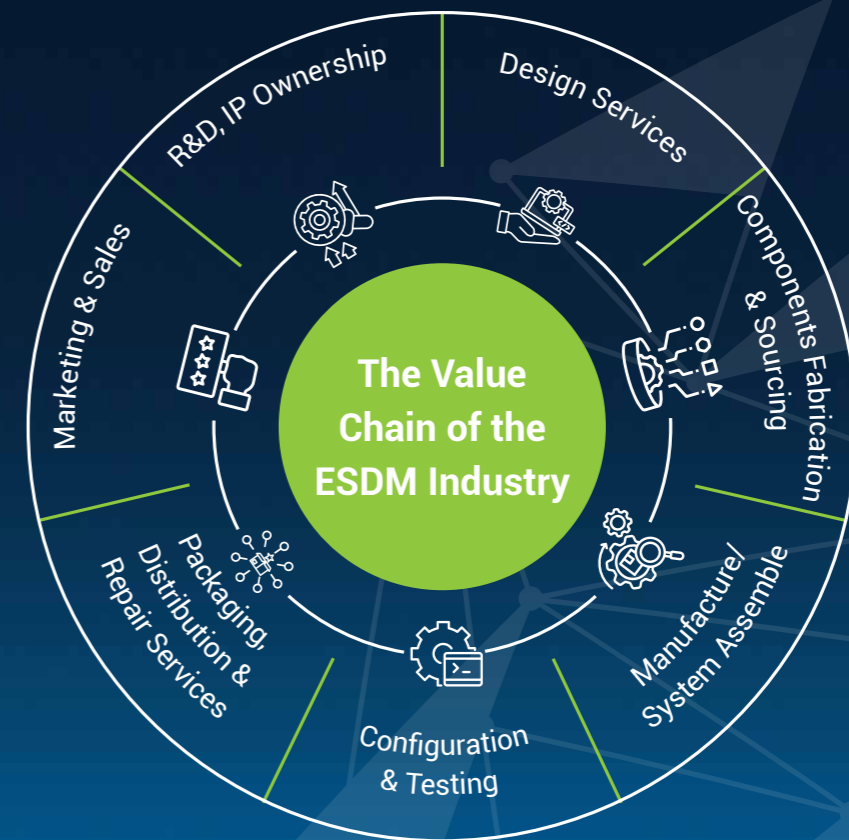


E - Estimate
Source: Cyient DLM RHP, Keynote Capitals Ltd.



The Value Chain of the ESDM Industry

The ESDM industry's value chain starts with Original Design Manufacturers (who develop the product design as per the OEMs' specifications). It then extends to EMS (assembling components), job work, and after-sale services.



Government Schemes for Propelling Industrial Growth

The Government of India prioritises electronics hardware manufacturing under the 'Make in India' and 'Digital India' initiatives. It aims to level the playing field for domestic manufacturers by rationalising tariffs, simplifying procedures, providing incentives, and upgrading infrastructure. The Government has introduced several schemes and policies to promote the electronics manufacturing sector in India, some of which are listed below:

National Policy on Electronics (NPE) 2019	The NPE 2019 is targeted towards making India a global ESDM hub by enhancing domestic value addition and combining domestic demand and export potential. It promotes a manufacturing ecosystem by extending support through various programmes and incentives.
Modified Electronics Manufacturing Clusters (EMC 2.0) Scheme	EMC 2.0 provides up to 50% financial assistance for infrastructure projects, capped at ₹ 700 Mn per 100 acres. This scheme has been introduced to attract global electronics manufacturers and their supply chains to the country.
Product Linked Incentive (PLI) Scheme for Large Scale Electronics Manufacturing	The PLI scheme offers a 4-6% incentive on the incremental sales of locally manufactured electronics over five years. It targets large investments in mobile phone manufacturing and specified electronic components.
Scheme for Promotion of Manufacturing of Electronic Components and Semiconductors (SPECS)	SPECS offers a 25% financial incentive on the capital expenditure for new units and expansions to strengthen the electronics manufacturing value chain. The scheme is focussed on electronic components, semiconductor/display fabrication units, and related sub-assemblies.
Semiconductors and Display Fabrication Ecosystem	This programme provides incentives for companies involved in semiconductor and display fabrication to develop a sustainable ecosystem in India. It covers Silicon Semiconductor Fabs, Display Fabs, and related technologies with an outlay of ₹ 760 Bn.

India's PCBA Market

The Printed Circuit Board (PCB) market in India is poised for substantial growth, having reached a value of US\$ 5.4 Bn in CY 2023. According to projections by IMARC Group, the market is expected to expand dramatically, reaching US\$ 21.3 Bn by CY 2032. This represents an impressive Compound Annual Growth Rate (CAGR) of 16.4% during the period from 2023 to 2032. PCBs serve as the essential foundation for electronic devices, incorporating crucial components such as flash memory, application processors, graphics processors, and various semiconductor-based active and passive sub-components. This robust growth trajectory underscores the increasing importance of PCBs in India's rapidly evolving electronics manufacturing sector.



Source: [https://www.imarcgroup.com/indian-pcb-market]

Company Overview

Kaynes Technology India Limited (also referred to as 'Kaynes', 'KTIL', 'Our Company' or 'We'), is a prominent player in integrated electronics manufacturing. With over three decades of experience in the industry, we offer end-to-end and IoT-enabled ESDM solutions spanning conceptual design, process engineering, integrated manufacturing, and life-cycle support. Our offerings cater to

the needs of diverse sectors like automotive, industrial, aerospace, defence, outer space, nuclear, medical, railways, IoT, and IT. KTIL's state-of-the-art infrastructure allows our Company to handle high-mix, high-value, and variable-volume products, delivering optimised product realisation solutions for complex products. In addition to our core ESDM business, we have recently ventured

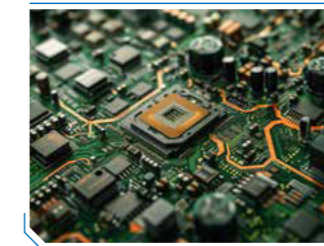
into cutting-edge semiconductor assembly and testing (OSAT), and high-density interconnect PCBs (HDI PCBs). We have also formed strategic technology partnerships in cybersecurity, medical tech, AR/XR, and silicon photonics. These moves have positioned us as a single-stop solution provider with superior margins in complex product manufacturing.

An Overview of Our Business Verticals



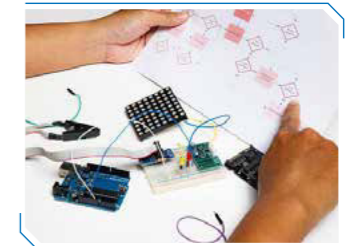
Original Equipment Manufacturer (OEM) - Box Build

We have a comprehensive manufacturing infrastructure encompassing customised production lines tailored for box building, integration, and testing activities. Our facilities are well-equipped to manufacture cable forms, harnesses, and plastic moulding and fabrication products. To ensure product reliability, we maintain a dedicated burn-in/soak-test facility. Furthermore, our Company holds expertise in designing and building customised testing hardware, which includes firmware flashing fixtures, PCBA fixtures, end-of-line testers, and product functional testers. Our efficient supply chain enables us to directly ship our OEM products to our customers' warehouses, ensuring seamless logistics operations.



OEM - Turnkey Solutions - Printed Circuit Board Assemblies (PCBAs)

KTIL provides comprehensive turnkey solutions encompassing the entire gamut of PCB assembly manufacturing. Our services span prototyping, sourcing (including supplier development for bare PCBs), test jig construction, and PCB process design. Utilising our state-of-the-art SMT lines, we manufacture and deliver tested and validated boards to customers globally. Our forte lies in high-mix, high-technology, and flexible volume production, catering to diverse industries such as aerospace, defence and outer space, railways, medical, IT/ITES, industrial, and automotive electronics. Moreover, KTIL's value-added services for esteemed customers across these verticals further enhance our comprehensive solution portfolio.

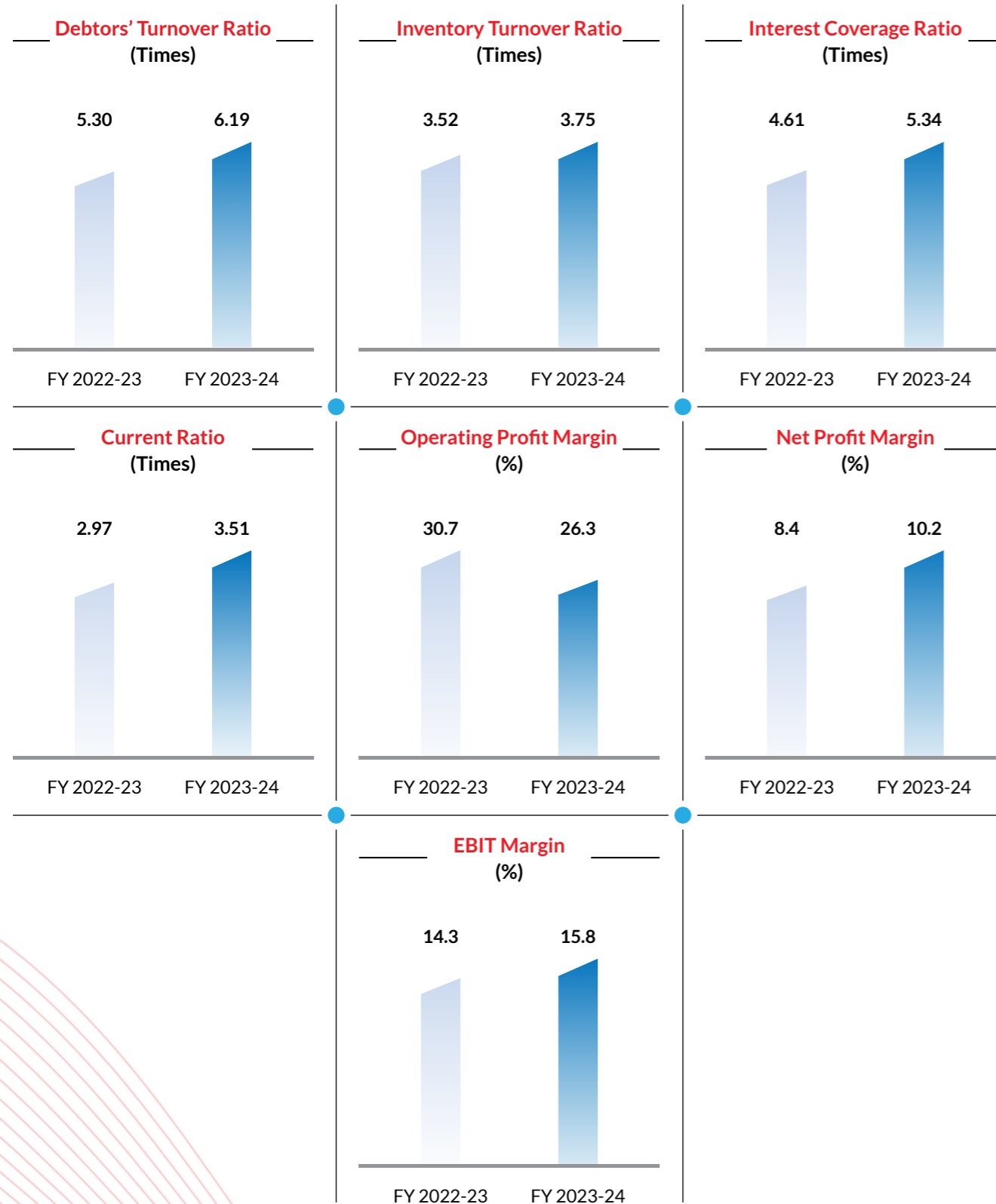


Original Design Manufacturing (ODM)

We offer a comprehensive array of services, including product design and development, which comprises software, Printed Circuit Boards (PCBs), and mechanical design domains. Our forte lies in crafting customised technology solutions through our specialised Embedded Systems division, which excels in high-speed, multi-layer, mixed-signal, and RF PCB designing. Additionally, we provide the added advantage of conducting rigorous two-stage design reviews to ensure optimal quality and adherence to specifications. Our design capabilities enable us to deliver tailored solutions catering to the unique requirements of our esteemed clients across diverse industries.

Financial Highlights

On a consolidated basis, we achieved an exceptional financial performance during the FY 2023-24. Our total revenue soared to a substantial ₹ 18,046 Mn, marking a staggering 60% year-over-year surge from the ₹ 11,261 Mn recorded in FY 2022-23. Thus, reflecting our incredible growth trajectory. Our operational EBITDA demonstrated strong growth, climbing 51% to ₹ 2,542 Mn in FY 2023-24. Notably, our profitability witnessed a meteoric rise, with Profit after Tax (PAT) skyrocketing by a remarkable 93% compared to the previous fiscal, reaching ₹ 1,833 Mn. This robust performance was further bolstered by an impressive expansion of 170 basis points in our net profit margins, underscoring KTIL's operational efficiency and financial discipline.



Opportunity

The ESDM industry presents a significant opportunity, driven by the localisation of the electronics supply chain in India. This localisation is fuelled by high domestic volumes, increased consumption, and enhanced outsourcing, influencing domestic manufacturers to procure components locally and strengthening the ecosystem. Currently, Tier-2 companies are leveraging ESDM services to offset high costs while focussing on product localisation, innovative design, and R&D. Meanwhile, India is undergoing transformative changes with policies like SPECS, PLI, and NPE 2019, enhancing preferential conditions, augmenting infrastructure, and increasing raw material accessibility. These initiatives are positioning the country to compete against China's current manufacturing cost advantage. The megatrend of outsourcing manufacturing to ESDM companies is inevitable as OEMs are focussing on their core competencies. Moreover, with the surge in consumption across automobiles, consumer durables, industrial machinery, and telecommunications segments, the demand for electronic components and systems is poised for substantial growth, presenting a compelling opportunity for the ESDM industry.



Threats

The Electronic System Design and Manufacturing (ESDM) industry in India grapples with formidable threats that could hinder its growth trajectory. Fierce competitive intensity, with over 12,000 players vying for a market share, has intensified pricing pressures and necessitated hefty investments in R&D for product differentiation. Compounding this challenge is an inefficient supply chain heavily reliant on imported high-value components. The dependence has been fuelled by trade agreements that render imports more cost-effective than domestic production, underscoring the urgent need to bolster indigenous capabilities. Furthermore, the industry's rich valuations, fuelled by an optimistic ~33% growth outlook, could prove precarious in case of market disruptions or unmet expectations. Other threats include insufficient government support, competition from low-cost countries, vulnerability to global supply chain shocks, and the imperative for continuous innovation to stay abreast of disruptive technologies like IoT, AI, and ML. To address such multifaceted challenges, there is a need for industry-wide collaboration, strategic foresight, and a steadfast commitment to innovation. These efforts can help strengthen competitiveness in the industry and ensure sustainable growth.

Risk & Mitigation

At KTIL, we highly prioritise risk management and continuously evaluate and improve our risk management practices to change business environments and emerging risks. Our Board of Directors is responsible for establishing and overseeing our Company's risk management framework to effectively identify, manage, and mitigate these risks.



 **Market Volatility**

Impact	Mitigation
Unfavourable market conditions, fluctuations in consumer demand, or intensified competition can lead to potential declines in the KTIL's sales and revenue and in turn affect our profitability.	We have implemented strategies to diversify our product/ service offerings and revenue streams, enhancing market understanding and adapting swiftly to evolving customer preferences.

 **Technological Disruptions**

Impact	Mitigation
Rapid advancements may render our Company's existing products/services obsolete or necessitate significant investments in new technologies to remain competitive.	We have allocated resources for continuous innovation and R&D, closely monitoring technological trends and adopting emerging solutions proactively.

 **Regulatory Changes**

Impact	Mitigation
Alterations to industry regulations can impact KTIL's operational processes, compliance requirements, and profitability, potentially leading to hefty penalties or restrictions.	We stay vigilant about regulatory developments and maintain open communication with governing bodies; implementing robust compliance programmes and swiftly adapting our internal policies/procedures accordingly.

 **Environmental Factors**

Impact	Mitigation
Environmental concerns could limit our Company's operations, increase costs due to stringent regulations, or prompt shifts in consumer preferences toward eco-friendly alternatives.	We have proactively adopted sustainable practices, reduced our environmental footprint and explored eco-friendly product/service offerings. This has helped us maintain a diversified portfolio to mitigate risks arising from limited offerings.

 **Operational Challenges**

Impact	Mitigation
Inefficiencies, quality issues, workplace incidents, or disruptions in KTIL's critical systems could impede productivity, profitability, and business continuity.	We have implemented robust quality control, safety protocols, and business continuity plans, investing in training, process improvements and infrastructure upgrades.

 **Supply Chain Disruptions**

Impact	Mitigation
Delays or shortages in obtaining raw materials, components, or finished goods can lead to production delays, increased costs, and customer dissatisfaction.	We have diversified our supplier base by maintaining contingency plans for alternative sourcing and implementing supply chain risk management processes. We are also considering to implement nearshoring or reshoring strategies to reduce reliance on global supply chains.

Human Resources

At Kaynes, we go beyond mere words to create an exceptional employee experience. We are dedicated to fostering an inclusive and engaging work environment, attracting, and retaining top talent through innovative recruitment strategies. We emphasise hiring skilled professionals who are passionate about delivering exceptional services and conduct comprehensive training programmes for their professional growth.

We prioritise employee well-being and satisfaction through several wellness initiatives, employee assistance programmes, and open communication channels. Our approach of providing regular feedback, coaching, and performance evaluations ensures our employees' effective contribution towards the organisational objective. As of 31 March, 2024, our employee strength stood at 1,567. Our human resources practices are centred around developing and retaining top talent, fostering engagement, and driving organisational success through effective workforce management.

Internal Controls

At Kaynes, our management is committed to ensuring that our internal control systems are in line with our strategic objectives and implemented consistently throughout the organisation. Our Company has developed a comprehensive internal control system consisting of policies and procedures aimed at facilitating efficient management of operations, safeguarding of assets, optimal resource utilisation, and accurate financial reporting, while ensuring compliance with applicable laws and regulations. The internal control systems cover all areas of KTIL's operations and are reviewed and tested periodically to ensure their effectiveness. We greatly emphasise the continuous improvement of our internal control systems to mitigate risks and improve operational efficiency.

Quality Control Statement

Our Company's quality policy is centred on meeting customer needs by delivering dependable products and services that conform to regulatory requirements while continuously enhancing our quality management systems. We ensure the quality of our products through a qualification process that covers the entire value chain, thereby guaranteeing that customers receive quality products. Our Company's quality control programmes are subjected to regular evaluations and monitoring at most of our manufacturing facilities to ensure adherence to high-quality standards. Additionally, both third-party agencies and customers conduct compliance audits of our Company's manufacturing facilities regarding quality management.

Cautionary Statement

Certain statements made in this report, including but not limited to the Company's objectives, projections, expectations, and estimates, may constitute 'forward-looking statements' within the meaning of applicable laws and regulations. Actual results may differ materially from those expressed or implied. Various factors could make a significant difference to our Company's operations and actual results, including but not limited to changes in government regulations, tax laws, economic developments in India and other countries where our Company conducts business, litigation, and other related factors. This report serves as a cautionary statement, and our Company takes no responsibility for any decisions made based on the information contained herein.

BOARD'S REPORT

To
The Members,
KAYNES TECHNOLOGY INDIA LIMITED

Your Directors take pleasure in presenting the Sixteenth (16th) Annual Report of your Company, along with the Audited Financial Statements and Auditor's Report for the Financial Year ended 31 March, 2024.

1. FINANCIAL SUMMARY OR HIGHLIGHTS:

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

Particulars	Standalone		Consolidated	
	Year ended 31 March, 2024	Year ended 31 March, 2023	Year ended 31 March, 2024	Year ended 31 March, 2023
Revenue from Operations	12,739.39	10,865.57	18,046.19	11,261.14
Other Income	641.93	116.98	559.16	113.98
Total Income	13,381.32	10,982.55	18,605.35	11,375.12
Total Expenses excluding Depreciation	11,560.91	9,560.64	16,038.25	9,927.32
Depreciation and Amortisation Expenses	214.41	176.74	251.41	187.41
Profit/(Loss) before exceptional Items and tax	1,606.00	1,245.17	2,315.69	1,260.39
Exceptional Items	-	-	-	-
Profit/(Loss)before Tax	1,606.00	1,245.17	2,315.69	1,260.39
Provision for Tax	340.00	302.11	458.39	311.14
Deferred Tax charge/(credit)	5.02	(4.55)	24.41	(2.71)
Profit/(Loss) for the year	1,260.98	947.61	1,832.89	951.96
Other Comprehensive Income net of tax	3.00	2.08	5.62	2.96
Total Comprehensive Income/(Expense) for the year	1,263.98	949.69	1,838.51	954.92
(Less) Share of Profit / (loss) of minority interest	-	-	2.72	1.75
Total Comprehensive Income/(Expense) for the year, Net of Tax	-	-	1,835.79	953.17
Earnings per Share–Basic in ₹	21.10	19.79	30.63	19.84
Earnings per Share–Diluted in ₹	20.83	19.55	30.24	19.61

2. STATE OF COMPANY'S AFFAIRS AND BUSINESS PROSPECTS

Revenue summary

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

Your Company achieved a total revenue of ₹ 13,381.32 Mn during the Financial Year ended 31 March, 2024 as against ₹ 10,982.55 Mn in the previous Financial Year. Your Company has earned a net profit (after depreciation and tax) of ₹ 1,263.98 Mn in the current year as against ₹ 949.69 Mn in the previous year.

Basic EPS for the FY 2023-24 is ₹ 21.10 as against ₹ 19.79 in FY 2022-23.

Profitability summary

- EBITDA growth over 0.33x and margins improved by 224.21 bps with strong operational performance.
- PAT growth over 0.93x and margins improved by 117.71 bps with improvement in debt matrix and better fixed asset turnover ratio.

3. CHANGE IN THE NATURE OF BUSINESS

There were no changes in the nature of business of the Company during the year ended 31 March, 2024.

4. DIVIDEND

Your Company has in place the Dividend Distribution Policy for the purpose of declaration and payment of Dividend in accordance with the provision of the Companies Act, 2013 (the "Act") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations").

The Dividend Distribution Policy is available on the website of the Company at https://www.kaynestechology.co.in/doc/Codes-and-Policies/Kaynes%20Technology_Dividend%20distribution%20policy.pdf under Investors section.

The Board does not recommend any dividend for the Financial Year 2023-24.

5. AMOUNTS TRANSFERRED TO RESERVES

The Company has not proposed to transfer any amount to the general reserve for the year ended 31 March, 2024.

6. ANNUAL RETURN

Pursuant to Sections 92(3) and 134(3)(a) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return i.e., Form MGT-7 of the Company for the FY 2023-24 is available on the website of the Company at https://www.kaynestechology.co.in/doc/Regulation-46-of-sebi-lodr-regulation/Annual%20Return_2023-24.pdf

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

Your Company has an appropriate mix of Executive, Non-Executive and Independent Directors to maintain the independence of the Board and separate its functions of governance and management. The composition of the Board of Directors, Key Managerial Personnel and changes in the composition of the Board of Directors and Key Managerial Personnel as on 31 March, 2024 is exhibited below:

Sl. No.	Name (Messrs)	Designation	Date of appointment
1.	Savitha Ramesh	Executive Chairperson & Whole Time Director	28 March, 2008
2.	Ramesh Kunhikannan	Managing Director	28 March, 2008
3.	Jairam P Sampath	Whole Time Director & Chief Financial Officer	10 March, 2018
4.	S G Murali	Independent Director	21 February, 2022
5.	Anup Kumar Bhat	Independent Director	12 January, 2022
6.	Alexander Koshy	Independent Director	21 February, 2022
7.	Heinz Franz Moitzi*	Independent Director	16 June, 2023
8.	Poornima Ranganath	Independent Director	31 March, 2022
9.	Rajesh Sharma	Chief Executive Officer	20 December, 2021
10.	S M Adithya Jain	Company Secretary & Compliance Officer	15 September, 2023

*Mr. Heinz Franz Moitzi was appointed on the Board as an Independent Director during the FY 2023-24.

Appointment and Re-appointment:

The following Appointments and Re-appointments were made during the financial year till the date of the report:

- Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 16 May, 2023, appointed Mr. Heinz Franz Moitzi (DIN: 00323506) as an Additional Director in the category of Independent Director of the Company, with effect from the date on which inclusion / registration of his name in the Independent Directors Data Bank under the Ministry of Corporate Affairs ("MCA") portal and accordingly Mr. Heinz Franz Moitzi has registered himself on the Independent Directors Data Bank on 16 June, 2023. Further, the Members of the Company have approved his appointment as an Independent Director of the Company for a period of 5 years till 15 June, 2028 by way of a Special Resolution at the 15th Annual General Meeting held on 15 September, 2023.
- Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 31 July, 2023 approved the re-appointment of Mr. Ramesh Kunhikannan (DIN: 02063167) as Managing Director, for a further period of 5 years with effect from 01 April, 2024 to 31 March, 2029. The Members of the Company have approved his appointment by way of a Special Resolution at the 15th Annual General Meeting held on 15 September, 2023.
- Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 31 July, 2023 approved the re-appointment of Mrs. Savitha Ramesh (DIN: 01756684) as

Executive Chairperson & Whole Time Director, for a further period of 5 years with effect from 01 April, 2024 to 31 March, 2029. The Members of the Company have approved her appointment by way of a Special Resolution at the 15th Annual General Meeting held on 15 September, 2023.

- In terms of the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Jairam P Sampath (DIN : 08064368), Whole-time Director, retires at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The details of Mr. Jairam P Sampath are provided in the Notice of the Annual General Meeting. The Board of Directors recommends his re-appointment.

Resignation:

- Mr. Vivekanandah Ramaswamy, resigned from the office of Independent Director of the Company with effect from close of business hours of the Company on 01 November, 2023, due to alternative professional engagement that is in conflict with the plans of the Company to foray into new business segment. The Board places on record its appreciation for the contributions made by him to the progress of the Company during his tenure as Director of the Company.

None of the Directors are disqualified from being appointed as such under the provision of Section 164 of the Companies Act, 2013.

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

The Independent Directors, Mr. S G Murali, Mr. Anup Kumar Bhat, Mr. Alexander Koshy, Mr. Heinz Franz Moitzi and Mrs. Poornima Ranganath have maintained highest standards of integrity in their dealings with the Company. They also possess the requisite expertise and experience (including Proficiency) necessary for acting as Independent Directors of the Company. Annual Declarations received from the Independent Directors for the FY 2023-24 contain affirmations regarding registrations in the data bank.

The Company has 5 (Five) Key Managerial Persons (KMPs) including Executive Directors, Mrs. Savitha Ramesh, Executive Chairperson and Whole-time Director, Mr. Ramesh Kunhikannan, Managing Director, Mr. Mr. Jairam P Sampath, Whole-time Director and Chief Financial Officer, Mr. Rajesh Sharma, Chief Executive Officer and Mr. S M Adithya Jain, Company Secretary & Compliance Officer as on the date of this Report.

Changes in Key Managerial Personnel:

Mr. Ramachandran Kunnath resigned as Company Secretary & Compliance Officer of the Company w.e.f closing of business hours on 15 July, 2023. The Board has placed on record its deep appreciation of the contribution made by Mr. Ramachandran Kunnath during his tenure as Company Secretary & Compliance Officer of the Company.

Based on the recommendation of Nomination & Remuneration Committee, the Board at its Meeting held on 31 July, 2023 appointed Mr. S M Adithya Jain as Company Secretary & Compliance Officer w.e.f. 15 September, 2023.

List of Senior Management

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

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

List of Senior Management

SL No	Name	Designation
1.	Jairam P Sampath	Whole-Time Director and Chief Financial Officer
2.	Rajesh Sharma	Chief Executive Officer
3.	Sajan Anandaraman	Head – Commercial and Corporate Affairs
4.	Premita Govind	Head – Human Resources
5.	Govind S Menokee	Head – Information Technology
6.	Col. Sharath Kumar Bhat	Senior Vice President – International Business
7.	Col. Dilip Nambiar	Senior Vice President – Operations
8.	R Balasubramanian	Deputy CFO
9.	G Sriram*	Vice President – Operations
10.	Vishwanathan K	Senior Vice President – Supply Chain Management
11.	Gaurav Mehta	Senior Vice President – Business Development
12.	Abdul Nazar	Senior Vice President – Business Development (Automotive)
13	S M Adithya Jain	Company Secretary and Compliance Officer

* Mr. G Sriram resigned from the office of Vice President with effect from closing of business hours on 26 March, 2024.

Declaration by Independent Directors:

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

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

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

8. BOARD MEETINGS

The Board of Directors of the Company met 9 times during the year under review. The details of these Board Meetings are provided in the Report on Corporate Governance section forming part of the Annual Report. The necessary quorum was present for all the meetings.

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

Separate meeting of the Independent Directors

In terms of requirements under Schedule IV of the Act and Regulation 25(3) of the Listing Regulations, one separate meeting of the Independent Directors was held during FY24. Further details are mentioned in the Corporate Governance report.

9. COMMITTEES OF THE BOARD:

During the FY 2023-24, your Board has 7 Committees viz., Audit Committee, Nomination & Remuneration Committee, Corporate Social Responsibility Committee, Stakeholders' Relationship Committee, Risk Management Committee, Borrowings & Investment Committee and Fund-Raising Committee. Further, the Fund-Raising Committee was dissolved on 27 March, 2024. The composition of the Committees, Roles and Responsibilities and Meetings held, as per the applicable provisions of the Act, Rules and the Listing Regulations are given separately in Corporate Governance Report which forms an integral part of the Annual Report.

10. CORPORATE GOVERNANCE:

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

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

11. MANAGEMENT DISCUSSION AND ANALYSIS (MD&A):

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

12. PERFORMANCE EVALUATION OF THE BOARD AND BOARD DIVERSITY:

The performance evaluation of the Board and its Committees is applicable to the Company from FY 2023-24 pursuant to listing of the shares of the Company on the Stock Exchanges.

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

Further, the Independent Directors, at their exclusive Meeting held on 01 December, 2024 reviewed the performance of the Board, its Chairperson and Non-Independent Directors and other items as stipulated under the Listing Regulations.

A diverse Board enables efficient functioning through its access to Broad perspectives and diverse thought processes underpinned by a range of scientific, industrial and management expertise, gender, knowledge and geographical origins. The Board recognises the importance of diverse composition and has adopted a Board Diversity Policy, which sets out the approach to diversity. The Board diversity policy of the Company is available on the website of

the Company at https://www.kaynestechncology.co.in/doc/Codes-and-Policies/Kaynes%20Technology_Board%20diversity%20policy.pdf

13. DIRECTORS' RESPONSIBILITY STATEMENT:

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

- a) In the preparation of the annual accounts for FY 2023-24, the applicable Indian Accounting Standards (Ind AS) have been followed along with proper explanation relating to material departures,
- b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on 31 March, 2024 and of the Profit and Loss of the Company for that period.
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) The Directors have prepared the annual accounts on a going concern basis.
- e) The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively.
- f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

14. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION:

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

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

Disclosures required under Section 197 of the Companies Act, 2013 read with rule 5 of the Companies (Appointment & Remuneration) Rules, 2014 have been annexed as **Annexure-2**.

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

16. LOANS, GUARANTEES AND INVESTMENTS:

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

17. CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

All contracts/arrangements/transactions entered by the Company during FY 2023-24 with its related parties were in the ordinary course of business and on arm's length basis. All Related Party Transactions (RPTs) were placed before the Audit Committee for its approval.

During FY 2023-24, your Company had not entered into any materially significant transaction which requires the approval of Shareholders under Regulation 23 of the Listing Regulations or Section 188 of the Act. The disclosures on Related Party Transactions under Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 in Form AOC-2 is enclosed to this report as **Annexure-3**. The details of Related Party Transactions are also furnished in Notes to Financial Statements (both Standalone and Consolidated), as per the applicable Accounting Standards.

The Policy on RPTs as approved by the Board is available on the Company's website at

https://www.kaynestechncology.co.in/doc/Codes-and-Policies/Kaynes%20Technology_RPT%20policy.pdf

18. SHARE CAPITAL:**1. Changes In Share Capital:****A. Capital Structure as on 31 March, 2024:**

Particulars	Authorised Share Capital in ₹	Issued, Subscribed, Paid-up capital in ₹
Number of Equity shares	70,000,000	63,918,073
Nominal amount per Equity Share	10	10
Total amount of Equity Shares	700,000,000	639,180,730
Number of Preference Shares	2,000,000	-
Nominal value per Preference Share	10	10
Total amount of Preference Shares	20,000,000	-
Total	720,000,000	639,180,730

During the year under review, the Paid-up Share Capital of the Company was increased from ₹ 581,424,960/- to ₹ 639,180,730/-. The Company issued and allotted 5,775,577 Equity Shares of ₹10/- each pursuant to Qualified institutions placement.

The allocation of 5,775,577 Equity Shares at an issue price of ₹ 2,424 (per Equity Share (including a premium of ₹ 2,414 per Equity Share), which takes into account a discount of 1.06% (i.e., ₹ 25.96 per Equity Share) to the floor price of ₹ 2,449.96 per Equity Share, determined as per the formula prescribed under Regulation 176(1) of the SEBI ICDR Regulations for the Equity Shares to be allotted to the eligible qualified institutional buyers ("QIBs") in the Issue.

The Company has taken necessary approvals from the Board, Shareholders and the Stock Exchanges for the aforesaid issue of Equity Shares.

B. Details of Buy Back of Securities:

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

C. Details of issue of Sweat Equity Shares:

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

D. Details of issue of Bonus Shares:

No Bonus Shares were issued during the year under review.

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

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

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

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

19. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT:

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

20. INVESTOR EDUCATION AND PROTECTION FUND (IEPF):

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

During the FY 2023-24, there were no amounts which were required to be transferred to the IEPF by the Company.

21. EMPLOYEE STOCK OPTION SCHEME:

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

The Compliance Certificate from the Secretarial Auditor of the Company stating that the Kaynes ESOP Scheme 2022 has been implemented in accordance with SEBI (Share Based Employees Benefits and Sweat Equity) Regulations, 2021 is annexed to this report.

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

Pursuant to Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the applicable disclosures as on 31 March, 2024 are as follows:

Details of ESOP

(i) Description of the existing ESOP Plan is summarized below:

Sl. No.	Particulars	KAYNES ESOP SCHEME 2022
1.	Date of Shareholder's Approval	12 January, 2022
2.	Date of last Modification	14 October, 2022
3.	Total number of Options approved	9,23,160
4.	Exercise Price Per option	₹ 138/-
5.	Pricing Policy	₹ 138/-
6.	Vesting period	4 years
7.	Exercise Period	Within 2 years from the date of vesting
8.	Variation in terms of Options during FY 2023-24	None

(ii) Movement of options during the FY 2023-24 is as follows:

Sl. No.	Particulars	ESOP Plan 2022
1.	Number of Options outstanding at the beginning of the FY 2023-24 (01 April, 2023)	861,241
2.	Number of Options granted during the FY 2023-24 (including re-grant of surrendered options)	Nil
3.	Number of Options forfeited/lapsed during the FY 2023-24	49,626
4.	Number of Options vested during the FY 2023-24	-
5.	Number of Options exercised during the FY 2023-24	-
6.	Number of shares arising as a result of exercise of options	-
7.	Money realized by exercise of options (₹)	-
8.	Number of options outstanding at the end of the FY 2023-24 (31 March, 2024)	811,615
9.	No. of options exercisable as of 31 March, 2024	-

(iii) Employee wise details of options granted during the FY 2024 is as follows:

Sl. No.	Particulars	Number of Options Granted (including Re-Issue)	Exercise Price per Option (in ₹)
1	Key Managerial Personnel (MD, CEO, CFO, CS)		
	Jairam P. Sampath (WTD & CFO)	Nil	Nil
	Rajesh Sharma (CEO)	Nil	Nil
	S M Adithya Jain (CS)	Nil	Nil
2	Any other employee who receives a grant of options in any one year of option amounting to five percent or more of options granted during that year	Nil	Nil
3	Identified employees who were granted option, during any one year, equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant	Nil	Nil

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

A. Conservation of Energy:

The Company continues to accord priority to energy conservation. The Company's 'energy saving' team is committed to minimise the energy consumption and is implementing several energy saving projects. Consistent efforts are being made for identifying potential areas for energy saving.

B. Technology absorption:

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

C. Foreign Exchange Earnings and Outgo:

Total Foreign Exchange Used (Cash basis)	As on 31 March, 2024: ₹ 6,783.00 Mn
Total Foreign Exchange Earned (Accrual Basis)	As on 31 March, 2024: ₹ 1,178.75 Mn

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

In today's economic environment, Risk Management is a very important part of business. The main aim of risk management is to identify, monitor and take precautionary measures in respect of the events that may pose risks for the business. Your Company ensures that all the risks are timely defined and mitigated in accordance with the Risk Management Process.

24. CORPORATE SOCIAL RESPONSIBILITY(CSR):

In line with Section 135 read with Schedule VII of the Companies Act, 2013, the Board has constituted a Corporate Social Responsibility (CSR) Committee and adopted a CSR Policy. The annual report on CSR activities for the Financial Year ended 31 March, 2024 is attached hereto and is marked as **Annexure - 4**.

25. INTERNAL FINANCIAL CONTROL:

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

The scope and authority of the Internal Audit (IA) is defined by the Audit Committee. The Internal Auditors monitor and evaluate the efficacy and adequacy of

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

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

26. PROHIBITION OF INSIDER TRADING:

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

27. VIGILANCE MECHANISM/WHISTLE BLOWER POLICY:

Pursuant to Section 177 of the Companies Act, 2013, the Company has established a Whistle Blower Policy for Directors and employees to report any unethical conduct, misuse of unpublished price sensitive information, actual or suspected fraud or violation of Company's Code of Conduct.

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

28. DISCLOSURE RELATING TO REMUNERATION OF EMPLOYEES AS REQUIRED UNDER THE PROVISIONS OF SECTION 197 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 ARE AS FOLLOWS:**A. Employees who were employed throughout the year and were in receipt of remuneration in aggregate of not less than ₹1,02,00,000/- for 12 Months:**

Sl. No.	Name	Designation	Qualification	Age (years)	Experience (years)	Date of commencement of employment	Remuneration Received (₹ in Mn)	Last employment	
								Employer Name	PostHeld
1	Ramesh Kunhikannan	Managing Director	Bachelor's degree in Electrical Engineering	60	36	28 March, 2008	18.0	NA	NA
2	Savitha Ramesh	Chairperson & Whole Time Director	Bachelor's degree in Commerce	52	28	28 March, 2008	18.0	NA	NA

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

Sl. No.	Name	Designation	Qualification	Age (years)	Experience (years)	Date of commencement of employment	Remuneration Received (₹ in Mn)	Last employment	
								Employer Name	Post Held
NIL									

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

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

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

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

29. HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES AND JOINT VENTURES:

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

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

30. AUDITORS AND AUDITOR'S REPORT:

A. Statutory Auditors

In terms of the requirement of the Companies Act, 2013, Messrs K P Rao & Co, Chartered Accountants, having the Institute of Chartered Accountants of India, Firm Registration No.003135S, were appointed as Statutory Auditors of the Company for a term of five (5) years, to hold office from the conclusion of 13th Annual General Meeting until the conclusion of Eighteenth (18th) Annual General Meeting. Ratification of Auditors in every General Meeting is not required as first proviso to Section 139 has been deleted pursuant to notification dated 07 May, 2018.

The Auditors' Report read together with Annexure referred to in the Auditors' Report for the Financial Year ended 31 March, 2024 do not contain any qualification, reservation, adverse remark or disclaimers. The Auditor's Report is enclosed with the Financial Statements and forms part of the Annual Report.

During the year under review, the Statutory Auditors have not reported any matter under Section 143 (12) of the Act, therefore no detail is required to be disclosed under Section 134(3) (ca) of the Act.

B. Secretarial Auditor

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of your Company at its meeting held on 16 May, 2023 had appointed Mrs. Kalaivani S, Practising Company Secretary (CP No.: 22158), to undertake the Secretarial Audit of the Company for the Financial Year 2023-24.

The Secretarial Audit Report is annexed herewith as **Annexure-6**.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

C. Internal Auditor

Pursuant to the provisions of Section 138 of the Companies Act, 2013, Messrs Brahmaya & Co., Chartered Accountants, Bengaluru, Firm Registration No. 000515S, were appointed as the Internal Auditors of the Company to undertake the Internal Audit of the Company for the Financial Year 2023-24.

During the year under review, the Internal Auditors have not reported any matter under Section 143 (12) of the Act, therefore no detail is required to be disclosed under Section 134(3) (ca) of the Act.

D. Cost Auditor

Pursuant to Section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014, the Board of Directors of your Company at its meeting held on 16 May, 2023 had appointed Messrs GA and Associates, Cost Accountants, Mysuru (Firm Registration Number: 000409) as the Cost Auditors of the Company to undertake the Cost Audit of the Company for the Financial Year 2023-24.

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

The Company has in place the Policy on Prevention of Sexual Harassment at Workplace in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Policy is available on the website of the Company at https://www.kaynestechology.co.in/doc/Codes-and-Policies/Project%20catalyst_Policy%20on%20prevention%20of%20sexual%20harrasment%20at%20workplace.pdf.

35. OTHER DISCLOSURES:

Disclosures	Board's Comment
Deposits	The Company has not accepted any public deposits within the meaning of Section 73 and under Chapter V of the Companies Act, 2013 and the Companies (Acceptance of Deposit) Rules, 2014 during FY 2023-24. Hence, the disclosures as required under Rule 8(5)(v) of the Companies (Accounts) Rule, 2014 are not applicable.
Debentures	The Company has not issued any debentures during FY 2023-24.
Insolvency and Bankruptcy Code, 2016	During FY 2023-24, no application was made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016.
One-Time Settlement with the banks and financial institutions	During FY 2023-24, your Company has not entered into any One-Time Settlement with the Banks and Financial Institutions.
Cost Audit	In terms of the Section 148 of the Act read with Companies (Cost Records and Audit) Rules, 2014, your Company is required to maintain cost accounting records and get them audited every year from Cost Auditor and accordingly such accounts and records are made and maintained by your Company. The Board of Directors appointed Messrs GA & Associates, Cost Accountants (FIRM REG. No. 000409) as Cost Auditors to audit the cost accounts of your Company for the Financial Year 2023-24. The Cost Audit Report for the FY 2023-24 will be filed with the Ministry of Corporate Affairs within the due date.

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

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

No. of complaints received in Financial Year 2023-24: NIL

No. of complaints disposed off during the Financial Year 2023-24: NIL

No. of complaints pending as on end of the Financial Year 2023-24: NIL

32. SECRETARIAL STANDARDS:

During the Financial Year 2023-24, your Company has complied with the all the applicable Secretarial Standards issued by the Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Companies Act, 2013.

33. EVENTS OCCURRING AFTER THE BALANCE SHEET DATE:

There are no material subsequent events after the balance sheet date upto the date of adoption of these financial statements which may have significant impact on these financial statement.

34. MATERIAL CHANGES & COMMITMENTS:

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

Disclosures	Board's Comment
Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operation in future	During FY 2023-24, no significant or material orders were passed by any of the Regulators or Courts or Tribunals which impact the going concern status and Company's operation in future.
Statement of Deviation(s) or Variation(s)	During FY 2022-23, your Company has raised ₹ 5,300 Mn from Initial Public Offer (IPO). Your Board hereby confirms that there were no deviation(s) or variation(s) in the utilisation of proceeds from the objects stated in the offer document or explanatory statement to the notice for the general meeting, as applicable.
Statement of Deviation(s) or Variation(s)	During FY 2023-24, your Company has raised ₹ 14,000 Mn from Qualified Institutions Placement (QIP). Your Board hereby confirms that there were no deviation(s) or variation(s) in the utilisation of proceeds from the objects stated in the offer document or explanatory statement to the notice for the general meeting, as applicable.

36. ACKNOWLEDGEMENTS:

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

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

Date: 16 May, 2024
Place: Mysuru

Savitha Ramesh
(Executive Chairperson & WTD)
DIN: 01756684

Ramesh Kunhikannan
(Managing Director)
DIN: 02063167

Annexure-1

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

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

I have examined the compliance of the conditions of Corporate Governance by Kaynes Technology India Limited for the year ended 31 March, 2024 as stipulated in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

In my opinion and to the best of my information and explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the provisions of Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Place: Bengaluru
Date: 16 May, 2024

Kalaivani S
Company Secretary
ACS:57112 CP:22158
UDIN: A057112F000383746
Peer Review Certificate No.: 2860/2022

Annexure-2

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

1	The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year;	Director Name	Ratio to median remuneration
		Mrs. Savitha Ramesh	1:71
		Mr. Ramesh Kunhikannan	1:71
		Mr. Jairam P Sampath	1:32
		Mr. Anup Kumar Bhat [#]	1:3
		Mr. Vivekanandah Ramasamy [#]	1:1
		Mr. S G Murali [#]	1:2
		Mr. Alexander Koshy [#]	1:3
		Ms. Poornima Ranganath [#]	1:2
		Mr. Heinz Franz Moitzi [#]	1:1
2	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;	Director/KMP Name	% of increase
		Mrs. Savitha Ramesh	0%
		Mr. Ramesh Kunhikannan	0%
		Mr. Jairam P Sampath	0%
		Mr. Anup Kumar Bhat [#]	182%
		Mr. Vivekanandah Ramasamy [#]	(67%)
		Mr. S G Murali [#]	16%
		Mr. Alexander Koshy [#]	24%
		Ms. Poornima Ranganath [#]	0%
		Mr. Heinz Franz Moitzi [#]	*
		Mr. Rajesh Sharma	0%
		Mr. S M Adithya Jain	**
		*Remuneration paid by way of sitting fees with effect from April 2023 (FY 2023-24).	
** Employed for part of the year in FY 2023-24.			
3	The percentage increase in the median remuneration of employees in the financial year;	9%	
4	The number of permanent employees on the rolls of company;	No of Employee 1,567	
5	The explanation on the relationship between average increase in remuneration and company performance;	The remuneration and increase in remuneration are as per the Remuneration Policy of the Company	
6	Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company;		
7	Variation in	31.03.2024	31.03.2023
	Market Capitalization (In Mn)	183,390	55,980
	Price Earnings Ratio (In ₹)	92	49
	Percentage Increase/decrease of the market quotations	NA	NA

8	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	Nil	
9	Comparison of each remuneration of the Key Managerial Personnel against the performance of the Company	Director Name	Ratio to Turnover of the Company
		Mrs. Savitha Ramesh	0.10%
		Mr. Ramesh Kunhikannan	0.10%
		Mr. Jairam P Sampath	0.04%
		Mr. Anup Kumar Bhat	0.00%
		Mr. Vivekanandah Ramasamy	0.00%
		Mr. S G Murali	0.00%
		Mr. Alexander Koshy	0.00%
		Ms. Poornima Ranganath	0.00%
		Mr. Heinz Franz Moitzi	0.00%
10	The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year;	No employee received remuneration in excess of the highest paid director	
11	Affirmation that the remuneration is as per the remuneration policy of the Company	Yes, the remuneration is as per the Remuneration Policy of the Company.	

#Remuneration paid by way of sitting fees also included (FY 2023-24).

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

Date: 16 May, 2024

Place: Mysuru

Savitha Ramesh
(Executive Chairperson & WTD)
DIN: 01756684

Ramesh Kunhikannan
(Managing Director)
DIN: 02063167

Annexure-3

FORM AOC-2

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto for the year ended 31 March, 2024

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

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

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

Date of the Board Meeting in which transactions were approved: 16 May, 2023

Sl. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Rupees in Mn
1	Kaynes International Design & Manufacturing Private Limited	Sale of material and Purchases	Ongoing	Transactions based on information placed before Audit Committee while seeking 'Omnibus Approval'	4.36
2	Kemsys Technologies Private Limited	Sale of material and Purchase of material	Ongoing	Transactions based on information placed before Audit Committee while seeking 'Omnibus Approval'	2.96
3	Kaynes Electronics Manufacturing Private Limited	Sale of material and Purchase of material	Ongoing	Transactions based on information placed before Audit Committee while seeking 'Omnibus Approval'	394.12
4	Kaynes Electronics Manufacturing Private Limited	Management services	Ongoing	Transactions based on information placed before Audit Committee while seeking 'Omnibus Approval'	11.28
5	Kaynes Technology Inc.	Services rendered	Ongoing	Transactions based on information placed before Audit Committee while seeking 'Omnibus Approval'	53.33
6	Ms. Premita Ramesh	Office or place of profit	Ongoing	Transactions based on information placed before Audit Committee while seeking 'Omnibus Approval'	5.40
7	Mr. Govind Shasiprasad Menokee	Office or place of profit	Ongoing	Transactions based on information placed before Audit Committee while seeking 'Omnibus Approval'	6.60

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

Date: 16 May, 2024
Place: Mysuru

Savitha Ramesh
(Executive Chairperson & WTD)
DIN: 01756684

Ramesh Kunhikannan
(Managing Director)
DIN: 02063167

Annexure-4

REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. Brief outline on CSR Policy of the Company:

Pursuant to Section 135 of the Companies Act 2013 the Company is obligated to spend on Corporate Social Responsibility (CSR) for FY 2023-24.

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

2. Composition of the CSR Committee:

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

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

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

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

Not Applicable for F.Y. 2023-24

5. a. Average net profit of the Company as per sub-section (5) of section 135: ₹ 633.62 Mn
- b. Two percent of average net profit of the Company as per sub-section (5) of section 135: ₹ 12.67 Mn
- c. Surplus arising out of the CSR projects or programmes or activities of the previous financial years: NIL
- d. Amount required to be set off for the financial year, if any: NIL
- e. Total CSR obligation for the financial year [(b)+(c)-(d)]: ₹ 12.67 Mn

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

Total Amount Spent for the Financial Year (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
12,885,259	Not Applicable				

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

1	2	3	4	5		6	7	8	9	10	11	
				Location of the project							Mode of Implementation - Through Implementing Agency	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	State	District	Project duration	Amount allocated for the project	Amount spent in the current financial Year	Amount transferred to Unspent CSR Account for the project as per Section 135(6)	Mode of Implementation - Direct (Yes/No)	Name	CSR Registration number
1	Adoption of Villages:	Rural Development Projects	Yes	Karnataka	Chamarajanagar		3,000,000	3,000,000	NIL	Indirect	Srinivasan Services Trust Chennai	CSR00001508
2	Adoption of Villages:	Rural Development Projects	Yes	Karnataka	Chamarajanagar		3,000,000	1,000,000	NIL	Indirect	Srinivasan Services Trust Chennai	CSR00001508
3	Ambulance Donation to Chamundi Temple Trust	Promoting Health care	Yes	Karnataka	Mysuru		2,700,000	2,565,708	NIL	Direct	NA	NA
4	Mahadevaswamy Civil contractor for SREE SANTHANA VENUGOPALA SEVA SANNIDHI	Protection of National Heritage, Art and Culture	Yes	Karnataka	Mysuru		2,000,000	2,869,551	NIL	Indirect	Srinivasan Services Trust Chennai	CSR00001508
5	Innovation lab assets to NIE, Mysuru	Promoting Education	Yes	Karnataka	Mysuru		280,000	238,000	NIL	Direct	NIE, Mysuru	NA
6	Promotion of education to underprivileged	Promoting education	Yes	Kerala	Kozhikode		200,000	200,000	NIL	Direct	Sree Sankara Vidyamandiram	NA
7	Goshala Maintenance	Animal Welfare	Yes	Karnataka	Bengaluru		1,500,000	1,500,000	NIL	Indirect	ISKCON Bengaluru	CSR00005241
8	Annadana	Eradication of Hunger	Yes	Karnataka	Mysuru		1,500,000	1,500,000	NIL	Indirect	ISKCON Mysuru	CSR00005241
TOTAL								12,885,259				

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

- b. Amount spent in Administrative Overheads: **Nil**
 c. Amount spent on Impact Assessment, if applicable: **Nil**
 d. Total amount spent for the Financial Year [(a)+(b)+(c)]: ₹ **12,885,259**
 e. Excess amount for set off, if any

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

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

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

8. Whether any capital asset have been created or acquired through CSR amount spent in the financial year: **No**

If yes, enter the number of Capital assets created/ acquired

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

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

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

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

Date: 16 May, 2024
 Place: Mysuru

Savitha Ramesh
 (Executive Chairperson & WTD)
 DIN: 01756684

Ramesh Kunhikannan
 (Managing Director)
 DIN: 02063167

Annexure-5

FORM AOC-1

Statement pursuant to first proviso to sub-section (3) of Section 129 of the Companies Act, 2013 read with rule 5 of the Companies (Accounts) Rules, 2014 relating to Subsidiary Companies for the year ended 31 March, 2024

Part A – Subsidiaries

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

Sl. no.	Particulars	Details								
1	Name of the Subsidiary	Kaynes Embedded Systems Private Limited	KEMSYS Technologies Private Limited	Kaynes Technology Europe GmbH	Kaynes International Design & Manufacturing Private Limited	Kaynes Electronics Manufacturing Private Limited	Digicom Electronics, Inc.	Kaynes Semicon Private Limited	Kaynes Circuits India Private Limited	Kaynes Mechatronics Private Limited*
2	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	01 April, 2023 to 31 March, 2024 same as holding Company's reporting period	1 April, 2023 to 31 March, 2024 same as holding Company's reporting period	01 January, 2023 to 31 December, 2024 different from the holding Company's reporting period (for the purpose of consolidation, financials are being prepared from 01 April, 2023 to 31 March, 2024.)	01 April, 2023 to 31 March, 2024 same as holding Company's reporting period	01 April, 2023 to 31 March, 2024 same as holding Company's reporting period	01 January, 2023 to 31 December, 2024 different from the holding Company's reporting period (for the purpose of consolidation, financials are being prepared from 01 April, 2023 to 31 March, 2024.)	15 May 2023 to 31 March, 2024 same as holding Company's reporting period	19 July 2023 to 31 March, 2024 same as holding Company's reporting period	16 February 2024 to 31 March, 2024 same as holding Company's reporting period
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Indian Rupees & Indian Subsidiary	Indian Rupees & Indian Subsidiary	Swiss Franc (CHF) – 92.19 & Foreign Subsidiary	Indian Rupees & Indian Subsidiary	Indian Rupees & Indian Subsidiary	US Dollar (\$) – 83.37 & Foreign Subsidiary	Indian Rupees & Indian Subsidiary	Indian Rupees & Indian Subsidiary	Indian Rupees & Indian Subsidiary
4	Share capital	5.00	9.91	45,000 CHF	1.58	0.10	162,026.06 \$	2.50	2.50	0.10

Sl. no.	Particulars	Details									
5	Reserves & surplus	0	(87.11)	200,815 CHF	84.67	(3.12)	693,851.85 \$	(2.95)	(0.09)	2.54	
6	Total assets	0	169.87	265,084 CHF	243.70	108.74	1,732,720.72 \$	810.10	4.23	82.36	
7	Total liabilities	0	169.87	265,084 CHF	243.70	108.74	1,732,720.72 \$	810.10	4.23	82.36	
8	Turnover	0	102.58	57,923.20 CHF	409.30	5005.20	1,318,321.75 \$	0.00	0.00	15.29	
9	Profit before taxation	0	(3.43)	(20,750) CHF	75.32	638.79		(2.95)	(0.09)	2.54	
10	Provision for taxation	0	0.12	978 CHF	18.74	118.82		0.00	0.00	0.00	
11	Profit after taxation	0	(3.55)	(21,723) CHF	56.58	519.97		(2.95)	(0.09)	2.54	
12	Proposed Dividend	0	0	0	0	0	0	0	0	0	
13	% of shareholding	60%	100%	60%	95.21%	100%	100%	100%	100%	100%	

*Company was Incorporated on 16/02/2024 and first financial year closed on 31 March, 2025.

Part B - Associates and joint ventures

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

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

Savitha Ramesh
(Executive Chairperson & WTD)
DIN: 01756684

Ramesh Kunhikannan
(Managing Director)
DIN: 02063167

Date: 16 May, 2024
Place: Mysuru

Annexure-6

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31 MARCH, 2024

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

To
The Members
Kaynes Technology India Limited
Mysuru

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

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31 March, 2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Kaynes Technology India Limited for the financial year ended on 31.03.2024 according to the provisions of:

- (i). The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii). The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii). The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv). Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v). The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
 - (h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (j) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
 - (k) Circulars/Guidelines issued thereunder;
- (vi). There are no specific laws applicable to the Company pursuant to the business carried by the Company.
- (vii). The other general laws as may be applicable to the Company including the following:
- (1) Employer/Employee Related Laws & Rules:**
- The Factories Act, 1948
 - The Employees State Insurance Act, 1948
 - The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
 - Contract Labour (Regulation and Abolition) Act, 1970
 - The Minimum Wages Act, 1948
 - The Payment of Wages Act, 1936
 - The Payment of Gratuity Act, 1972
 - The Payment of Bonus Act, 1965
 - The Maternity Benefit Act, 1961

- The Equal Remuneration Act, 1976
- The Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959
- The Karnataka Labour Welfare Fund Act, 1965
- The Apprentices Act, 1961
- The Industrial Employment Standing Orders Act, 1946
- The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013
- The Karnataka Industrial Establishments (National & Festival) Holidays Act, 1963
- The Karnataka Public Safety (Measures) Enforcement Act, 2017
- Karnataka Shops & Commercial Establishment Act, 1961

(2) Environment Related Acts & Rules:

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

(3) Economic/Commercial Laws & Rules:

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

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

During the period under review, the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above as may be applicable during the year under review.

Certain non material findings made during the course of the audit relating to the provisions of the Act, Secretarial Standards and Labour Laws which were addressed suitably by the Management.

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

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

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

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

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

Kalaivani S

Practising Company Secretary

ACS: 57112 CP: 22158

Place: Bengaluru

UDIN: A057112F000383790

Date: 16 May, 2024 Peer Review Certificate No.:2860/2022

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

Annexure

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

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

Place: Bengaluru
Date: 16 May, 2024

Kalaivani S
Practising Company Secretary
ACS: 57112 CP: 22158

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

To

The Members

Kaynes Technology India Limited

23-25, Belagola Food Industrial Estate

Metagalli P O, Mysuru, Karnataka

I, Kalaivani S, Practising Company Secretary, have verified the relevant records and documents of Kaynes Technology India Limited (hereinafter referred to as 'the Company'), with CIN: L29128KA2008PLC045825 and having its Registered Office at 23-25, Belagola Food Industrial Estate, Metagalli P O, Mysuru, Karnataka, India. This Certificate is issued under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as "the Regulations"), for the year ended 31 March, 2024.

Management Responsibility:

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

Verification:

The Company has implemented **Kaynes ESOP Scheme 2022** (hereinafter collectively referred to as the 'Scheme') in accordance with the Regulations and the Special Resolution passed by the Members at the Extra Ordinary General Meetings of the Company held on 01 April, 2022 and on 14 October, 2022.

For the purpose of verifying the compliances of the Regulations, I have examined the following documents:

1. Scheme furnished by the Company;
2. Articles of Association of the Company;
3. Minutes of the Meetings of the Board of Directors;
4. Minutes of the General Meetings held for approving the Scheme;
5. Minutes of the Meetings of the Nomination and Remuneration Committee;
6. Detailed Terms and Conditions of the scheme as approved by Nomination and Remuneration Committee;
7. Statement filed with recognised Stock Exchanges in accordance with Regulation 10 of these Regulations;
8. Disclosures by the Board of Directors; and
9. Relevant provisions of the Rules and Regulations under the Companies Act, 2013 and the applicable provisions there under.

Certification:

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

Assumptions & Limitation of Scope and Review:

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

Place: Bengaluru
Date: 16 May, 2024

Kalaivani S
Practising Company Secretary
ACS: 57112 CP: 22158
UDIN: A057112F000383636
Peer Review Certificate No.: 2860/2022

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

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

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

In my opinion and to the best of my information and according to the verifications (including Director Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on 31 March, 2024 has been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, the Ministry of Corporate Affairs, or any such other Statutory Authority:

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Mr. Seepalathur Ganapathiramaswamy Murali	00348902	21/02/2022
2.	Mrs. Poornima Ranganath	00349450	31/03/2022
3.	Mrs. Savitha Ramesh	01756684	28/03/2008
4.	Mr. Ramesh Kunhikannan	02063167	28/03/2008
5.	Mr. Anup Kumar Bhat	06470857	12/01/2022
6.	Mr.Heinz Franz Moitzi	00323506	16/06/2023
7.	Mr. Alexander Koshy	07896084	21/02/2022
8.	Mr. Jairam Paravastu Sampath	08064368	10/03/2018

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

Place: Bengaluru
 Date: 16 May, 2024

Kalaivani S
 Company Secretary
 ACS: 57112 CP: 22158
 UDIN: A057112F000383812
 Peer Review Certificate No.: 2860/2022

DISCLOSURE ON SHARE BASED EMPLOYEE BENEFITS FOR FINANCIAL YEAR 2023-24

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

As on 31 March, 2024, the Company has 1 (One) Employee Stock Option Scheme, namely: Kaynes ESOP Scheme 2022. The disclosures on Kaynes ESOP Scheme 2022 for the Financial Year 2023-24 are as follows:

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

The relevant disclosures in relation to the above has been disclosed in Note No.34 of the Notes to Standalone Financial Statements and Note No.35 of the Notes to Consolidated Financial Statements of the Company for the Financial Year 2023-24 which forms an integral part of Annual Report of the Company for the Financial Year 2023-24.

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

Refer Note No. 31 of the Standalone Financial Statements and Note No. 32 Consolidated Financial Statements of the Company for the Financial Year 2022-23. Disclosures on EPS are provided in accordance with Indian Accounting Standard (Ind AS)-33 - 'Earnings Per Share'.

- C. Details related to ESOP/ESOS:

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

Particulars	Kaynes ESOP Scheme 2022
Date of Shareholder's Approval	12 January, 2022 (prior to IPO)
Date of last Modification by the Shareholders#	14 October, 2022 (prior to IPO)
Date of Ratification of Kaynes ESOP Scheme 2022 by the shareholders	15 September, 2023 (post IPO)
Total number of Options approved	923,160 Options
Vesting requirements	Options granted under Kaynes ESOP Scheme 2022 would vest not less than 1 year and not later than 5 years from the date of grant of such Options. Vesting of Options would be subject to continued employment with the Company and thus, the Options would vest on passage of time. In addition to this, the Board may also, if it feels necessary in certain or in all cases, specify certain performance parameters based – corporate, individual or a combination - subject to which the Options would vest
Pricing formula	The Options will be granted at the following exercise prices as decided by the Board: i. Post listing, at a price equal to the latest available closing price, prior to the date of the meeting of the Board, in which options are granted/shares are issued, on the stock exchange on which the shares of the Company are listed. If the shares are listed on more than one stock exchange, then the stock exchange where there is highest trading volume on the said date shall be considered; or at the fact of the equity share as decided by the Board; ii. Prior to listing, at a price equal to the per share price determined by an independent valuer for the equity shares of the Company.
Maximum term of options granted	Within 2 years from the date of vesting.
Sources of Shares (Primary, Secondary or Combination)	Primary
Variation in terms of Options during the FY 2023-24#	Nil

Variation of terms of options or Modification of Kaynes ESOP Scheme 2022 during the FY 2023-24:

- 1) The Shareholders of the Company at the Extra-ordinary General Meeting held on 01 April, 2022, have approved and passed resolution for the following: Amended ESOP Scheme for increase in number of ESOP Shares to 923,160.

- 2) The Shareholders of the Company at the Extra-ordinary General Meeting held on 14 October, 2022, have approved and passed resolution for the following:

Extending benefits of Employees Stock Option Plan to the employees of Subsidiary Company(ies)

- (ii) **Method used to account for Kaynes ESOP Scheme 2022:** Fair Value.
- (iii) **Where the Company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the Company shall also be disclosed.**

Not Applicable

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

A) Kaynes ESOP Scheme 2022:

Particulars	FY 2024	FY 2023	FY 2022
Number of options outstanding at the beginning of the year	861,241	-	-
Number of options granted during the year (including re-grant of surrendered/ lapsed options)	-	923,160	-
Number of options forfeited/ lapsed during the year	49,626	61,919	-
Number of options vested during the year	-	-	-
Number of options exercised during the year	-	-	-
Number of shares arising as a result of exercise of options	-	-	-
Money realized by exercise of options (in ₹)	-	-	-
Number of options outstanding at the end of the year	811,615	861,241	-
Number of options exercisable at the end of the year	-	-	-

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

The relevant disclosure in relation to the above has been disclosed in Note No. 34 of the Notes to Standalone Financial Statements and Note No. 35 of the Notes to Consolidated Financial Statements of the Company for the Financial Year 2023-24 which forms an integral part of Annual Report of the Company for the Financial Year 2023-24.

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

a) Senior Managerial Personnel:

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

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

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

The relevant disclosure in relation to the above has been disclosed in Note No. 34 of the Notes to Standalone Financial Statements and Note No. 35 of the Notes to Consolidated Financial Statements of the Company for the Financial Year 2023-24 which forms an integral part of Annual Report of the Company for the Financial Year 2023-24.

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

(a) Kaynes ESOP Scheme 2022:

Disclosures in respect of grants made in 3 years prior to the IPO under the Kaynes ESOP Scheme 2022 of the Company has been disclosed in the table hereinabove under the heading “the movement in options during the Financial Year.”

- | | |
|--|------------------|
| D. Details related to Employees Stock Purchase Scheme (ESPS) | : Not Applicable |
| E. Details related to Stock Appreciation Rights Scheme (SAR) | : Not Applicable |
| F. Details related to General Employee Benefits Scheme/Retirement Benefit Scheme (RBS) | : Not Applicable |
| G. Details related to Trust | : Not Applicable |

Corporate Governance Report

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

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

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

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

2. BOARD OF DIRECTORS:

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

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

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

a) **The Board composition and categories of Directors, the number of Directorships, Committee Membership(s)/ Chairmanship(s) in other Companies as on 31 March, 2024, along with their shareholding in the Company as on 31 March, 2024 are exhibited below:**

Sl. No.	Name of the Director	DIN	Designation & Category	Number of Directorship held in other Companies*	Number of Committee membership held in other Companies		No. of Equity Shares held in the Company
					As Chairperson	As Member	
1	Savitha Ramesh	01756684	Chairperson & Whole Time Director and Promoter	9	0	0	19,800
2	Ramesh Kunhikannan	02063167	Managing Director and Promoter	7	0	1	36,943,633
3	Jairam P Sampath	08064368	Whole Time Director and CFO	4	0	1	165
4	S G Murali	00348902	Independent Director	10	2	1	0
5	Anup Kumar Bhat	06470857	Independent Director	1	1	1	82
6	Heinz Franz Moitzi	00323506	Independent Director	1	0	0	0
7	Alexander Koshy	07896084	Independent Director	1	1	1	0
8	Poornima Ranganath	00349450	Independent Director	8	0	0	0

*Excluding Section 8 Companies and Foreign Companies as per the Companies Act, 2013 but including Directorship in Kaynes Technology India Limited

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

b) Directorships held in other listed entities:

Names of other listed entities in which Director holds Directorship and the category of Directorship as on 31 March, 2024 are given below:

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

c) Attendance of each Director at the Board Meetings and Annual General Meeting (AGM) held during the financial year 2023-24:

Sl. No.	Name of the Director	No. of Board Meetings entitled to attend	No. of Board Meetings attended	Whether attended the last AGM held on 15 September, 2023
1	Savitha Ramesh	9	9	Yes
2	Ramesh Kunhikannan	9	9	Yes
3	Jairam P Sampath	9	8	Yes
4	S G Murali	9	7	Yes
5	Anup Kumar Bhat	9	7	Yes
6	Heinz Franz Moitzi	8	8	Yes
7	Alexander Koshy	9	9	Yes
8	Poornima Ranganath	9	9	No
9	Vivekanandha Ramaswamy*	4	3	No

* Vivekanandha Ramaswamy has resigned from the office of Independent Director of the Company from the effective date of 01 November, 2023

d) Board Meetings held during the FY 2023-24:

The Board met at least 1 (one) time in each of the quarter and maximum gap between two consecutive Meetings did not exceed 120 (one hundred and twenty) days. During the year under review, the Board met 9 (Nine) times as per details below.

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

Dates of Board Meetings held during the FY 2023-24 and attendance of the Directors:

Sl. No.	Date of Meeting	No. of Directors attended
1	Tuesday, 16 May, 2023	8
2	Monday, 31 July, 2023	8
3	Wednesday, 16 August, 2023	8
4	Tuesday, 31 October, 2023	9
5	Saturday, 18 November, 2023	6
6	Monday, 18 December, 2023	7
7	Thursday, 21 December, 2023	7
8	Tuesday, 30 January, 2024	8
9	Wednesday, 27 March, 2024	8

e) Inter-se relationship between Directors:

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

f) Key Skills, Expertise and Competencies of Board of Directors:

Your Board comprises of qualified members who are expert in different fields and areas and bring in the required skills, competence and expertise that allow them to make contribution to the Board and its Committees and for growth of the Company. The key skills, expertise and competence identified by the Board of Directors as required in context of

Company's business to function effectively and said skills available with the Board, are disclosed hereunder:

Particulars	Name of Directors							
	1	2	3	4	5	6	7	8
	Savitha Ramesh	Ramesh Kunhikannan	Jairam P Sampath	S G Murali	Anup Kumar Bhat	Heinz Franz Moitzi	Alexander Koshy	Poornima Ranganath
Leadership and Management skills:								
Strong leadership & management experience, Business Development, Strategic thinking & vision, decision making. Entrepreneurial skills to evaluate risk and rewards and perform advisory role	✓	✓	✓	✓	✓	✓	✓	✓
Industry Knowledge and experience:								
Knowledge and experience in Electronics, information technology & digital, major risks/ threats and potential opportunities in the industry and customer insight	✓	✓	✓					
Governance including Legal Compliance:								
Experience in high governance standard with an understanding of changing regulatory framework. Knowledge of the Rules and Regulations applicable to the Company, understanding rights of Shareholders and obligations of the Management	✓	✓	✓	✓	✓	✓	✓	✓
Financial Skills:								
Financial acumen, Capital Management, Investment Analysis, Knowledge of Accounting and Auditing, tax matters	✓	✓	✓	✓			✓	
Behavioral skills attributes and competencies:								
Personal characteristics such as integrity, accountability, attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company	✓	✓	✓	✓	✓	✓	✓	✓

g) Performance evaluation of the Board and its criteria:

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

Performance evaluation of the entire Board:

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

Performance evaluation of Committees of the Board:

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

Performance evaluation of the Chairperson:

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

Performance evaluation of Individual Director:

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

h) Independent Directors:

Your Company has an appropriate combination of Independent and Non-Independent Directors. The Independent Directors of the Company have been appointed in compliance with the requirements of the Companies Act, 2013 (the "Act") and SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 ("the Listing Regulations") and other applicable law for the time being force.

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

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

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

Familiarisation Programmes for Independent Directors:

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

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

Meeting of the Independent Directors:

Meeting of the Independent Directors, without the attendance of Non-Independent Directors and Members of the Board of the Company, was held on 01 December, 2023. The Independent Directors, *inter-alia*, evaluated performance of Non-Independent Directors, the Chairperson of the Company and the Board as a whole. They also assessed the quality, content and timeliness of flow of information between the Management and the Board that is necessary for

the Board to effectively and reasonably perform its duties.

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

Resignation:

Mr. Vivekanandah Ramaswamy, resigned from the office of Independent Director of the Company with effect from close of business hours of the Company on 01 November, 2023 before the expiry of his tenure. Reason furnished by him for his resignation was due to alternative professional engagement that is in conflict with the plans of the Company to foray into new business segment. He has confirmed that there are no other material reasons other than those provided.

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

Managing Director, Chief Executive Officer and Chief Financial Officer have together furnished Compliance certificate, certifying that the Financial Statements for the financial year ended 31 March, 2024 do not contain any materially untrue statement and present a true and fair view of the Company's affairs and other matters as specified under Regulation 17(8) read with **Part B of Schedule-II** of the Listing Regulations, to the Board in compliance with the said Regulations. The said Compliance Certificate is annexed this report as **Annexure-1**.

j) Declaration by Chief Executive Officer:

All the Members of Board and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct of Board of Directors and Senior Management for the Financial Year 2023-24 in compliance with Regulation 26(3) read with Para D of Schedule-V of the Listing Regulations. The declaration signed by Managing Director, Chief Executive Officer and Chief Financial Officer to that effect is annexed this report as **Annexure-2**.

3. COMMITTEES OF THE BOARD:

Your Board has constituted several Committees of Directors with adequate delegation of powers to focus effectively on the issues and ensure expedient resolution of diverse matters. Each Committee has specific terms of reference setting forth the purpose, roles and responsibilities of the Committee. Members of the Committee are appointed by the Board as and when required with the consent of majority of the Directors. Further, the Company Secretary of the Company acts as Secretary to all the Committees. All recommendations of the Committees are placed before the Board for its approval or information, if

required. During the financial year ended 31 March, 2024, all the recommendations of/submissions by the Committees which were mandatorily required, were accepted by the Board. These Committees meet as often as statutorily required and other business requirements. The existing Committees of the Board as on the date of this report are as follows:

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

*Fund-Raising Committee was dissolved on 27 March, 2024

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

A. Audit Committee:

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

- a) Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- b) Recommending to the Board, the appointment, re-appointment, and replacement, remuneration and terms of appointment of the Statutory Auditor and the fixation of audit fee;
- c) Review and monitor the Auditor's independence and performance and the effectiveness of audit process;
- d) Reviewing with the management, annual financial statements and the Auditors' Report thereon before the submission to the Board for approval, with particular reference to;
- e) Scrutiny of inter-corporate loans and investments;
- f) Valuation of undertakings or assets of the Company, wherever it is necessary;
- g) Evaluation of internal financial controls and risk management systems;
- h) Monitoring the end use of funds raised through public offers and related matters; and
- i) Such other roles as assigned by the Board from time to time.

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

ii. Composition of Audit Committee and Meetings held during the financial year:

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

Name of the Members	Category	Designation	Meetings	
			Held during tenure	Attended
SG Murali	Independent Director	Chairman	4	4
Koshy Alexander	Independent Director	Member	4	4
Anup Kumar Bhat	Independent Director	Member	4	4
Ramesh Kunhikannan	Managing Director	Member	4	4

During the FY 2023-24, 4 (four) Audit Committee Meetings were held on 16 May, 2023, 31 July, 2023, 31 October, 2023 and 30 January, 2024.

B. Nomination and Remuneration Committee:

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

- Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of independent directors and the Board;
- Devising a policy on Board diversity;
- Identify persons who are qualified to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance;
- Analyzing, monitoring and reviewing various human resource and compensation matters;
- Determining our Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors; and
- Such other roles as assigned by the Board from time to time.

ii. Composition of Nomination & Remuneration Committee and meetings held during the financial year:

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

Name of the Members	Category	Designation	Meetings	
			Held during tenure	Attended
Anup Kumar Bhat	Independent Director	Chairman	4	4
Vivekanandah Ramasamy*	Independent Director	Member	3	2
Koshy Alexander	Independent Director	Member	4	4
Poornima Ranganath#	Independent Director	Member	1	1

*Member upto 01 November, 2023

#Member from 31 October, 2023

During the FY 2023-24, 4 (four) Meetings of Nomination and Remuneration Committee were held on 16 May, 2023, 31 July, 2023, 30 October, 2023 and 30 January, 2024.

C. Stakeholders' Relationship Committee

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

- Redressal of grievances of shareholders, debenture holders and other security holders, including but not limited to the complaints with respect to transfer of shares, non-receipt of declared dividends, Annual Financial Statements, Annual Report or any other documents or information to be sent by the Company to its Shareholders;
- Consider and approve the allotment of Equity Shares consequent to the exercise of stock options in accordance with the Employee Stock Option Plan of the Company;

- c) To approve the offer letter and allotment of shares on preferential basis, Rights issue, and the approval of Form PAS-4 and PAS-5 and carry out all activities incidental thereto;
- d) To approve and register transfer and/or transmission of Equity Shares, preference shares, debentures or any other securities of the Company;
- e) To subdivide, consolidate and issue Equity Share certificates, preference share certificates, debenture certificates and/or or any other securities certificates on behalf of the Company;
- f) To issue duplicate Equity Share certificates, preference share certificates, debenture certificate and/or or any other securities' certificates;
- g) To apply for dematerialisation of the equity, preference shares, debentures or any other securities of the Company; and
- h) Such other roles as assigned by the Board from time to time.

ii. Composition of Stakeholders' Relationship Committee and meetings held during the financial year:

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

Name of the Members	Category	Designation	Meetings	
			Held during tenure	Attended
Koshy Alexander	Independent Director	Chairman	4	4
Jairam P Sampath	Whole-time Director	Member	4	4
Vivekanandah Ramasamy*	Independent Director	Member	3	1
SG Murali#	Independent Director	Member	1	1

*Member upto 01 November, 2023

#Member from 31 October, 2023

During the FY 2023-24, 4 (four) Meetings of Stakeholders' Relationship Committee were held on 16 May, 2023, 31 July, 2023, 27 October, 2023 and 29 January, 2024.

iii. The numbers of shareholders' complaint(s) received, not resolved and pending at the end of FY 2023-24 are mentioned below:

Number of shareholders' complaints received during the FY	15
Number of complaints not solved to the satisfaction of shareholders	0
Number of pending complaints	0

NAME AND DESIGNATION OF COMPLIANCE OFFICER:

Mr. S M Adithya Jain - Company Secretary & Compliance Officer

D. Corporate Social Responsibility (CSR) Committee:

i. Brief description of terms of reference of Corporate Social Responsibility Committee are as follows:

- a) Formulating and recommending to the Board the Corporate Social Responsibility Policy of the Company, including any amendments thereto in accordance with Schedule VII of the Companies Act, 2013 and the Rules made thereunder;
- b) Identifying Corporate Social Responsibility Policy partners and Corporate Social Responsibility Policy Programmes;
- c) Recommending the amount of corporate social responsibility policy expenditure for the corporate social responsibility activities and the distribution of the same to various corporate social responsibility programmes undertaken by the Company; and
- d) Identifying and appointing the corporate social responsibility team of the Company including corporate social responsibility manager, wherever required.
- e) Such other roles as assigned by the Board from time to time.

ii. Composition of Corporate Social Responsibility Committee and meetings held during the financial year:

Composition of the Corporate Social Responsibility Committee along with number of meetings & attendance details are mentioned below:

Name of the Members	Category	Designation	Meetings	
			Held during tenure	Attended
Savitha Ramesh	Whole time Director	Chairperson	4	4
SG Murali	Independent Director	Member	4	4
Anup Kumar Bhat	Independent Director	Member	4	4

During the FY 2023-24, 4 (four) Meetings of Corporate Social Responsibility Committee were held on 16 May, 2023, 31 July, 2023, 27 October, 2023 and 29 January, 2024.

E. Risk Management Committee:

i. Brief description of terms of reference of Risk Management Committee are as follows:

- To review, access and formulate the risk management system and policy of the Company from time to time and recommend for amendment or modification thereof, which shall include:
- A framework for identification of internal and external risks including but not limited to financial, operational, sectoral, sustainability (particularly, environment, social and governance related risks), information, cyber security risks or any other risk as may be determined by the Risk Management Committee.
- Measures for risk mitigation including systems and processes for internal control of identified risks.
- Business continuity plan.
- To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- To periodically review the risk management policy, at least once in a year, including by considering the changing industry dynamics and evolving complexity;
- To keep the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- To review the appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee;
- To implement and monitor policies and/or processes for ensuring cyber security;
- To frame, devise and monitor Risk Management Plan of the Company;
- To review and recommend potential risk involved in any new business plans and processes;
- To coordinate its activities with other Committees, in instances where there is any overlap with activities of such Committees, as per the framework laid down by the Board of Directors; and
- to carry out any other function as may be required / mandated by the Board from time to time and/ or mandated as per the provisions of the SEBI (LODR) Regulations, 2015, as amended from time to time.

ii. Composition of Risk Management Committee and meetings held during the financial year:

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

Name of the Members	Category	Designation	Meetings	
			Held during tenure	Attended
Poornima Ranganath	Independent Director	Chairperson	2	2
Savitha Ramesh	Whole time Director	Member	2	2
Ramesh Kunhikannan	Managing Director	Member	2	2
Jairam P Sampath	Independent Director	Member	2	2
S G Murali	Independent Director	Member	2	2
Anup Kumar Bhat	Independent Director	Member	2	2
Heinz Franz Moitzi*	Independent Director	Member	1	1
Alexander Koshy	Independent Director	Member	2	2
Vivekanandah Ramasamy#	Independent Director	Member	1	1

*Member of the Committee w.e.f 01 November, 2023

#Member upto 01 November, 2023

During the FY 2023-24, 2 (two) Meetings of Risk Management Committee were held on 31 October, 2023 and 30 January, 2024.

F. Borrowing and Investment Committee

The Board at its Meeting held on 21 May, 2022 constituted the Borrowing and Investment Committee.

i. Brief description of terms of reference of Borrowing and Investment Committee are as follows:

- (a) To borrow monies and the total amount outstanding at any one time upto which moneys may be borrowed by the Committee shall not exceed ₹ 2,000 Mn;
- (b) To invest the funds of the Company and the total amount outstanding upto which the funds may be invested and the nature of investments which may be made by the Committee shall not exceed ₹ 1,000 Mn;
- (c) To grant loans or give guarantee or provide security in respect of loans and the total amount outstanding upto which loans may be made by the Committee, together with the purposes and the maximum amount in respect of each individual case shall not exceed ₹ 500 Mn.

Further, the above limits were revised by the Board twice at its meetings held on 18 December, 2023 and 27 March, 2024.

Terms of reference of Borrowing and Investment Committee as on the date of this report are as follows:

- (i) the total amount outstanding at any one time upto which moneys may be borrowed by the Committee shall not exceed ₹ 6,000 Mn;
- (ii) the total amount outstanding upto which the funds may be invested and the nature of investments which may be made by the Committee shall not exceed ₹ 20,000 Mn; and
- (iii) the total amount outstanding upto which loans may be made by the Committee, together with the purposes and the maximum amount in respect of each individual case shall not exceed ₹ 10,000 Mn.

ii. Composition of the Borrowing and Investment Committee and Meetings held during the financial year and attendance details are mentioned below:

Name of the Members	Category	Designation	Meetings	
			Held during tenure	Attended
Ramesh Kunhikannan	Managing Director	Member	10	10
Savitha Ramesh	Whole-time Director	Member	10	10
Jairam P Sampath	Whole-time Director	Member	10	10

During the FY 2023-24, 10 (ten) Meetings of Borrowing and Investment Committee were held on 11 May, 2023, 22 August, 2023, 22 September, 2023, 25 October, 2023, 18 November, 2023, 09 January, 2024, 12 January, 2024, 23 January, 2024, 06 February, 2024 and 27 February, 2024.

G. Fund Raising (IPO) Committee:

The Board at its meeting held on 18 November, 2023 constituted Fund Raising Committee (QIP Committee) for the purpose of raising funds for an aggregate amount up to ₹ 14,000 Mn and the said Committee was dissolved with effect from 27 March, 2024 post completion of QIP.

Composition of the Fund Raising Committee and Meetings held during the financial year and attendance details are mentioned below:

Name of the Members	Category	Designation	Meetings	
			Held during tenure	Attended
Mr. Ramesh Kunhikannan	Managing Director	Member	2	2
Mrs. Savitha Ramesh	Whole-time Director	Member	2	2
Mr. Jairam P Sampath	Whole-time Director	Member	2	2
Mr. Rajesh Sharma	Chief Executive Officer	Member	2	2

4. SENIOR MANAGEMENT

SL No	Name	Designation
1.	Mr. Jairam P Sampath	Whole-Time Director and Chief Financial Officer
2.	Mr. Rajesh Sharma	Chief Executive Officer
3.	Mr. Sajan Anandaraman	Head – Commercial and Corporate Affairs
4.	Ms. Premita Govind	Head – Human Resources
5.	Mr. Govind S Menokey	Head – Information Technology
6.	Col. Sharath Kumar Bhat	Senior Vice President – International Business
7.	Col. Dilip Nambiar	Senior Vice President – Operations
8.	Mr. R Balasubramanian	Deputy CFO
9.	Mr. G Sriram*	Vice President – Operations
10.	Mr. Vishwanathan K	Senior Vice President – Supply Chain Management
11.	Mr. Gaurav Mehta	Senior Vice President – Business Development
12.	Mr. Abdul Nazar	Senior Vice President – Business Development (Automotive)
13	Mr. S M Adithya Jain	Company Secretary and Compliance Officer

*Mr. G Sriram resigned from the office of Vice President with effect from closing of business hours on 26 March, 2024.

5. REMUNERATION OF DIRECTORS:

A. Executive Directors:

- i. Mrs. Savitha Ramesh – Executive Chairperson & Whole-time Director
- ii. Mr. Ramesh Kunhikannan - Managing Director
- iii. Mr. Jairam P Sampath – Whole-time Director & Chief Financial Officer

a) The details of remuneration paid to Executive Directors during FY 2023-24 are disclosed below:

(All amounts are in ₹ Mn)

Particulars	Savitha Ramesh	Ramesh Kunhikannan	Jairam P Sampath
Salary and Allowances	18.00	18.00	6.40
Variable Pay	-	-	-
Perquisites	-	-	-
Others (Mediclaime, Provident Fund)	-	-	-
Total	18.00	18.00	6.40

b) Details of Employee Stock Options (ESOPs):

Date of Grant	Name of the Director	No. of Options Granted (including re-issue)	Period of Vesting	Options Exercised (as on 31 March, 2024)
21 October, 2022	Jairam P Sampath	20,980	4 Years	Nil

c) Service Contracts, Notice Period, Severance Fees:

Service Contracts	There is no separate service contract executed for the appointment of Directors. The Appointment is contractual in nature.
Notice Period	He/She may resign from the office of Director of the Company by giving ninety (90) days written notice.
Severance Fees	The Company is not obligated to pay any severance fees in case of any termination.

d) Other Notes:

- Incentives, Personal Accident and Term Life Insurance, Mediclaim Coverage, notice period etc. will be as per the Company's policy.
- The variable pay of Executive Directors is linked to the desired performance and business objectives of the organisation. The criteria for variable pay, which is paid out quarterly/annually, includes financial parameters like revenue and other strategic goals as decided by the Board from time to time.

B. Non-Executive Directors:

- a) All pecuniary relationship or transactions of the Non-Executive Directors vis-à-vis the Company:

During the year under review, no such relationship or transaction was identified with the Non-Executive Directors.

- b) Criteria of making payments to Non-Executive Directors:

The Company is not paying any remuneration to Non-Executive and Independent Directors of the Company, except the sitting fees of ₹ 40,000/- for every meeting of the Board of Directors attended by them and ₹ 20,000/- for every meeting of the Committees of the Board attended by them. Further, sitting fees was revised to ₹ 60,000/- for every meeting of the Board of Directors attended by them and ₹ 30,000/- for every meeting of the Committees of the Board attended by them with effect from 30 January, 2024.

The sitting fees schedule is as follows:

(All amounts are in ₹ Mn)

Category of Director Independent Director	Board Meeting	Committee Meetings				
		Audit Committee Meeting	Nomination & Remuneration Committee Meeting	Stakeholders' Relationship Committee Meeting	Corporate Social Responsibility Committee Meeting	Risk Management Committee
S.G. Murali	0.32 Mn	0.09 Mn	NA	0.03 Mn	0.09 Mn	0.05 Mn
Anup Kumar Bhat	0.32 Mn	0.09 Mn	0.09 Mn	NA	0.09 Mn	0.05 Mn
Vivekanandah Ramasamy*	0.12 Mn	NA	0.04 Mn	0.04 Mn	NA	0.02 Mn
Koshy Alexander	0.40 Mn	0.09 Mn	0.09 Mn	0.09 Mn	NA	0.05 Mn
Poornima R	0.40 Mn	NA	0.03 Mn	NA	NA	0.05 Mn
Heinz Franz Moitzi	0.36 Mn	NA	NA	NA	NA	0.05 Mn

*Upto 01 November, 2023

#the payment of sitting fees is subject to deductions, if any, under tax laws for the time being force.

6. CODES AND POLICIES:

Pursuant to the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has adopted the following codes and policies:

- i. Code of conduct for prevention of insider trading;
- ii. Code of conduct for Board of Directors and Senior Management Personnel;
- iii. Nomination & Remuneration Policy;
- iv. Code for fair disclosure of Unpublished Price Sensitive Information;
- v. Policy on board diversity;
- vi. Policy for determining materiality of event or information;
- vii. Policy on familiarisation programmes for independent directors;
- viii. Policy on preservation of documents/archival policy on website;
- ix. Policy of related party transactions;
- x. Corporate Social Responsibility Policy;
- xi. Risk Management Policy;
- xii. Whistle blower policy/vigil mechanism; and
- xiii. Dividend Distribution Policy.
- xiv. Succession Policy.
- xv. Whistleblower Policy.
- xvi. Terms and Conditions of Appointment of Independent Directors.
- xvii. Business Reporting and Sustainability Policy

The aforesaid policies are made available on the website of the Company (web link: [https:// www.kaynestechology.co.in.](https://www.kaynestechology.co.in))

7. GENERAL BODY MEETINGS:

a) Details of Annual General Meetings (AGMs) held during last 3 (three) financial years is mentioned below:

Financial Year	Date	Time (IST)	Place/Location	No. of agenda items approved through Special Resolution
FY 2022-23 (15 th AGM)	15 September, 2023	3.30 PM	Through Video Conference/ Other audio-visual means	4
FY 2021-22 (14 th AGM)	4 July, 2022	3.30 PM	At the Registered Office	Nil
FY 2020-21 (13 th AGM)	29 November, 2021	4.30 PM	At the Registered Office	Nil

Particulars of Special Resolutions passed in the last Three (3) AGMs are given below:

Financial Year	Resolution
FY 2022-23 (15 th AGM)	<ol style="list-style-type: none"> To re-appoint Mr. Ramesh Kunhikannan (DIN: 02063167) as Managing Director of the Company To re-appoint Mrs. Savitha Ramesh (DIN: 01756684) as Executive Chairperson & Whole Time Director of the Company To appoint Mr. Heinz Franz Moitzi (DIN: 00323506) as an Independent Director of the Company To consider and ratify the Kaynes ESOP Scheme 2022
FY 2021-22 (14 th AGM)	Nil
FY 2020-21 (13 th AGM)	Nil

b) Special Resolutions passed through Postal Ballot during the FY 2023-24:

During the financial year, no special resolutions were passed through postal ballot by Shareholders of the Company.

8. MEANS OF COMMUNICATION:

The Company believes that the prompt and timely communication of information to the investors and shareholders reflects that the transparency and good Corporate Governance practice of an organisation.

a) Financial Results and newspaper publication:

The quarterly, half-yearly and annual financial results are regularly submitted to the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE), where shares of the Company are listed. The Financial Results are generally published in Financial Express (English newspaper-all India edition) and Vijaya Karnataka (Kannada-Regional newspaper) and simultaneously uploaded on the Company's website.

b) Website:

The Company has an active website www.kaynestechology.co.in and has separate section for Investors called "Investors". Various sections of Investors keep the investors updated on the key and material developments of the Company by providing timely information like brief profile of the Company, Board structure and Committees of the Board, press release, financial results, presentations made to institutional investors or analysts, annual reports, shareholding pattern, Codes and Policies, Stock Exchange filings etc.

The website of the Company i.e. www.kaynestechology.co.in contains a separate and dedicated "investors" section to serve shareholders, by giving complete information pertaining to the Board of Directors and its Committees, financial results including subsidiaries financials, stock exchanges disclosures and compliances such as shareholding pattern, corporate governance report and press releases, Notice of the Board and General Meetings, details of Registrar and Transfer Agents, details of unclaimed dividend and IEPF related information amongst others. The Company's Annual Report along with supporting documents are also available on the website in a user-friendly and downloadable form. As per the recent requirements of Stock exchanges, the Company has created a separate tab for the above disclosures.

c) Investors/Analyst Meets:

Your Company holds Meetings with the analyst/investor, post disclosure of financial results for each quarter. The details schedule of analyst/investor meet and presentation made before them are disseminated to the stock exchanges and also uploaded on the Company's website at <https://www.kaynestechology.co.in/investors.html>. The audio recordings and transcripts of analyst/investor meet are also available on the Company's website at the same link.

9. GENERAL SHAREHOLDER INFORMATION

General Shareholders' Information	
Day and date of Annual General Meeting	09 September, 2024
Time	03:30 P.M. (IST)
Venue	The meeting shall be held through video conferencing/other audio-visual means. The deemed venue for the meeting shall be Registered Office of the Company at 23-25, Belagola Food Industrial Estate, Metagalli PO, Mysuru 570016, Karnataka, India
Financial year	1 st day of April to 31 st day of March in the next calendar year
Dividend payment date	NA
Date of Book Closure / Record Date / Cut off	
Listing of Stock Exchanges	National Stock Exchange of India Limited (NSE) Address: Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai- 400051 BSE Limited (BSE) Address: Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001
Payment of annual listing fees	PAID
Stock Symbol /Code	NSE: KAYNES BSE: 543664
International Securities Identification Number (ISIN)	INE918Z01012
Face Value per share	₹ 10/-
Date of Listing	22 November, 2022

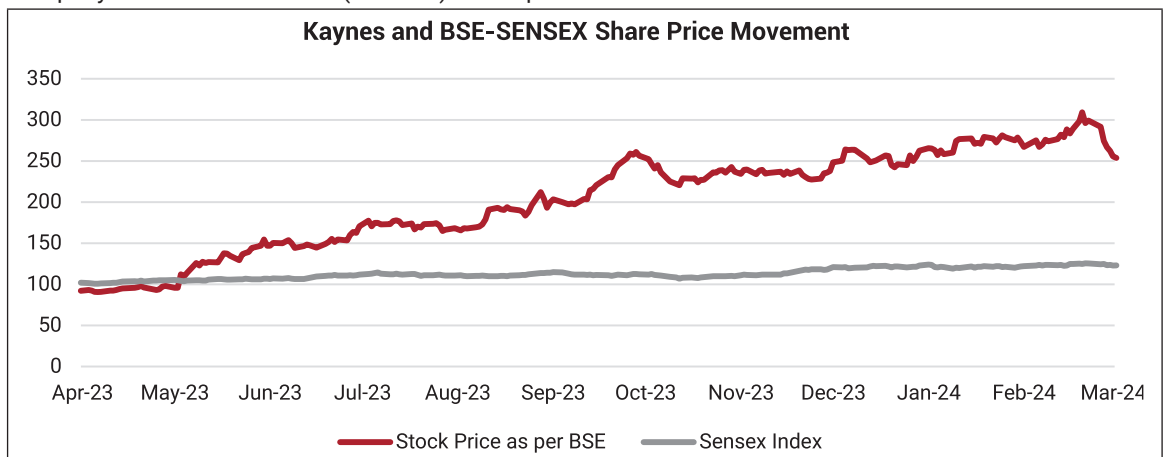
a) Stock Market price data:

Monthly High & Low (based on daily closing prices) during each month of FY 2023-24 on BSE and NSE is mentioned below:

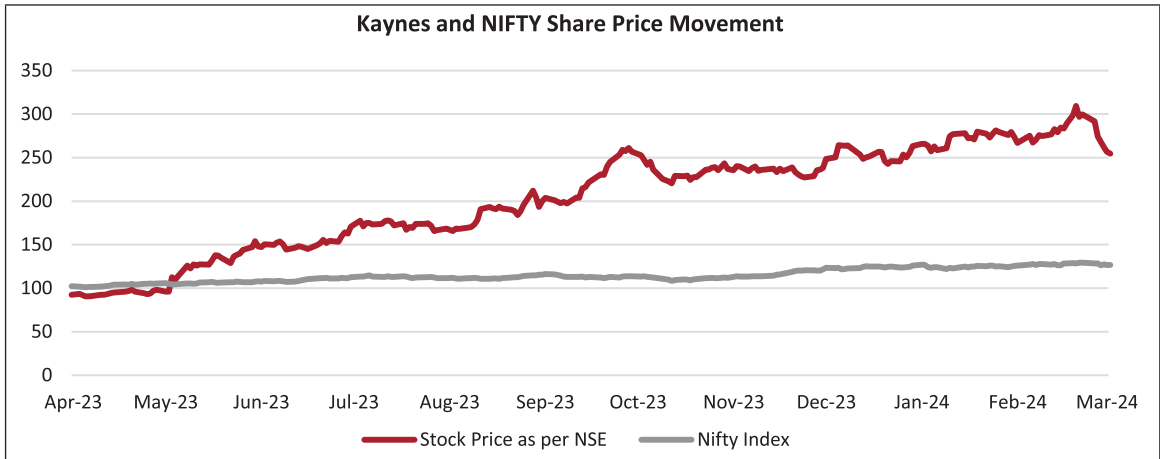
MONTH	BSE		NSE	
	High (₹)	Low (₹)	High (₹)	Low (₹)
Apr-23	1,068.00	931.65	1,070.00	932.35
May-23	1,453.00	949.05	1,454.80	951.55
Jun-23	1,627.50	1,330.65	1,624.70	1,330.00
Jul-23	1,908.70	1,512.25	1,915.00	1,510.15
Aug-23	2,122.90	1,684.55	2,150.00	1,685.00
Sep-23	2,343.70	1,894.20	2,347.00	1,895.00
Oct-23	2,954.20	2,218.00	2,965.60	2,215.55
Nov-23	2,560.00	2,160.30	2,550.00	2,158.00
Dec-23	3,000.00	2,281.25	3,000.00	2,275.85
Jan-24	2,990.30	2,443.50	2,990.00	2,445.05
Feb-24	3,080.00	2,566.45	3,080.00	2,555.50
Mar-24	3,248.00	2,560.00	3,248.90	2,556.50

b) Company's Share Performance (i.e. Closing share price on last trading day of every Fifteen Days) in comparison to BSE-SENSEX and NSE-NIFTY:

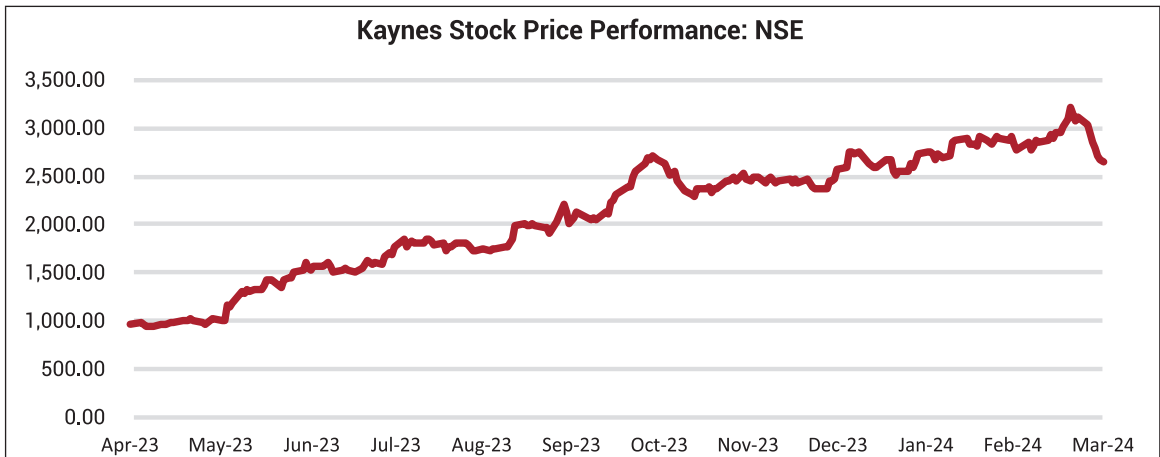
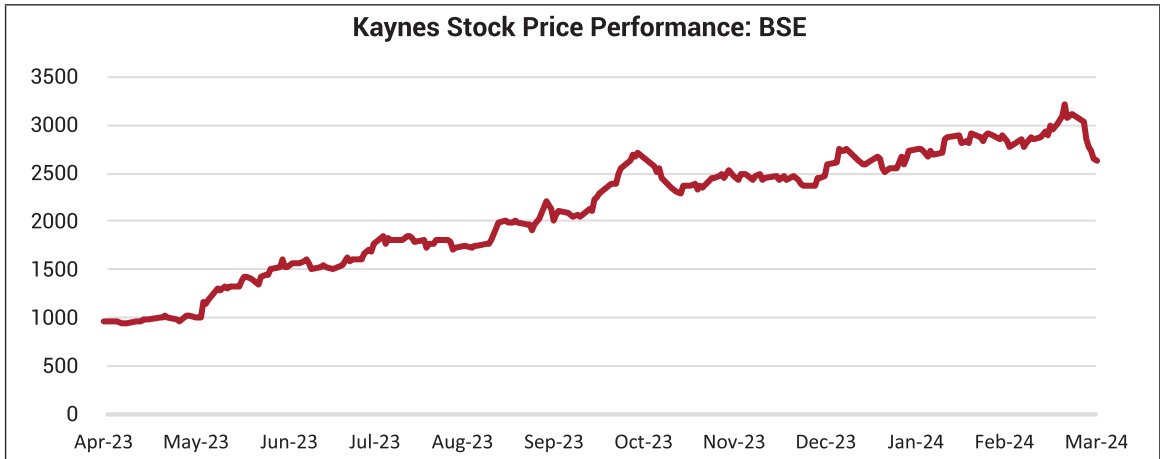
i. Company's Share Performance (KAYNES) in comparison to BSE-SENSEX:



ii. Company's Share Performance (KAYNES) in comparison to NSE-NIFTY:



iii. Company's Share Performance (KAYNES) 01 April, 2023, to 31 March, 2024



c) Whether securities of the Company are suspended from trading during the FY 2023-24:

No.

d) Registrar and Share Transfer Agents (RTA):

Link Intime India Private Limited is the Registrar and Share Transfer Agent ('RTA') of the Company. All the investor related activities are attended to and processed by the Company's RTA including issue of new shares, transfer/transmission of shares, change of mandate, dematerialisation and rematerialisation of Shares. The Contact details of RTA are furnished below:

Link Intime India Private Limited

247 Park, C 101 1st Floor, LBS Marg, Vikhroli (W), Mumbai – 400083, Maharashtra, India. Tel: +91 22 49186000.

Detailed list of Link Intime Offices is available at their website (www.linkintime.co.in).

e) Share Transfer System:

The entire shares of the Company are in dematerialised form except 120 Equity Shares are held in physical form. The transfer and transmission of shares are carried out through Depositories & Depository Participants based on the request of beneficial owner.

f) Summary of category wise Shareholding Pattern and Distribution of Shareholding as on 31 March, 2024:

i. Summary of category wise Shareholding Pattern as on 31 March, 2024:

Category of Shareholders	Number of Equity Shares held	% of Shareholding
Promoter & Promoter Group	36,963,533	57.83
Mutual Funds	9,488,355	14.85
Alternate Investment Funds	915,634	1.43
Foreign Portfolio Investors	9,074,903	14.18
Insurance Companies	1,313,634	2.06
Other Bodies Corporate	255,529	0.40
Body Corporate -Limited Liability Partnerships	29,940	0.05
Clearing Members	80,958	0.13
Foreign Company	252,467	0.40
Hindu Undivided Family	148,643	0.23
Trusts	1,551	0.00
Indian Public	4,002,449	6.26
Non-Resident Indians (NRI)	1,371,923	2.15
Financial Institutions	18,553	0.03
NBFCs registered with RBI	1	0
Total	63,918,073	100.00

ii. Distribution of Shareholding as on 31 March, 2024:

Distribution Range (No. of Shares)		No. of shareholders	% of Total Shareholders	Total No. of Shares for the Range	% of Issued Capital
From	To				
1	500	97,816	98.71	2,794,221	4.37
501	1,000	590	0.60	432,396	0.68
1,001	2,000	270	0.27	375,647	0.59
2,001	3,000	88	0.09	216,099	0.34
3,001	4,000	39	0.04	137,010	0.21
4,001	5,000	32	0.03	144,877	0.23
5,001	10,000	57	0.06	432,644	0.68
10,001 and above		198	0.20	59,385,179	92.90
Total		99,090	100.00	63,918,073	100.00

g) Dematerialization of Shares and liquidity:

As on 31 March 2024, the entire shares of your Company are in dematerialized form and except 120 shares held in physical form. As on the date of this report, the Equity shares are frequently traded on BSE and NSE. The shares of the Company are held with National Securities Depository Limited ('NSDL') and the Central Depository Services (India) Limited ('CDSL') and break-up of the same is as follows:

Name of the Depository	No. of Shares	% of Shares
NSDL	59,881,506	93.69
CDSL	4,063,453	6.31
PHYSICAL	114	0.00
Total	63,918,073	100.00

Company's shares are available for trading only in electronic form. We have established connectivity with both the depositories, namely National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The International Securities Identification Number (ISIN) allotted to the shares under the Depository System is INE918Z01012.

h) Outstanding Global Depository Receipts (GDRs) or American Depository Receipts (ADRs) or Warrants or any convertible instruments, conversion date and likely impact on equity:

During the financial year, the Company has not issued any Foreign Currency Convertible Bonds (FCCBs)/GDRs/ADRs/Warrants or any convertible instruments and has no outstanding FCCBs/GDRs/ADRs/Warrants or any convertible instruments as of 31 March, 2024.

i) Commodity price risk or foreign exchange risk and hedging activities:

The Company has Foreign Exchange Risk Management Policy. Accordingly, during the financial year, the Company has managed the foreign exchange risk and hedged to the extent considered necessary. The details of foreign currency exposure and hedging are disclosed in notes to the financial statements

As per the Company's Policy for Determination of Materiality of Events and Information, the Company does not have material exposure to any commodity and accordingly, no hedging activities for the same are carried out. Therefore, the disclosures as require under SEBI Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2018/0000000141 dated 15 November, 2018 are not applicable to the Company.

j) Plant locations

KARNATAKA

Registered Office & Unit I: #23-25, Belagola Food Industrial Estate, Metagalli PO, Mysuru – 570

016 **Unit II:** #399, Hebbal Industrial Area, Hebbal, Mysuru – 570 016

BLR Unit I: #A-53, 2nd Main, II Stage, Peenya Industrial Area, Bengaluru – 560 058

BLR Unit II: #555, IV phase, Peenya Industrial Area, Bengaluru – 560 058

KIDM: #101, 8th Main Road, Hebbal Industrial Area, Mysuru – 570 016

KEMPL: #26-27, Badanaguppe- Kellamballi Industrial Area, Chamarajanagar – 571 313

KMPL: #125, Bommasandra-Jigani Link Road, Bommasandra Industrial Area, Bengaluru – 560 099

TAMIL NADU

#40/3, Sivabudam Village, Chettiar-Agaram Main Road, Vanagaram, Chennai – 600 095

KERALA

#63/2801, Sulakshana, Thriпти Lane, Near Manorama Junction, SA Road, Kochi – 682 016

HIMACHAL PRADESH

#4, Sector 5, Near Parwanoo Govt. School, PO Parwanoo – 173 220

UTTARAKHAND

Khasra #323 Mi, Ground Floor, Central Hope Town, Camp Road, Industrial Area, Selaqui – 248 197

HARYANA

Unit I: #58, Sector 6, IMT Manesar, Gurgaon – 122 050

Unit II: #20, Sector 4, IMT Manesar, Gurgaon – 122 050

MAHARASHTRA

#412, 414, Shree Nanda Dama, Plot 59, Sector 11, BD Belapur, Navi Mumbai –400 614

#A-22-A/I/I. MIDC Chakan Industrial Area, PH-II, Khalumbre, Khed, Pune – 410 501

CALIFORNIA-USA

Digicom: #7799, Pardee Ln, Oakland, CA 94621

k) Address for correspondence:

For Investor Queries

For Shareholders' Grievance Redressal	For Institutional Investors	Registered Office Address
<p>Company Secretary & Compliance Officer:</p> <p>Mr. S M Adithya Jain - Email: jain.adithya@kaynestechology.net T. No.: +91 - 99169 67969</p>	<p>Registrar and Share Transfer Agent:</p> <p>Link Intime India Private Limited C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai – 400 083, Maharashtra, India Tel: +91 22 49186000 Email: rnt.helpdesk@linkintime.co.in Website: www.linkintime.co.in</p>	<p>Chief Financial Officer</p> <p>Mr. Jairam P Sampath Email: jps@kaynestechology.net T. No.: +91 - 0821428027</p>
		<p>KAYNES TECHNOLOGY INDIA LIMITED</p> <p>23-25, Belagola Food Industrial Estate, Metagalli PO, Mysuru 570016. India Telephone No: +91 8214280270</p>

l) Credit Ratings:

Credit rating on the bank facilities availed by the Company as hereunder:

Summary of rating action			
Instrument	Previous Rated Amount (₹ Mn)	Current Rated Amount (₹ Mn)	Rating Action
Long-term Fund-based – Cash Credit	250.00	1,910.00	[ICRA]BBB(Stable); Reaffirmed/ assigned
Long-term Fund-based – Packing Credit	0.00	250.00	[ICRA]BBB(Stable); assigned
Total	250.00	2,160.00	

10. OTHER DISCLOSURES:

a) Related Party Transactions:

Your Company has not entered in to any materially significant transactions with the related parties that may have potential conflict with the interests of the Company at large. The details of related party transaction are provided in Notes to Financial Statements (both Standalone and Consolidated), as per the applicable Accounting Standards.

b) Details of Non-Compliances and penalties imposed on matters related to capital markets:

The Shares of the Company are listed and trading of the said Shares commenced on the Stock Exchanges with effect from 22 November, 2022. During the financial year or in the last three (3) years, there were no cases of non-compliance by the Company and no penalties or strictures were imposed on the Company either by the Stock Exchanges or SEBI or any other statutory authority for the non-compliance of any matter related to capital markets.

c) Vigil Mechanism/ Whistle Blower Policy:

Pursuant to Section 177 of the Companies Act, 2013 and the rules made thereunder and SEBI (LODR) Regulations, your Company has in place Whistle Blower Policy for Directors and employees to report any genuine concerns, unethical behaviors, misuse of unpublished price sensitive information, actual or suspected fraud or violation of Company's Code of Conduct. The vigil mechanism provides adequate safeguards against victimisation of director(s) or employee(s) or any other person who avail the mechanism.

The copy of the said policy is available on the website of the Company at https://www.kaynestechology.co.in/doc/Codes-and-Policies/Kaynes%20Technology_Whistle%20blower%20and%20vigil%20mechanism%20policy.pdf

Your Company affirms that no personnel have been denied access to the Audit Committee.

d) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:

Your Company has complied with all the applicable mandatory requirements of the Listing Regulations. Details of adoption of non-mandatory requirements are provided in clause 11 below.

e) Weblink Policy on policy determining material subsidiary is disclosed.

The Policy on material subsidiary of the Company can be accessed at <https://www.kaynestechology.co.in/doc/Codes-and-Policies/Policy%20on%20Material%20Subsidiaries.pdf>

f) Web link for Policy on Related Party Transactions of the Company:

Aforementioned policy can be accessed at https://www.kaynestechology.co.in/doc/Codes-and-Policies/Kaynes%20Technology_RPT%20policy.pdf

g) Disclosure of commodity price risks and commodity hedging activities:

As disclosed in point no. 8(n) above, the disclosures as require under SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2018/000000141 dated 15 November, 2018 are not applicable to the Company.

h) Details of utilisation of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32(7A):

i. Funds raised through initial public offer:

During the financial year, the Company has raised ₹ 5,300 Mn through initial public offer in accordance with provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Companies Act, 2013 and the rules made thereunder.

The funds raised are being utilised for the purpose for which it has been raised as mentioned in the explanatory statement to the notice of General Meeting and there is no deviation in the utilisation of the same.

The bifurcation utilization of fund raised through initial public offer as follows:

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

Objects of the issue as per prospectus	Amount to be utilized as per prospectus	Utilisation up to 31 March, 2024	Utilisation as on 31 March, 2024
Repayment Or prepayment in full or part of certain borrowings surveyed by our company	1,300.00	1,300.00	-
Funding Capital Expenditure Towards Expansion of our existing manufacturing facility at Mysuru Karnataka and near our existing manufacturing facility at Manesar Haryana	989.30	135.11	854.19
Investment in our wholly owned subsidiary Kaynes Electronics Manufacturing Private Limited for setting up a new facility at Chamrajnagar Karnataka	1,493.00	970.85	522.15
Funding working capital requirements of our company	1,147.40	1,147.40	-
General Corporate Purpose	1,327.74	453.11	874.63
Total	6,257.44	4,006.46	2,250.98

*the funds which remain unutilized are temporarily parked in Fixed Deposits and a part of utilized funds to the tune of 18.75 Mn has been kept as contingency for higher than estimated Issue related expenses in Public Issue Account.

ii. Funds raised through qualified institutions placement (QIP):

During the financial year, the Company issued and allotted 5,775,577 equity shares of face value ₹ 10 each of the Company (the "Equity Shares") at a price of ₹ 2,424 per Equity Share, including a premium of ₹ 2,414 per equity share ("Equity Shares") and reflects a discount of ₹ 25.96 (i.e.1.06%) on the Floor Price of ₹ 2,449.96 aggregating to ₹ 14,000.00 Mn to qualified institutional buyers.

The funds raised are being utilized for the purpose for which it has been raised as mentioned in the explanatory statement to the notice of General Meeting and there is no deviation in the utilization of the same.

The bifurcation utilization of fund raised through QIP as follows:

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

Objects of the issue as per prospectus	Amount to be utilised as per Placement document	Utilisation up to 31 March, 2024	Utilisation as on 31 March, 2024
Part funding the cost of establishment of the OSAT Facility	7,567.11	725.29	6,841.82
Part funding the cost of establishment of the PCB Facility	3,072.89	-	3,072.89
General Corporate Purpose	3,100.00	894.06	2,205.94
Total	13,740.00	1,619.35	12,120.65

*the funds which remain unutilized are temporarily parked in Fixed Deposits

i) Certificate from Practising Company Secretary on Non-Disqualification of Directors:

The Company has obtained a certificate from a Practising Company Secretary that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as Directors of companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority in accordance with the Listing Regulations. The said Certificate is annexed this report as **Annexure-3**.

j) Recommendation of Committees:

During the financial year, the Board of Directors of the Company has accepted recommendations of all the Committees of the Board, which were mandatorily required.

k) Auditors' Remuneration:

The details of total fees paid by the Company to Messrs K P Rao & Co, the Statutory Auditors, for all services including the reimbursement of out of pocket expenses during the FY 2023-24, are available in the Financial Statements.

l) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Disclosed separately in Note No. 31 of the Board's Report.

m) Disclosure of Loans and advances in the nature of loans to firms/companies in which directors are interested:

During the FY 2023-24, by the Company and its subsidiaries have granted loans or advances to firms/companies in which the Directors are interested. The details of which are provided in the notes to Financial Statements of the Company.

n) Details of material subsidiaries of the listed entity

Name	Kaynes Electronics Manufacturing Private Limited*
Incorporation date	30 March, 2022
Incorporation place	Mysuru, Karnataka, India.
Name of Statutory Auditor	K. P. Rao & Co
Date of appointment of Statutory Auditors	15 November, 2023

*Identified as Material subsidiary based on consolidated financial statements as on 31 March, 2024.

11. NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT UNDER SUB-PARAS (2) TO (10) OF SECTION C OF SCHEDULE V OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, IF ANY:

Your Company has fully complied the requirement of corporate governance report under sub-paras (2) to (10) of para C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and there are no such non-compliances to the said report.

12. DISCRETIONARY REQUIREMENTS:

Your Company has adopted the following discretionary requirements as specified in Part E of Schedule II of the Listing Regulations:

a) Chairperson:

Chairperson of the Company is an Executive Director.

b) Chairperson and Managing Director or Chief Executive Officer:

Your Company has appointed separate persons to the Offices of Chairperson, Managing Director and Chief Executive Officer who is not a Director. Chairperson of the Company is an Executive Director and is related to Managing Director of the Company.

c) Modified Opinion(s) in Audit Report:

The Auditors of the Company have issued Audit Reports with unmodified opinion on the standalone and consolidated financial statements for the financial year ended 31 March, 2024 and there are no qualifications in the Audit Report.

d) Reporting of Internal Auditor:

The Internal Auditors report directly to the Audit Committee and attend the Audit Committee meetings held every quarter and present their report.

13. DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT:

Particulars	No. of Shareholders	No. of Shares
Aggregate number of shareholders and the outstanding shares in suspense account lying at the beginning of the year	Nil	NA
Number of shareholders who approached listed entity for transfer of shares from suspense account during the year	Nil	NA
Number of shareholders to whom shares were transferred from suspense account during the year	Nil	NA
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	Nil	NA

14. DISCLOSURE ON COMPLIANCE WITH CORPORATE GOVERNANCE AND THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

Your Company is in compliance with the mandatory Corporate Governance requirements of the SEBI (LODR) Regulations. Further, the Company confirms the compliance with Corporate Governance requirements as specified in Regulations 17 to 27 read with Schedule V and clauses (b) to (i) of sub regulation (2) of Regulation 46 of the SEBI (LODR) Regulations.

The Company has obtained a certificate from Mrs. Kalaivani S, a Practising Company Secretary, (Membership Number: 57112 COP No: 22158) on compliance of conditions of Corporate Governance as stipulated in SEBI (LODR) Regulations. The said Certificate is annexed as **Annexure-4** to the Corporate Governance Report.

Annexure-1 to the Corporate Governance Report

COMPLIANCE CERTIFICATE BY MANAGING DIRECTOR, CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER (Pursuant to Regulation 17(8) of the SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015)

To

The Board of Directors

Kaynes Technology India Limited

We, Ramesh Kunhikannan, (Managing Director), Rajesh Sharma, (Chief Executive Officer) and Jairam P Sampath, (Whole time Director & Chief Financial Officer) of Kaynes Technology India Limited (the "Company"), to the best of our knowledge and belief, hereby certify that:

- A.** We have reviewed financial statements and the cash flow statement for the year ended 31 March, 2024 and that to the best of our knowledge and belief, we state that:
1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 2. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B.** We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year are fraudulent, illegal or violative of the Company's code of conduct.
- C.** We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D.** We have indicated to the Auditors and the Audit committee:
1. significant changes, if any, in internal control over financial reporting during the year;
 2. significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 3. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Ramesh Kunhikannan

Managing Director

DIN: 02063167

Rajesh Sharma

Chief Executive Officer

PAN: AQQPS3558R

Jairam P Sampath

Chief Financial Officer &

Whole-Time Director

DIN: 08064368

Date: 16th May, 2024

Place: Mysuru

Annexure-2 to the Corporate Governance Report

DECLARATION ON CODE OF CONDUCT

(Pursuant to Part D of Schedule V of the SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015)

I, Rajesh Sharma, Chief Executive Officer of Kaynes Technology India Limited (the "Company"), hereby declare that all the members of Board and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct of Board of Directors and Senior Management for the financial year 2023-24.

For Kaynes Technology India Limited

Rajesh Sharma

Chief Executive Officer

PAN: AQQPS3558R

Date: 16 May, 2024

Place: Mysuru

Annexure-3 to the Corporate Governance Report

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

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

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

In my opinion and to the best of my information and according to the verifications (including Director Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on 31 March, 2024 has been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, the Ministry of Corporate Affairs, or any such other Statutory Authority:

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

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

Date: 16 May, 2024
Place: Bengaluru

Kalaivani S
Company Secretary
ACS: 57112 CP:22158
UDIN: A057112F000383812
Peer Review Certificate No.: 2860/2022

Annexure-4 to the Corporate Governance Report

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

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

I have examined the compliance of the conditions of Corporate Governance by Kaynes Technology India Limited for the year ended 31 March, 2024 as stipulated in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

In my opinion and to the best of my information and explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the provisions of Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Kalaivani S

Company Secretary

ACS: 57112 CP: 22158

UDIN: A057112F000383746

Peer Review Certificate No.: 2860/2022

Date: 16 May, 2024

Place: Bengaluru

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT

(Business Responsibility and Sustainability Reporting (BRSR) is the practice of companies disclosing information about their environmental, social, and governance (ESG) performance. It goes beyond financial reporting to provide stakeholders with a comprehensive view of a company's non-financial impacts and contributions to sustainable development. BRSR covers topics such as environmental impact, social responsibility, and governance practices, aiming to promote transparency and accountability.)

SECTION A: GENERAL DISCLOSURES

I. Details of the listed entity

Sr. No.	Particulars	FY 2023-24
1	Corporate Identity Number (CIN) of the Listed Entity	L29128KA2008PLC045825
2	Name of the Listed Entity	Kaynes Technology India Limited
3	Year of incorporation	28 March, 2008
4	Registered office address	23-25, Belagola Food Industrial Estate, Metagalli P.O., Mysuru - 570016 Karnataka, INDIA
5	Corporate address	23-25, Belagola Food Industrial Estate, Metagalli P.O., Mysuru - 570016 Karnataka, INDIA
6	E-mail	Kaynestechcs@kaynestechtechnology.net
7	Telephone	+91 8212582595
8	Website	http://www.kaynestechtechnology.co.in/
9	Financial year for which reporting is being done	01 April, 2023 to 31 March, 2024
10	Name of the Stock Exchange(s) where shares are listed	National Stock Exchange Limited, BSE Limited
11	Paid-up Capital	₹ 639,180,730
12	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Mr. Rajesh Sharma +91 821 2582595 rajesh.sharma@kaynestechtechnology.net
13	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).	Standalone Basis
14	Name of assurance provider	NA
15	Type of assurance obtained	NA

II. Products/services

16. Details of business activities (accounting for 90% of the turnover):

Sr. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1.	Electronics Manufacturing Services	Electronics System Design and Manufacturing (ESDM)	100%

17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

Sr. No.	Product/Service	NIC Code	% of total Turnover Contributed
1.	Manufacture of bare printed circuit boards, loading of components onto printed circuit boards; manufacture of interface cards	261	100%

III. Operations

18. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National*	10	2	12
International	0	0	0

*Includes two service stations

19. Markets served by the entity:

a. Number of locations

Locations	Number
National (No. of States)	7
International (No. of Countries)	26

b. What is the contribution of exports as a percentage of the total turnover of the entity?

9.27%

c. A brief on types of customers

Dedicated to B2B excellence, our group delivers specialised solutions to an array of industries. Our valued clientele spans Automotive, Industrial, Railways, Aerospace & Defence, Medical and Consumer/IoT sectors. With a deep understanding of diverse challenges, we provide tailored services to empower businesses and foster growth.

IV. Employees

20. Details as at the end of Financial Year:

a. Employees and workers (including differently abled):

Sr. No.	Particulars	Total	Male		Female	
		(A)	No. (B)	% (B / A)	No. (C)	% (C / A)
Employees						
1	Permanent (D)	616	473	76.79%	143	23.21%
2	Other than Permanent (E)	131	77	58.78%	54	41.22%
3	Total employees (D + E)	747	550	73.63%	197	23.37%
Workers						
4	Permanent (F)	951	680	71.50%	271	28.50%
5	Other than Permanent (G)	1,643	1,086	66%	557	34%
6	Total workers (F + G)	2,594	1,766	68%	828	32%

b. Differently abled Employees and workers:

Sr. No.	Particulars	Total	Male		Female	
		(A)	No. (B)	% (B / A)	No. (C)	% (C / A)
Differently abled Employees						
1	Permanent (D)	0	0	0	0	0
2	Other than Permanent (E)	0	0	0	0	0
3	Total differently abled employees (D + E)	0	0	0	0	0
Differently abled Workers						
4	Permanent (F)	0	0	0	0	0
5	Other than Permanent (E)	0	0	0	0	0
6	Total differently abled workers (F + G)	0	0	0	0	0

21. Participation/Inclusion/Representation of women

Particular	Total	No. and percentage of Females	
	(A)	No. (B)	% (B / A)
Board of Directors	8	2	25%
Key Management Personnel	2	0	0%

22. Turnover rate for permanent employees and workers

Particular	FY 2023-24 (Turnover rate in current FY)			FY 2022-23 (Turnover rate in previous FY)			FY 2021-22 (Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	32.75%	30.36%	32.15%	39.82%	51.85%	42.67%	40.05%	51.96%	43.13%
Permanent Workers	114.40%	98.92%	109.38%	104.33%	66.95%	94.03%	65.21%	57.88%	62.98%

V. Holding, Subsidiary and Associate Companies (including joint ventures)

23. (a) Names of holding / subsidiary / associate companies / joint ventures

Sr. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business responsibility initiatives of the listed entity? (Yes/No)
1	Kemsys Technologies Private Limited	Subsidiary	100%	No
2	Kaynes Electronics Manufacturing Private Limited	Subsidiary	100%	No
3	Kaynes International Design & Manufacturing Private Limited	Subsidiary	95.21%	No
4	Kaynes Embedded Systems Private Limited	Subsidiary	60%	No
5	Kaynes Technology Europe GmbH	Subsidiary	60%	No
6	Digicom Electronics INC.	Subsidiary	100%	No
7	Kaynes Mechatronics Private Limited	Subsidiary	100%	No
8	ESSNKAY Electronics LLC	Subsidiary	100%	No
9	Kaynes Semicon Private Limited	Subsidiary	100%	No
10	Kaynes Circuits India Private Limited	Subsidiary	100%	No

VI. CSR Details

24. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No): Yes

a. Turnover (in ₹)	12,739,388,244
b. Net worth (in ₹)	23,714,920,000

VII. Transparency and Disclosures Compliances

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) *	FY 2023-24			FY 2022-23		
		Current Financial Year			Previous Financial Year		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes	0	0	-	0	0	-
Investors (other than shareholders)	Yes	0	0	-	896	0	IPO-related grievances
Shareholders	Yes	15	0	IPO-related grievances	0	0	-
Employees and workers	Yes	0	0	-	0	0	-
Customers	Yes	0	0	-	0	0	-

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) *	FY 2023-24			FY 2022-23		
		Current Financial Year			Previous Financial Year		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Value Chain Partners	Yes	0	0	-	0	0	-
Other (please specify)	-	0	0	-	0	0	-

* Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)

Stakeholder group from whom complaint is received	Web Link for Grievance Policy
Communities	https://www.kaynes technology.co.in/investors.html
Investors (other than shareholders)	
Shareholders	
Employees and workers	
Customers	
Value Chain Partners	
Other (please specify)	

26. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1.	Waste management	Risk	Inadequate waste management poses risks to electronics manufacturing companies, including regulatory non-compliance, reputational damage, increased operational costs and environmental impact. Improper handling and disposal of waste materials can lead to pollution, legal liabilities and negative public health, impacting the Company's performance and sustainability.	To effectively manage waste and hazardous materials, we implement measures to address present and future risks, mitigating environmental impact through proper disposal and containment. We also adopt eco-friendly materials, optimise consumption and closely monitor usage for a sustainable approach.	Negative
2.	Community wellbeing	Opportunity	Community well-being presents an opportunity for electronics manufacturing companies to build strong relationships, enhance brand reputation and foster long-term sustainability. Engaging in initiatives that support local communities, such as education, job creation and social welfare programmes, can create positive social impact and contribute to a thriving business ecosystem.	-	Positive

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
3.	Business Ethics and governance	Risk	Lack of business ethics, integrity and proper governance poses risks to electronics manufacturing companies, including damage to reputation, legal consequences, loss of stakeholder trust and financial losses. Engaging in unethical practices, such as bribery or fraud, can lead to legal disputes, regulatory penalties and erosion of the Company's credibility and long-term viability.	At Kaynes Technology, we place a paramount emphasis on business ethics and governance, recognising its crucial role in driving sustainable business performance and promoting transparency. To uphold these values, we have implemented several mechanisms and policies, such as the code of conduct, risk management policy, Board Diversity policy and Related Party Transactions policy. These policies work together to govern and ensure ethical practices throughout the Company, fostering a culture of integrity and responsible decision making.	Negative
4.	Material sourcing efficiency	Risk	Inefficient material sourcing poses risks to electronics manufacturing companies, including supply chain disruptions, increased costs, reputational damage and environmental impact. Reliance on non-sustainable or unreliable sources can result in material shortages, price fluctuations, ethical concerns and failure to meet stakeholder expectations for responsible sourcing, affecting the Company's operations and competitiveness.	The rationale behind material sourcing efficiency and building an efficient supply chain is to ensure a smooth production function and meet customer demands effectively. These efforts have a significant impact on the overall business, as they lead to streamlined operations, reduced costs and enhanced customer satisfaction, ultimately contributing to the Company's success and growth.	Negative
5.	Product design and Lifecycle management	Risk	Inadequate product design and lifecycle management pose risks to electronics manufacturing companies, including product failures, market rejection, legal liabilities and negative environmental impact. Poorly designed products, insufficient quality control and lack of end-of-life planning can lead to safety issues, customer dissatisfaction and non-compliance with regulations, jeopardising the Company's reputation and financial success.	To effectively manage use of hazardous materials, we implement measures to address present and future risks, mitigating environmental impact through gradually adopting eco-friendly materials, optimising consumption and closely monitoring usage for a sustainable approach.	Negative

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
6.	Data Privacy and Cyber security	Risk	Inadequate IT security infrastructure and procedures can result in data security and integrity issues. However, we closely monitor critical aspects like access controls, physical security and logical security to ensure comprehensive protection.	As per the risk management roadmap, necessary actions are implemented to mitigate the adverse effects of actual or potential threats.	Negative
7.	Customer Satisfaction	Opportunity	The significance of customer satisfaction lies in elevating our Net Promoter Score (NPS), which directly correlates with improved customer loyalty and advocacy. By prioritising customer satisfaction, we cultivate a loyal customer base who are more likely to recommend our products and services to others.	-	Positive

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Sr. No	Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	Policy and management processes									
	a Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No/NA)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
	b Has the policy been approved by the Board? (Yes/No/NA)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
	c Web Link of the Policies, if available	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
2	Whether the entity has translated the policy into procedures. (Yes / No/ NA)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3	Do the enlisted policies extend to your value chain partners? (Yes/No/NA)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
4	Name of the national and international codes/certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	No	ISO 9001:2015; IATF 16949:2016; ISO/TS 22163:2017; AS 9100 REV D; ISO 13485:2016; Nadcap AC 7120 & AC 7121; AS 9110; ACE; IRIS Certification; ANSI certification	ISO 45001:2018; SA 8000:2014	No	SA 8000: 2014	ISO 14001: 2015	No	No	No
5	Specific commitments, goals and targets set by the entity with defined timelines, if any.	Embracing a sustainable future, Kaynes is dedicated to integrating environmental and social responsibility into its operations. We aim to achieve our sustainability goals by reducing our carbon footprint, promoting green energy, responsible resource management and fostering a culture of sustainability throughout our organisation, making a positive impact on the world we live in.								
6	Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	Not Applicable								

Governance, leadership and oversight

7 Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)

At Kaynes Technology, success as a technology-driven enterprise is entwined with the well-being of communities and cherished environment. As conscientious corporate citizens, we embrace ESG principles, proudly presenting our Business Responsibility Report.

Our corporate philosophy prioritises community care. Through education and skill development, we empower individuals to contribute meaningfully, benefitting both the Company and community.

Health and wellness are paramount in nurturing thriving societies. Our comprehensive programmes promote employee well-being and support neighbouring communities' healthcare needs.

Environmental sustainability is central to our operations. Committed to biodiversity conservation, we minimise impact on delicate ecosystems through energy and water conservation.

Aligned with ESG targets, we aim to elevate contributions to community and environment. Our achievements showcase united efforts and unwavering support. We're dedicated to continuous improvement and innovation.

In conclusion, Kaynes believes in flourishing communities and a healthy environment for ethical practices and long-term success. Our Business Responsibility Report reflects firm dedication to ESG principles, forging a brighter, sustainable future together.

- 8 Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy(ies).

Mr. Rajesh Sharma,

Chief Executive Officer

Kaynes Technology India Limited

- 9 Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No/ NA). **No**

If Yes please provide details

We are currently in the process of implementing an inclusive Environmental, Social and Governance (ESG) framework. This initiative will be guided and overseen by a newly-formed ESG committee of the Board.

- 10 Details of Review of NGRBCs by the Companys

Subject for Review	P1	P2	P3	P4	P5	P6	P7	P8	P9
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Indicate whether review was undertaken by Director/Committee of the Board/Any other Committee

a.	Performance against above policies and follow up action	Committee of the board							
b.	Description of other committee for performance against above policies and follow up action	NA							
c.	Compliance with statutory requirements of relevance to the principles and rectification of any non-compliances	Committee of the board							
d.	Description of other committee for compliance with statutory requirements of relevance to the principles and rectification	NA							

Frequency (Annually / Half yearly /Quarterly/ Any other-please specify)

a.	Performance against above policies and follow up action	Quarterly							
b.	Description of other committee for performance against above policies and follow up action	NA							
c.	Compliance with statutory requirements of relevance to the principles and rectification of any non-compliances	Quarterly							
d.	Description of other committee for compliance with statutory requirements of relevance to the principles and rectification	NA							

	P1	P2	P3	P4	P5	P6	P7	P8	P9
11 Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No).	No	Yes	Yes	No	Yes	Yes	No	No	No
If yes, provide name of the agency.	-	Bureau Veritas; Intertek; Performance Review Institute (PRI), Maruti and National Quality Assurance (NQA)	Bureau Veritas	-	Bureau Veritas	Bureau Veritas	-	-	-

12 If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the Principles material to its business (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
The entity does not have the financial or/human and technical resources available for the task (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
It is planned to be done in the next financial year (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
Any other reason (please specify)	NA	NA	NA	NA	NA	NA	NA	NA	NA

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

PRINCIPLE 1: Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

(This principle focuses on the importance of ethical conduct and transparency in business operations. Companies should follow ethical business practices and adhere to high standards of integrity. They should also be transparent about their activities, operations, and financial reporting, as well as be accountable for their actions).

Essential Indicators

1. Percentage coverage by training and awareness programmes on any of the principles during the financial year.

Segment	Total number of training and awareness programmes held	Topics/principles covered under the training and its impact	% of persons in respective category covered by the awareness programmes
Board of Directors	2	Introduction to Semiconductor & Printed Circuit Board (bare board) manufacturing	100.00%
Key Managerial Personnel	3	Introduction to Semiconductor & Printed Circuit Board (bare board) manufacturing. Practical aspects and nuances of compounding, condonation and adjudication under Companies Act, 2013	100.00%
Employees other than BOD and KMPs	617	At Kaynes Technology, we prioritise the development of our employees through various comprehensive training programmes. These sessions focus on technical upskilling, health and safety protocols, crisis management, operational efficiency, policy awareness and behavioural skills. The collective impact of these trainings greatly influences our overall business success. By continually updating our workforce, we ensure that Kaynes remains adaptive to the dynamic requirements of the industry, fostering a skilled and well-prepared team to navigate any challenges and seize opportunities effectively.	95.30%
Workers	617	Our workers undergo diverse training sessions encompassing technical skills, health and safety protocols, quality assurance, operational efficiency, EHS (Environmental, Health and Safety) awareness, waste management and behavioural development, tailored to specific needs. These training initiatives play a pivotal role in keeping us updated with industry demands and meeting rigorous quality standards, leading to utmost customer satisfaction. By continuously enhancing our workforce's knowledge and expertise, we remain well-equipped to address industry challenges and consistently deliver products and services that exceed our customers' expectations	92.32%

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format

Monetary					
Particular	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In ₹) (For Monetary Cases only)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/ Fine	-	-	-	-	-
Settlement	-	-	-	-	-
Compounding fee	-	-	-	-	-

Non Monetary

Particular	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)
Imprisonment	-	-	-	-
Punishment	-	-	-	-

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
Not Applicable	

4. Does the entity have anti-corruption or anti-bribery policy? (Yes/ No): Yes

If Yes, provide details in brief

The Company shall ensure that the business does not engage in illegal and abusive practices, bribery, anti-competition and corruption activities and shall take action in timely and fair manner whenever such transgressions are detected.

If Yes, provide a web link to the policy, if available -Web link anti corruption or anti bribery policy is place

<https://www.kaynestechnology.co.in/doc/Codes-and-Policies/BRSR%20Policy.pdf>

5. Number of Directors/ KMPs/ employees/ workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

Particular	FY 2023-24	FY 2022-23
Directors	0	0
KMPs	0	0
Employees	0	0
Workers	0	0

6. Details of complaints with regard to conflict of interest:

Case Details	FY 2023-24		FY 2022-23	
	Number	Remark	Number	Remark
Number of complaints received in relation to issues of Conflict of Interest of the Directors	0	-	0	-
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	0	-	0	-

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.

Not Applicable

8. Number of days of accounts payables in the following format:

Particular	FY 2023-24	FY 2022-23
Number of days of accounts payables	73	73

9. Open-ness of business

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY 2023-24	FY 2022-23
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	70%	67%
	b. Number of trading houses where purchases are made from	1,100	990
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	42%	52%

Parameter	Metrics	FY 2023-24	FY 2022-23
Concentration of Sales	a. Sales to dealers / distributors as % of total sales	0%	0
	b. Number of dealers / distributors to whom sales are made	0	0
	c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	0%	0
Share of RPTs in	a. Purchases (Purchases with related parties / Total Purchases)	0.07%	0.01%
	b. Sales (Sales to related parties / Total Sales)	3.52%	0.49%
	c. Loans & advances (Loans & advances given to related parties / Total loans & advances)	60.45%	18.23%
	d. Investments	25.52%	39.46%

Leadership Indicators

2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/ No) : Yes

If Yes, provide details of the same.

Conflict of interest is an integral component of our comprehensive Code of Conduct. This policy encompasses Directors, Senior Management and Independent Directors, outlining their specific duties and responsibilities in addressing potential conflicts of interest. By adhering to this policy, we ensure transparency, accountability and ethical decision making across all levels of the organisation, fostering an environment of trust and integrity. This approach reinforces our commitment to upholding the highest standards of corporate governance and safeguarding the interests of our stakeholders.

PRINCIPLE 2: Businesses should provide goods and services in a manner that is sustainable and safe.

(This principle highlights the importance of sustainable and safe production practices. Companies should strive to minimise the environmental impact of their activities and ensure that their products and services are safe for consumers and the environment.)

Essential Indicator

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

Sr. No.	Particular	FY 2023-24	FY 2022-23	Details of improvements in environmental and social impacts
1	R&D	11.82%	17.22%	R&D expenses aimed at impacting energy efficiency in motor controllers for BLDC fans.
2	Capex	-	-	-

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)
No
- b. If yes, what percentage of inputs were sourced sustainably?
NA
3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for

(a)	Plastics (including packaging)	NA
(b)	E-waste	E-waste is handed over to an authorised agency (agency manages E-waste in line with EPR guidelines)
(c)	Hazardous waste	Hazardous Waste is disposed to KSPCB authorised agency as per KSPCB guidelines
(d)	other waste	NA

4. a. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No)
No
- b. If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards?
Not Applicable
- c. If not, provide steps taken to address the same
The Company reuses or disposes of through an authorised recycler.

PRINCIPLE 3: Businesses should respect and promote the well-being of all employees, including those in their value chains.

(This principle emphasises the importance of employee well-being. Companies should provide safe and healthy working conditions, fair wages, and opportunities for career development to all employees in their value chains, including suppliers, contractors, and temporary workers.)

Essential Indicators**1 a. Details of measures for the well-being of employees:**

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent employees											
Male	473	473	100%	473	100%	NA	NA	473	100%	0	0%
Female	143	143	100%	143	100%	143	100%	0	0	143	100%
Total	616	616	100%	616	100%	143	100%	473	100%	143	23.21%
Other than permanent employees											
Male	77	77	100%	77	100%	NA	NA	7	9%	0	0%
Female	54	54	100%	54	100%	4	7.40%	NA	NA	4	7.40%
Total	131	131	100%	131	100%	4	7.40%	7	9%	4	7.40%

1. b. Details of measures for the well-being of workers:

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent employees											
Male	680	680	100%	680	100%	NA	NA	680	100%	0	0%
Female	271	271	100%	271	100%	271	100%	NA	NA	271	100%
Total	951	951	100%	951	100%	271	100%	680	100%	271	100%
Other than permanent employees											
Male	1,086	1,086	100%	1,086	100%	0	0%	0	0%	0	0%
Female	557	557	100%	557	100%	0	0%	0	0%	0	0%
Total	1,643	1643	100%	1,643	100%	0	0%	0	0%	0	0%

1. c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format

	FY 2023-24	FY 2022-23
Cost incurred on well- being measures as a % of total revenue of the Company	0.10%	0.10%

2. Details of retirement benefits, for Current FY and Previous Financial Year.

Benefits	FY 2023-24			FY 2022-23		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	54%	79.28%	Yes	48%	68%	Yes
Gratuity	100%	100%	Yes	20%	31%	No
ESI	17%	79.39%	Yes	30%	64%	Yes
Others – please specify	-	-	-	-	-	-

3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

No

If not, whether any steps are being taken by the entity in this regard.

However, the Company actively fosters an inclusive environment, offering the necessary support and equal opportunities to all employees and workers without any form of discrimination. Our commitment to creating an inclusive workplace remains steadfast and we will continue to take all necessary steps to promote inclusivity in the future.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016?

No

If so, provide a web-link to the policy

NA

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent Employees		Permanent Workers	
	Return to work rate	Retention Rate	Return to work rate	Retention Rate
Male	89%	75%	100%	100%
Female	100%	100%	0%	0%
Total	94.50%	87.50%	50%	50%

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

Category	Yes/No	If Yes, then give details of the mechanism in brief
Permanent Workers	Yes	The Company has established a proactive Works Committee to address any concerns raised by its employees. This committee serves as an open forum for mutual discussion of issues, enabling a collaborative approach to finding resolutions. By fostering a transparent and inclusive environment, the Company ensures that employee voices are heard, leading to effective problem-solving and the overall well-being of its workforce.
Other than Permanent Workers	Yes	
Permanent Employees	Yes	
Other than Permanent Employees	Yes	

7. Membership of employees and worker in association(s) or Unions recognised by the listed entity.

Category	FY 2023-24			FY 2022-23		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union (D)	% (D/C)
Total Permanent employees						
Male	473	0	0%	464	0	0%
Female	143	0	0%	139	0	0%
Total Permanent Workers						
Male	680	0	0%	1,033	0	0%
Female	271	0	0%	401	0	0%

8. Details of training given to employees and workers:

Category	FY 2023-24					FY 2022-23				
	Total (A)	On Health and Safety Measures		On Skill Upgradation		Total (D)	On Health and Safety Measures		On Skill Upgradation	
		Number (B)	% (B/A)	Number (C)	% (C/A)		Number (E)	% (E/D)	Number (F)	% (C/D)
Employees										
Male	550	550	100%	520	94.55%	465	465	100%	465	100%
Female	197	197	100%	192	97.46%	139	139	100%	139	100%
Total	747	747	100%	712	95.31%	604	604	100%	604	100%
Workers										
Male	680	680	100%	595	87.50%	1,520	1,520	100%	1,520	100%
Female	271	271	100%	284	91.51%	742	742	100%	742	100%
Total	951	951	100%	843	88.64%	2,262	2,262	100%	2,262	100%

9. Details of performance and career development reviews of employees and worker:

Category	FY 2023-24			FY 2022-23		
	Total (A)	No. (B)	% (B / A)	Total (D)	No. (E)	% (E / D)
Employees						
Male	550	550	100%	465	465	100%
Female	197	197	100%	139	139	100%
Total	747	747	100%	604	604	100%
Workers						
Male	680	0	0%	1,520	1,520	100%
Female	271	0	0%	742	742	100%
Total	951	0	0%	2,262	2,262	100%

10. Health and safety management system

- a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No)
Yes
- If yes, the Coverage such systems?
We have established Environmental, Health and Safety (EHS) procedures and guidelines that are diligently implemented and followed at our premises to ensure the health and safety of our employees and workers.
- b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?
The Company takes several measures to identify work-related hazards and assess risks. These include conducting regular Safety Audits, implementing ASIM (Accident Severity Index Measurement) and conducting HIRA (Hazard Identification and Risk Assessment) studies both routinely and whenever there are any changes in the process to identify and manage potential risks effectively.
- c. Whether you have processes for workers to report the work related hazards and to remove themselves from such risks? (Yes/ No)
Yes
- d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)
Yes

11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category*	FY 2023-24	FY 2022-23
Lost Time Injury Frequency Rate (LTIFR) (per one Mn-person hours worked)	Employees	0	0
	Workers	0	0
Total recordable work-related injuries	Employees	0	0
	Workers	0	10
No. of fatalities	Employees	0	0
	Workers	0	0
High-consequence work-related injury or ill health (excluding fatalities)	Employees	0	0
	Workers	0	0

* Including in the contract workforce.

12. Describe the measures taken by the entity to ensure a safe and healthy work place.

We are committed to adhering to all legal requirements for maintaining a safe and healthy workplace. Additionally, we conduct a Hazard Identification and Risk Assessment (HIRA) study for any new or modified processes to ensure a proactive approach to safety.

13. Number of Complaints on the following made by employees and workers:

Particulars	FY 2023-24			FY 2022-23		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	0	0	-	0	0	-
Health & Safety	0	0	-	0	0	-

14. Assessment for the year:

Particulars	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100%
Working Conditions	100%

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks/ concerns arising from assessments of health & safety practices and working conditions.

Not Applicable

PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders.

(This principle highlights the importance of stakeholder engagement. Companies should consider the interests and perspectives of all stakeholders, including shareholders, employees, customers, suppliers, and the communities in which they operate. They should also be responsive to stakeholder concerns and feedback.)

Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the entity.

The process of identifying stakeholders at our Company has been carefully considered, with factors such as regular engagement, their role in ensuring business sustainability, industry relevant factors and their impact on the overall Company. The following stakeholders have been recognised as essential for promoting transparency:

1. Shareholders/investors
2. Customers
3. Employees
4. Management
5. Suppliers
6. Government & Regulators
7. Banks/financial institutions
8. Community

By acknowledging these stakeholders, we aim to foster open communication and collaborative relationships, leading to a more responsible and successful business ecosystem.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalised Group	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website, Other- Please Specify)	Frequency of engagement (Annually, Half-yearly, Quarterly, others- Please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Shareholders	No	Email, Website, Letters, meeting and Telephone	Quarterly and on-demand	To provide updates on Company performance, discuss strategies, address concerns and promote transparency, ensuring their involvement and alignment with the Company's direction.
Customers	No	Email, Website, Letters, meeting and Telephone	Ongoing	The significance for customers lies in the assurance of receiving products and services of high quality, competitive pricing and timely delivery. Additionally, effective communication ensures their needs are understood and met efficiently.
Employees	No	Email, Website, Letters, meeting, Notice Board, internal chat platform Intranet and Telephone	Ongoing	The scope of engagement with employees includes fostering a positive work environment, ensuring job security, prioritising health and safety, providing training opportunities, offering clear career paths and recognising and rewarding their contributions.
Management	No	Email, Website, Letters, meeting and Telephone	Ongoing	The scope of engagement with management encompasses driving growth in sales and profitability, enhancing the efficiency and effectiveness of operations and achieving greater profitability, return on investment and market value growth for the organisation.
Suppliers	No	Email, Website, Letters, meeting and Telephone	Ongoing	The purpose of engagement with suppliers includes discussing payment terms, expanding the scope and volume of purchases, establishing longterm contractual arrangements and exchanging information on future requirements to foster a strong and mutually beneficial partnership.
Government & Regulators	No	Email, Website, Letters, meeting and Telephone	Ongoing	Engagement with the Government and regulators is to ensure timely submission of required information and documentation in adherence to the timelines specified under respective regulations. This helps maintain compliance and transparency, fostering a positive relationship with regulatory and Government authorities.
Banks, Lenders	No	Email, Website, Letters, meeting and Telephone	Ongoing	The importance of communicating with banks and lenders lies in addressing funding requirements and showcasing good financial performance. This transparent communication fosters a strong relationship and instils confidence in the organisation's ability to meet its financial obligations effectively.
Community	No	Email, Website, Letters, meeting and Telephone	As per regulatory time frame	The importance of communicating with the community for environmental protection, ethical behaviour, fostering business growth and contributing taxes that aid in building infrastructure to support community services, activities and institutions. This collaboration ensures a sustainable and mutually beneficial relationship between the organisation and the broader community.

PRINCIPLE 5: Businesses should respect and promote human rights.

(This principle focuses on the importance of human rights. Companies should respect and promote human rights, including the rights to freedom of expression, association, and privacy. They should also prevent and address human rights violations in their operations and value chains.)

Essential Indicators

1. **Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format**

Benefits	FY 2023-24			FY 2022-23		
	Total (A)	No. of employees/workers covered (B)	% (B/A)	Total (C)	No. of employees/workers covered (D)	% (D/C)
Employees						
Permanent	616	616	100%	603	316	52.40%
Other than permanent	131	131	100%	1	1	100%
Total Employees	747	747	100%	604	317	52.48%
Workers						
Permanent	951	951	100%	1,434	446	31.10%
Other than permanent	1,643	1,643	100%	828	277	33.45%
Total Workers	2,594	2,594	100%	2,262	723	31.96%

2. **Details of minimum wages paid to employees and workers**

Category	FY 2023-24					FY 2022-23				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Permanent										
Male	473	20	4.23%	453	95.77%	464	6	1.29%	458	98.71%
Female	143	6	4.19%	137	95.80%	139	3	2.16%	136	97.84%
Total	616	26	4.22%	590	95.78%	603	9	1.49%	594	98.51%
Other than Permanent										
Male	77	12	15.58%	65	84.42%	1	1	100%	-	-
Female	54	10	18.52%	44	81.48%	0	0	-	-	-
Total	131	22	16.80%	109	83.20%	1	1	100%	-	-
Workers										
Permanent										
Male	680	296	43.53%	384	56.47%	1,033	209	20.23%	824	79.77%
Female	271	170	62.73%	101	37.27%	401	71	17.71%	330	82.29%
Total	951	466	49%	485	51%	1,434	280	19.53%	1,154	80.47%
Other than Permanent										
Male	1,086	864	79.55%	222	20.44%	487	487	100%	-	-
Female	557	529	46.50%	298	53.50%	341	341	100%	-	-
Total	1,643	1,123	68.35%	520	31.65%	828	828	100%	-	-

3. Details of remuneration/salary/wages

a. Median remuneration / wages:

Particular	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)	6	620,000	2	9,240,000
Key Managerial Personnel	2	2,761,290	0	0
Employees other than BoD and KMP	546	28,350	196	28,000
Workers	1,766	15,908	828	15,908

Note: Only permanent employee data is considered for the above median remuneration calculation.

b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

Particulars	FY 2023-24	FY 2022-23
Gross wages paid to females as % of total wages	32%	30%

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business?

Yes

The Company has established three essential committees, namely the Works Committee, Safety Committee and Canteen Committee, each with a specific focus on addressing human rights impacts or issues resulting from our business activities. Committees play a vital role in ensuring that we maintain a responsible and ethical approach to our operations, safeguarding the well-being and rights of all individuals involved in our business sphere.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

The Works Committee plays a vital role in addressing grievances concerning human rights and safeguarding the interests of our internal stakeholders.

6. Number of Complaints on the following made by employees and workers:

Particulars	FY 2023-24			FY 2022-23		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	0	0	-	0	0	-
Discrimination at workplace	0	0	-	0	0	-
Child Labour	0	0	-	0	0	-
Forced Labour/Involuntary Labour	0	0	-	0	0	-
Wages	0	0	-	0	0	-
Other human rights related issues	0	0	-	0	0	-

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

Particulars	FY 2023-24	FY 2022-23
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	0	0
Complaints on POSH as a % of female employees / workers	0%	0%
Complaints on POSH upheld	0	0

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

The Company has implemented a POSH (Prevention of Sexual Harassment) mechanism, offering employees and workers an avenue to address issues related to harassment or discrimination. This initiative ensures that our workplace remains free from such misconduct, promoting an environment where every employee is treated with utmost dignity and respect. Additionally, the mechanism is designed to protect complainants from any adverse consequences they may face as a result of coming forward with their concerns.

9. Do human rights requirements form part of your business agreements and contracts? (Yes/No/NA)

No

10. Assessments for the year:

Name of the Assessment	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100%
Forced/involuntary labour	100%
Sexual harassment	100%
Discrimination at workplace	100%
Wages	100%
Others – please specify	

11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above.

There were no cases where corrective action was required to be taken.

PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment.

(This principle emphasises the importance of environmental stewardship. Companies should minimise their impact on the environment, conserve natural resources, and promote environmental sustainability. They should also take steps to restore and rehabilitate degraded ecosystems.)

Essential Indicators

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	FY 2023-24	FY 2022-23
From renewable sources		
Total electricity consumption (A)	-	-
Total fuel consumption (B)	-	-
Energy consumption through other sources (C.)	-	-
Total energy consumed from renewable sources (A+B+C)	-	-
From non-renewable sources		
Total electricity consumption (D)	15,793.20	25,475.37
Total fuel consumption (E)	8,477.41	5,610.29
Energy consumption through other sources (F)	-	-
Total energy consumed from non-renewable sources (D+E+F)	-	-
Total energy consumed (A+B+C+D+E+F)	24,270.61	31,085.66
Energy intensity per rupee of turnover (Total energy consumed / turnover from operations in Mn ₹)	1.91	2.86
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed / turnover from operations adjusted for PPP in Mn ₹)	38.52	57.85
Energy intensity in terms of physical output	0.00018	0.00025
Energy intensity (optional) – the relevant metric may be selected by the entity	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency?

No

If yes, name of the external agency.

NA

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Yes/No)

No

If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY 2023-24	FY 2022-23
Water withdrawal by source (in kilolitres)		
(i) Surface water	0	0
(ii) Groundwater	103,828	37,953
(iii) Third party water	18,68,180	22,426.50
(iv) Seawater / desalinated water	0	0
(v) Others	0	13,528
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	1,972,008	73,908
Total volume of water consumption (in kilolitres)	1,972,008	73,908
Water intensity per rupee of turnover (Total water consumption in KL / turnover from operations in Mn ₹)	154.80	6.80
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption in KL / turnover from operations adjusted for PPP in Mn ₹)	3,129.98	137.54
Water intensity in terms of physical output	0.01	0.00
Water intensity (optional) – the relevant metric may be selected by the entity	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Yes/No)

No

If yes, name of the external agency.

NA

4. Provide the following details related to water discharged:

Parameter	FY 2023-24	FY 2022-23
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water		
No treatment	-	-
With treatment – please specify level of treatment	-	-
(ii) To Groundwater		
No treatment	-	-
With treatment – please specify level of treatment	-	-
(iii) To Seawater		
No treatment	-	-
With treatment – please specify level of treatment	-	-
(iv) Sent to third-parties		
No treatment	-	-
With treatment – please specify level of treatment	-	-
(v) Others		
No treatment	-	-
With treatment – please specify level of treatment	-	-
Total water discharged (in kilolitres)	0	0

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)

No

If yes, name of the external agency.

NA

5. Has the entity implemented a mechanism for Zero Liquid Discharge?

Yes

If yes, provide details of its coverage and implementation.

Since the STP-treated water is reused within the premises for gardening, there is no discharge outside, resulting in Zero Liquid Discharge (ZLD).

6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	FY 2023-24	FY 2022-23
NOx	Parts per Mn by volume	8.93	9.56
SOx	Parts per Mn by volume	3.97	4.09
Particulate matter (PM)	Microgram per cubic metre	61.66	49.92
Persistent organic pollutants (POP)	-	-	-
Volatile organic compounds (VOC)	-	-	-
Hazardous air pollutants (HAP)	-	-	-
Others – please specify	-	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)

Yes

If yes, name of the external agency.

Tattva Analytical Laboratories LLP

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 2023-24	FY 2022-23
Total Scope 1 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	659.61	638.67
Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	3,141.09	5,731.96
Total Scope 1 and Scope 2 emissions per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations)	(Total Scope 1 and Scope 2 GHG emissions / turnover from operations in Mn ₹)	0.30	0.59
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)	(Total Scope 1 and Scope 2 GHG emissions / turnover from operations adjusted for PPP in Mn ₹)	6.03	11.86
Total Scope 1 and Scope 2 emission intensity in terms of physical output		0	0
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity		-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)

No

If yes, name of the external agency.

NA

8. Does the entity have any project related to reducing Green House Gas emission? (Yes/ No)

No

If yes, then provide details.

Not Applicable

9. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2023-24	FY 2022-23
Total Waste generated (in metric tonnes)		
Plastic waste (A)	166.31	32.57
E-waste (B)	12.93	4.96
Bio-medical waste (C)	0.0083	0.0041
Construction and demolition waste (D)	0	0

Parameter	FY 2023-24	FY 2022-23
Battery waste (E)	0	0
Radioactive waste (F)	0	0
Other Hazardous waste. Please specify, if any. (G): Spent Solvents, Discarded Containers	4.09	2.11
Other Non-hazardous waste generated (H) Please specify, if any (Break-up by composition i.e. by materials relevant to the sector)	202.92	115.00
Paper waste/Corrugated boxes	179.10	86.68
Food waste	12.68	4.62
Metal Waste	0.11	3.86
Garden Waste	10.81	19.67
Carton Box	0.10	0.09
Wire Waste	0.06	0.04
Brase Waste	0.06	0.04
Total (A+B + C + D + E + F + G + H)	386.26	154.66
Waste intensity per rupee of turnover (Total waste generated / turnover from operations in Mn ₹)	0.03	0.02
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated /turnover from operations adjusted for PPP in Mn ₹)	0.61	0.29
Waste intensity in terms of physical output	0.00	0.00
Waste intensity (optional) – the relevant metric may be selected by the entity	-	-

For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)

Category of waste	FY 2023-24	FY 2022-23
(i) Recycled	0	0
(ii) Re-used	0	0
(iii) Other recovery operations	0	0
Total	0	0

For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)

Category of waste	FY 2023-24	FY 2022-23
(i) Incineration	0	0
(ii) Landfilling	0	1.70
(iii) Other disposal operations	386.26	153.43
Total	386.26	155.13

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)

No

If yes, name of the external agency.

NA

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

The Company has taken significant strides in waste management by implementing comprehensive practices. To ensure effective waste handling, a well-defined waste management work instruction is in place, guiding employees on proper procedures. Moreover, the Company conducts monthly monitoring of chemicals, proactively identifying potential risks and adhering to safety protocols. Taking environmental responsibility seriously, waste is diligently handed over to authorised agencies, guaranteeing proper disposal and minimising any negative impact on the environment. By prioritising such practices, the Company aims to contribute to sustainable practices and ecological preservation, while meeting its social responsibility commitments.

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

Sr. No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval/ clearance are being complied with? (Y/N)	If no, the reasons thereof and corrective action taken, if any
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NA

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year.

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
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NA

13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N/NA).

Yes

If not, provide details of all such non-compliances, in the following format:

Specify the law/regulation/ guidelines which was not complied with	Provide details of the non-compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
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NA

PRINCIPLE 7: Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.

(This principle highlights the importance of responsible advocacy. Companies should engage in policy advocacy in a responsible and transparent manner, and avoid engaging in activities that could undermine the public interest or the democratic process.)

Essential Indicators

1. a. **Number of affiliations with trade and industry chambers/ associations.**
10
- b. **List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.**

Sr. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National/ International)
1.	ELCINA	National
2.	IPC (Institute of Printed Circuits)	National
3.	Indo German chamber of commerce	National
4.	MAIT (Manufacturer association of information technology)	National
5.	India electronics and semi-conductor association (IESA)	National
6.	CII Mysuru under Southern Region	State
7.	TIE Mysuru Chapter	State
8.	Lahari Mysuru ESDM cluster	State
9.	Industry Model Town	State
10.	Parwano Industry Association (PIA)	State

2. Provide details of corrective action taken or underway on any issues related to anti- competitive conduct by the entity, based on adverse orders from regulatory authorities.

Name of authority	Brief of the case	Corrective action taken
NIL		

Leadership Indicators

1. Details of public policy positions advocated by the entity:

Sr. No.	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of Review by Board (Annually/ Half Yearly/ Quarterly/ Others- Please specify)	Web Link, if available
1.	ERSO Regulations for India Advanced Electronics Test Facility under ESDM Cluster. Common Facility Centre concept was brought in Mysuru for Electronics Systems Design Manufacturing companies (ESDM) located in Mysuru for quicker reliability tests and time to market. This was mooted along with IESA by Kaynes Technology and now is a model Reliability Lab named LAHIRI with funds from Central Govt, State Govt contributing majorly in association with EMS & Electronic design companies of Mysuru.	Under Leadership of IESA & Kaynes through E&Y	Yes	NA	http://www.lahiriaetf.com

PRINCIPLE 8: Businesses should promote inclusive growth and equitable development.

(This principle emphasises the importance of promoting inclusive and equitable economic development. Companies should create economic opportunities for all, including disadvantaged and marginalised groups. They should also contribute to the development of local communities and support social and economic empowerment.)

Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
NA					

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

Sr. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In ₹)
NA						

3. Describe the mechanisms to receive and redress grievances of the community.

To uphold the rights of our stakeholders, we have implemented a whistle blower policy that offers a mechanism and contact details for addressing any complaints. This policy ensures that concerns are taken seriously and resolved appropriately. The policy, along with its details, is readily available on the Company's website, ensuring transparency and accessibility for all stakeholders.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

Particular	FY 2023-24	FY 2022-23
Directly sourced from MSMEs/ small producers	3.70%	21.80%
Directly from within India	32.10%	12.30%

5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost

Particular	FY 2023-24	FY 2022-23
Rural	0%	0%
Semi-urban	18%	16%
Urban	0%	0%
Metropolitan	82%	84%

(Place to be categorised as per RBI Classification System - rural / semi-urban / urban/metropolitan)

Leadership Indicators

6. Details of beneficiaries of CSR Projects:

Sr. No.	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalised groups
1.	Adoption of Villages: Badanaguppe, Chamarajanagar District Bedrapura (Bhogapura Gram Panchayat, Chamarajanagar District)	300	100%
2.	Ambulance Donation to Chamundi Temple Trust	1.4 Mn	NA
3.	Conservation of Art, Culture & Heritage	10,000	NA
4.	Annadana	50,000	NA
5.	Goshala Maintenance	250 Cows	NA
6.	Promotion of education to underprivileged	120	100%

PRINCIPLE 9: Businesses should engage with and provide value to their consumers in a responsible manner.

(This principle highlights the importance of responsible consumer engagement. Companies should provide safe, high-quality products and services, and ensure that they are marketed and sold ethically and responsibly. They should also be transparent about their products and services, and provide consumers with the information they need to make informed choices.)

Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

The Business Development and Project Management team takes care of customer complaints by managing them through emails and phone calls. Kaynes adheres to a customer complaint handling procedure, which strictly follows the following timelines:

- 1) Initial response within 24 hours
- 2) Containment action within 24 hours
- 3) Customer corner display in shop floor and awareness within 24 hours
- 4) 3D report to customer within 3 days
- 5) 5D report with fishbone, why-why analysis and action plan within 7 days
- 6) Final 8D report to customer within 7 days of action implementation

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about

Particular	As a percentage to total turnover
Environmental and social parameters relevant to the product	Nil
Safe and responsible usage	Nil
Recycling and/or safe disposal	Nil

3. Number of consumer complaints in respect of the following:

Particular	FY 2023-24		Remark	FY 2022-23		Remark
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	0	0	-	0	0	-
Advertising	0	0	-	0	0	-
Cyber-security	0	0	-	0	0	-
Delivery of essential services	0	0	-	0	0	-
Restrictive Trade Practices	0	0	-	0	0	-
Unfair Trade Practices	0	0	-	0	0	-
Other	0	0	-	0	0	-

4. Details of instances of product recalls on account of safety issues:

Particular	Number	Reason for recall
Voluntary recalls	0	NA
Forced recalls	0	NA

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No)

Yes

If available, provide a web link of the policy

Kaynes has a comprehensive IT policy along with Standard Operating Procedures (SOPs) that specifically address authorisation and reporting mechanisms.

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

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

Not Applicable

7. Provide the following information relating to data breaches

a. Number of instances of data breaches along-with impact	0
b. Percentage of data breaches involving personally identifiable information of customers	0%
c. Impact, if any, of the data breaches	Not Applicable

Independent Auditor's Report

To the Members of
Kaynes Technology India Limited

Report on the Audit of the Standalone Ind AS financial statements

OPINION

We have audited the accompanying Standalone Ind AS financial statements of **Kaynes Technology India Limited** which comprise the Standalone Balance Sheet as at 31 March, 2024, the Standalone Statement of Profit and Loss (including other comprehensive income), Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows for the year then ended and notes to the Standalone Ind AS financial statements including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Ind AS financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended, ("Ind AS") and other accounting principles generally accepted in India, of the Standalone State of Affairs of the Company as at 31 March, 2024, and its profit and the total comprehensive income, the cash flows and the changes in equity for the year ended on that date.

BASIS OF OPINION

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the Ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the Standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matter described below to be the key audit matters to be communicated in our report:

Key Audit Matter	Auditor's Response
<p>Revenue Recognition:</p> <p>Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements because it typically controls the goods or services before transferring them to the customer.</p> <p>Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract. This variable consideration is estimated based on the expected value of outflow. Revenue (net of variable consideration) is recognised only to the extent that it is highly probable that the amount will not be subject to significant reversal when uncertainty relating to its recognition is resolved.</p> <p>The Company has ascertained that all performance obligations are performed at a point in time.</p>	<p><u>Audit procedures performed to address the key audit matter:</u></p> <p>Our audit procedures included, among others, inquiries with management regarding significant new contracts and relevant changes in existing contracts.</p> <p>The procedures also included reading significant new contracts to understand the terms and conditions and their impact on revenue recognition.</p> <p>On a sample basis, we reconciled revenue to the supporting documentation, such as sales orders, invoices and other relevant documents.</p> <p>A specific emphasis was set on verifying that revenue transactions at the end of the financial year and at the beginning of the new financial year have been recognised in the proper accounting period by comparing revenues close to the balance sheet date with the respective contractual terms.</p> <p>Our procedures also involved testing the performance obligations in the contract and the variable consideration, if any. We also test-checked instances for transfer of control to the customer with the necessary documentation.</p>

INFORMATION OTHER THAN THE STANDALONE IND AS FINANCIAL STATEMENTS AND AUDITORS' REPORT THEREON

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's report, Business Responsibility and Sustainability Report, Corporate Governance and Shareholder's Information, but does not include the Consolidated Financial Statements, Standalone Ind AS financial statements and our auditor's report thereon.

Our opinion on the Standalone Ind AS financial statements does not cover the other Information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Ind AS financial statements, our responsibility is to read the other information and in doing so, consider whether the other information is materially inconsistent with the Standalone Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF THE MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE STANDALONE IND AS FINANCIAL STATEMENTS

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Companies Act 2013, with respect to the preparation of these financial statements that give a true and fair view of the financial position and financial performance, of the Company in accordance with the Accounting Principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Ind AS financial statements, the management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related

to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF STANDALONE IND AS FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the Standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements

or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Standalone Ind AS financial statements, including the disclosures, and whether the Standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Standalone Ind AS financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone Ind AS financial statements may be influenced. We consider quantitative materiality and qualitative factors in

(i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We also communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

As required by the Companies (Independent Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of subsection (11) of Section 143 of the Act, we give in the "**Annexure A**", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143 (3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss (including other comprehensive income), Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid Standalone Ind AS financial statements comply with the Ind AS specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
- e) On the basis of the written representations received from the directors as on 31 March, 2024 taken on record by the Board of Directors, none of the directors are disqualified as on 31 March, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
- g) In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has pending litigations which would impact its financial position in its Ind AS financial statements. The Company has disclosed the impact of pending litigations as at 31 March, 2024 on its financial position in its Standalone Ind AS financial statements- Refer Note 27 to the Standalone Ind AS financial statements.
 - ii. As explained by the management, the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund.
- iv. a) The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries")
 - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- b) The Management has represented, that, to the best of it's knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall
- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries")
 - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- c) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under subclause (iv) (a) and (iv) (b) contain any material mis-statement.
- v. The Company has neither declared nor paid interim dividend or final dividend during the year. Therefore, reporting under Rule 11(f) of Companies (Audit and Auditors) Rules, 2014 is not applicable.
- vi. Based on our examination which included test checks, the Company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit and on the basis of test checking of selected samples, we did not come across any instance of audit trail feature being tampered with.

For **K.P. Rao & Co.**
Chartered Accountants
Firm Reg. No. : 003135S

Mohan R Lavi
Partner
Membership No.: 029340
UDIN: 24029340BKGBY9658

Place: Mysuru
Date: 16 May, 2024

Annexure-A to the Independent Auditors' Report

As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give a statement on the matters Specified in paragraphs 3 and 4 of the Order, to the extent applicable.

i) In respect of Property Plant and Equipment:

- The Company has maintained proper records showing full particulars, including quantitative details and situation of its property, plant and equipment and its intangible assets.
- The Company has a programme of physical verification of its fixed assets under which all fixed assets are verified in a phased manner. In our opinion, the periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed in such verification.
- In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of following immovable properties (other than properties where company is the lessee, and the lease agreement are duly executed in favor of the lessee) are not held in the name of the Company:

Description	Gross Carrying Value	Held in name of	Whether promoter/ director or their relative or employee	Period held	Reason for not being in name of company
Land	1.18 Mn	P K Bansal	No	12 April, 2012	To be registered

- According to the information and explanations given to us and on the basis of our examination of the records of the Company, The Company has not revalued its Property, Plant and Equipment (including Right-of-use assets) or Intangible Assets during the year.
- According to the information and explanations given to us, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties, the details has been given below:

- During the year the Company has not provided loans and advances, stood guarantee, or provided security to any entity other than subsidiary companies as below-

The aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans or advances and guarantees or security to subsidiaries, joint ventures and associates;

Advances	Amount given in current year	Balance as on 31 March, 2024
Kaynes International Design & Manufacturing Private Limited	189.68	65.16
Kaynes Mechatronics Private Limited	64.69	64.69
Kaynes Circuits India Private Limited	1.77	1.77
Loans		
Digicom Electronics Inc	49.79	49.79
Kemsys Technologies Private Limited	18.51	18.51
Kaynes Semicon Private Limited	240.49	223.84
Kemsys Technologies Private Limited	45.99	-

ii) In respect of Inventory:

- The Inventories have been physically verified during the year by the management. In our opinion, the frequency of such verification is reasonable. We have been informed that the Company is in the process of reconciling the differences, if any, noticed on physical verification.
- According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of fifty Mn rupees, in aggregate, from banks on the basis of security of current assets. there are differences that are immaterial between the quarterly returns /statements filed by the Company with such banks and the books of account of the Company.

iii) In respect of investment, loans, advances, guarantee: According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has made

Advances	Amount given in current year	Balance as on 31 March, 2024
Kaynes Electronics Manufacturing Private Limited	1,749.95	2,247.97
Guarantee		
Kaynes International Design & Manufacturing Private Limited	-	80.4

- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company the investments made, guarantees provided, security given and the terms and conditions of the grant of such all loans and advances in the nature of loans and guarantees provided are not prejudicial to the Company's interest;
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, with respect of loans and advances in the nature of loans, are repayable on demand
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan given falling due during the year, which has been renewed or extended or fresh loans given to settle the overdue of existing loans given to the same party.
- (f) Based on our verification of records, the Company has granted loans repayable on demand or without specifying any terms or period of repayment are as follows:

Sl. No.	Name of the Borrower	As at 31 March, 2024
1	Kemsys Technologies Private Limited	18.51
2	Digicom electronics Inc	49.79

Name of the Statute	Nature of the Dues	Amount (in Mn)	Period to which the amount relates	Forum where dispute is pending
The Income Tax Act 1961	Income-tax	6.05	AY 2017-18	Commissioner of Income Tax (Appeals)
The Income Tax Act 1961	Income-tax	31.81	AY 2018-19	Commissioner of Income Tax (Appeals)
The Income Tax Act 1961	TDS	1.62	Various Years	Commissioner of Income Tax (TDS)
The Value Added Tax 2005	Commercial Tax	23.95	Various Years	Assistant Commissioner
The Income Tax Act 1961	TDS	19.82	Various Years	Commissioner of Income Tax (Appeals)
The Income Tax Act 1961	Income-tax	1.74	AY 2016-17	Commissioner of Income Tax (Appeals)

- iv) In respect of Compliance of Provision of Section 185 and 186:

According to the information and explanations given to us and on the basis of our examination of the records, the Company has not given any loans, or provided any guarantee or security as specified under Section 185 of the Companies Act, 2013 and the Company has not provided any guarantee or security as specified under Section 186 of the Companies Act, 2013. Further, the Company has complied with the provisions of Section 186 of the Companies Act, 2013 in relation to loans given and investments made.

- v) According to the information and explanations given to us, the Company has not accepted any deposits from the public to which the directives issued by the Reserve Bank of India and the provisions of Section 73 to Section 76 or any other relevant provisions of the Act and the rules framed there under apply.
- vi) We have broadly reviewed the books of account maintained by the Company as specified under Section 148(1) of the Act, for maintenance of cost records in respect of products manufactured by the Company, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- vii) a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Income-tax, Sales-tax, Service tax, Goods and Service Tax, Cess and other material statutory dues generally have been regularly deposited during the year by the Company with the appropriate authorities. There are no undisputed statutory dues payable in respect to the above statues, outstanding as at 31 March, 2024, for a period of more than six months from the date they became payable.
- b) According to the information and explanations given to us, there are no dues of GST, Provident fund, Employees' State Insurance, Income-tax, Sales tax, Service tax, Duty of Customs, Value added tax, Cess or other statutory dues which have not been deposited by the Company on account of disputes, except for the following:

- viii) In our opinion and according to the information and explanations given to us, no transactions not recorded in the books of account have been surrendered or disclosed by the Company as income during the year in the tax assessments under the Income Tax Act, 1961.
- ix) a. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to financial institutions, banks, government, or debenture holders.
- b. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared willful defaulter by any bank or financial institution or other lender.
- c. According to the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
- d. According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- e. According to the information and explanations given to us and procedures performed by us, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- f. According to the information and explanations given to us and procedures performed by us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures, or associate companies.
- x) a. According to the information and explanation given to us and procedure performed by us, the Company has utilised the money raised by the way of Initial public offer and QIB for the purpose for which they were raised and the balance funds, pending utilisation, are temporarily invested in short term fixed deposits with bank and Mutual Funds. The details are as below:

Nature of the fund raised	Purpose for which funds were raised	Total Amount Raised/Opening Unutilised Balance (₹ in Mn)	Amount utilised for other purpose	Unutilised balance as at balance sheet date	Details of default	Subsequently rectified and details
QIP	Establishment of the OSAT Facility	7,567.11	Nil	6,841.82	No default	Not applicable
QIP	Establishment of the PCB Facility	3,072.89	Nil	3,072.89	No default	Not applicable
QIP	General corporate purposes	3,100.00	Nil	2,205.94	No default	Not applicable

- b. The Company has not made any preferential allotment or private placement of shares or fully or convertible debentures (fully, partially, or optionally convertible) during the year under review and hence, reporting requirements under clause 3(x) (b) is not applicable.
- xi) a. Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- b. According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- c. As represented to us by the Management, there are no whistle-blower complaints received by the Company during the year.
- xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable to the Company.
- xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.
- xiv) a. The Company has an internal audit system commensurate with the size and nature of its business.
- b. We have considered the internal audit reports of the Company issued till date, for the period under audit.

- xv) In our opinion and according to the information and explanation given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi) According to the information and explanations given to us, the Company is not required to be registered under Section 45 - IA of the Reserve Bank of India Act, 1934. Accordingly, paragraph 3(xvi) of the Order is not applicable to the Company.
- xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- xviii) There has been no resignation of the statutory auditors during the year and accordingly this clause is not applicable.
- xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any

- material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx) According to the information and explanations given to us and based on our examination of the records of the Company, the Company is not required to transfer any unspent amount to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub section 5 of section 135 of the said Act.
 - xxi) According to the information and explanations given to us and based on our examination of the records of the Company, there have been no qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order reports of the companies included in the consolidated financial statements.

Place: Mysuru
Date: 16 May, 2024

For **K.P. Rao & Co.**
Chartered Accountants
Firm Reg. No. : 003135S

Mohan R Lavi
Partner
Membership No.: 029340
UDIN: 24029340BKGBY9658

Annexure-B to the Independent Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

OPINION

We have audited the internal financial controls with reference to Standalone Ind AS financial statements of the Company as of 31 March, 2024 in conjunction with our audit of the Standalone Ind AS financial statements of the Company as at and for the year ended on that date.

In our opinion, the Company has maintained, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. However, the existing policies, systems, procedures and internal controls followed by the Company have to be completely and appropriately documented and reconciled.

MANAGEMENT AND BOARD OF DIRECTORS' RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') issued by the Institute of Chartered Accountants of India ('the ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required the Companies Act, 2013 ('the Act').

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing ('the Standards'), issued by the ICAI and deemed to be prescribed under section 143(10) of the Act, to the

extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. This includes those policies and procedures that:

- i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and
- iii) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and

not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Place: Mysuru
Date: 16 May, 2024

For **K.P. Rao & Co.**
Chartered Accountants
Firm Reg. No. : 003135S

Mohan R Lavi
Partner
Membership No.: 029340
UDIN: 24029340BKGBY9658

Standalone Balance Sheet

(All amounts are in ₹ Mn, unless otherwise stated)

Particulars	Notes	As at	
		31 March, 2024	31 March, 2023
ASSETS			
NON-CURRENT ASSETS			
Property, plant and equipment	3	1,589.21	832.18
Capital work-in-progress	3(b)	81.34	112.62
Intangible assets	3(c)	147.35	207.12
Intangible under development	3(d)	255.04	143.27
Rights-of-use Assets	3(e)	253.32	154.41
Financial assets			
i) Investments	4	1,742.12	40.14
ii) Loans and deposits	5(a)	76.88	67.21
iii) Other financial assets	5(b)	37.03	32.03
Other non-current assets	6	340.58	84.60
Total Non-Current Assets (A)		4,522.87	1,673.58
CURRENT ASSETS			
Inventories	7	4,726.23	4,016.33
Financial asset			
i) Trade receivables	8(a)	1,261.37	2,202.58
ii) Cash and cash equivalents	8(b)	128.15	231.84
iii) Bank balances other than cash and cash equivalents	8(c)	15,025.65	4,559.13
iv) Loans and deposits	8(d)	86.45	180.96
v) Other financial assets	8(e)	363.42	110.42
Current tax assets (Net)	9	70.93	33.53
Other current assets	10	3,497.67	991.75
Total Current Assets (B)		25,159.87	12,326.54
TOTAL ASSETS (A + B)		29,682.74	14,000.12
EQUITY AND LIABILITIES			
EQUITY			
Equity Share Capital	11(A)	639.18	581.42
Other Equity	12	23,648.60	9,002.44
Total Equity (A)		24,287.78	9,583.86
LIABILITIES			
NON-CURRENT LIABILITIES			
Financial Liabilities			
Borrowings	13	111.16	155.48
Lease liabilities	31	120.84	139.80
Deferred Tax Liabilities (Net)	14	82.85	76.82
Long Term Provisions	15	54.72	47.83
Total Non-Current Liabilities (B)		369.57	419.93
CURRENT LIABILITIES			
Financial Liabilities			
Short-term borrowings	16(a)	2,529.97	1,121.83
Trade payables	16(b)		
- Total outstanding dues of micro enterprises and small enterprises		48.05	202.28
- Total outstanding dues to other than micro enterprises and small enterprises		1,841.20	1,951.42
Other financial liabilities	16(c)	155.64	110.25
Lease liabilities	31	32.70	33.86
Other current liabilities	17	404.05	566.43
Short-term provisions	18	13.78	10.26
Total Current Liabilities (C)		5,025.39	3,996.33
Total Liabilities (B+C)		5,394.96	4,416.26
TOTAL EQUITY AND LIABILITIES (A+B+C)		29,682.74	14,000.12

The accompanying notes form an integral part of the standalone financial statements.

As per our report of even date

For K.P. Rao & Co
Chartered Accountants
Firm Registration Number: 003135S

For and on behalf of the Board of Directors of
Kaynes Technology India Limited

Mohan R Lavi
Partner
Membership No.029340

Ramesh Kunhikannan
Managing Director
(DIN: 02063167)

Jairam P Sampath
Whole Time Director & Chief Financial Officer
(DIN: 08064368)

Rajesh Sharma
Chief Executive Officer

S M Adithya Jain
Company Secretary
Membership No. A49042

Place: Mysuru
Date: 16 May, 2024

Place: Mysuru
Date: 16 May, 2024

Standalone Statement of Profit and Loss

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

Particulars	Note	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Income			
Revenue from operations	19	12,739.39	10,865.57
Other Income	20	641.93	116.98
Total Income (A)		13,381.32	10,982.55
Expenses			
Cost of materials consumed	21	9,330.51	8,272.07
Changes in inventories of Finished goods and work in progress	22	(214.65)	(671.47)
Employee Benefit Expenses	23	881.00	700.05
Finance Cost	24	535.47	343.83
Depreciation and amortisation expense	25	214.41	176.74
Other Expenses	26	1,028.58	916.16
Total Expenses (B)		11,775.32	9,737.38
Profit / (Loss) Before Tax (A-B)=C		1,606.00	1,245.17
Tax Expenses			
Income taxes			
- Current tax		340.00	283.40
- Earlier year tax adjustments		-	18.71
Deferred tax Charge/ (Credit)		5.02	(4.55)
Total tax expense (D)		345.02	297.56
Profit / (Loss) for the year (C - D)=E		1,260.98	947.61
Other Comprehensive Income (Net)			
Other Comprehensive Income not to be reclassified to profit or loss in subsequent periods			
- Re-measurement gains/ (losses) on defined benefit plans		4.01	2.78
- Income tax effect		(1.01)	(0.70)
Total Other Comprehensive Income for the year, net of tax (F)		3.00	2.08
Total Comprehensive Income for the year, net of tax (E+F)		1,263.98	949.69
Earnings per share (nominal value of ₹ 10 each)			
Basic	30	21.10	19.79
Diluted	30	20.83	19.55

The accompanying notes form an integral part of the standalone financial statements.

As per our report of even date

For K.P. Rao & Co
Chartered Accountants
Firm Registration Number: 003135S

Mohan R Lavi
Partner
Membership No.029340

Place: Mysuru
Date: 16 May, 2024

For and on behalf of the Board of Directors of
Kaynes Technology India Limited

Ramesh Kunhikannan
Managing Director
(DIN: 02063167)

Rajesh Sharma
Chief Executive Officer

Place: Mysuru
Date: 16 May, 2024

Jairam P Sampath
Whole Time Director & Chief Financial Officer
(DIN: 08064368)

S M Adithya Jain
Company Secretary
Membership No. A49042

Standalone Statement of Cash Flows

(All amounts are in ₹ Mn, unless otherwise stated)

Particulars		For the year ended 31 March, 2024	For the year ended 31 March, 2023
A. Cash Flow from Operating Activities			
Net profit before extraordinary items and tax		1,606.00	1,245.17
Adjustments for :			
Depreciation and Amortisation Expense		214.41	135.42
Provision for doubtful debts		135.19	14.99
Fair valuation impact of Security deposit		(1.89)	(1.31)
Gain On Fair Valuation of Mutual Funds		(23.45)	0.34
Interest expense		535.47	343.83
Interest income		(497.35)	(96.98)
Operating profit before working capital changes, extraordinary items		1,968.38	1,641.46
Adjustments for:			
(Increase)/ Decrease in Inventories		(709.90)	(1,850.92)
(Increase)/Decrease in Trade receivables		806.02	(313.59)
(Increase)/Decrease in Loans and Advances and other assets		(2,402.85)	(394.41)
Increase/(Decrease) in Trade payable and other liabilities		(401.56)	860.13
Increase/(Decrease) in Provisions		10.41	2.75
Cash Generated (used in) / From Operations		(729.50)	(54.58)
Income tax Received / (Paid)		(302.60)	(468.27)
Net Cash from / (used) Operating Activities	(A)	(1,032.10)	(522.85)
B. Cash Flow from Investing Activities			
Purchase of fixed assets		(1,346.35)	(471.95)
Interest Received		497.35	96.98
Proceeds from sale of investments / fixed deposits matured		(12,168.50)	(4,429.64)
Net Cash from / (used) in Investing activities	(B)	(13,017.50)	(4,804.61)
C. Cash Flow from Financing Activities			
Proceeds from issue of Share Capital :			
- Equity		57.76	113.69
- Preference		-	(3.79)
Securities Premium received :			
- Equity		13,377.83	6,486.33
- Preference		-	(2.39)
Share issue expenses		(318.03)	(371.07)
Repayment of long term borrowings		(44.32)	(102.57)
Proceeds from short term borrowings		1,408.14	(272.14)
Interest expense		(535.47)	(343.83)
Net Cash from/(used) in Financing Activities	(C)	13,945.91	5,504.23
Net Increase in Cash and Cash Equivalents	(A)+(B)+(C)	(103.69)	176.77
Cash and cash equivalents as on April 01		231.84	55.07
Cash and cash equivalents as on 31 March		128.15	231.84

Standalone Statement of Cash Flows (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Components of cash and cash equivalents		
Balance with scheduled banks on:		
- Current Account	128.11	231.75
- Cash on Hand	0.04	0.09
TOTAL	128.15	231.84

Notes

- a) The Cash Flow Statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS) 7 "Statement of Cash flows" specified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended).
- b) Figures have been regrouped/ rearranged wherever necessary.

The accompanying notes form an integral part of the standalone financial statements.
As per our report of even date

For K.P. Rao & Co
Chartered Accountants
Firm Registration Number: 003135S

For and on behalf of the Board of Directors of
Kaynes Technology India Limited

Mohan R Lavi
Partner
Membership No.029340

Ramesh Kunhikannan
Managing Director
(DIN: 02063167)

Jairam P Sampath
Whole Time Director & Chief Financial Officer
(DIN: 08064368)

Rajesh Sharma
Chief Executive Officer

S M Adithya Jain
Company Secretary
Membership No. A49042

Place: Mysuru
Date: 16 May, 2024

Place: Mysuru
Date: 16 May, 2024

Standalone Statement of Changes in Equity

(All amounts are in ₹ Mn, unless otherwise stated)

A. EQUITY SHARE CAPITAL

Particulars	No. of Shares	Amount
As at 01 April, 2022	46,158,006	461.58
Change during the year	11,984,490	119.84
As at 31 March, 2023	58,142,496	581.42
Change during the year	5,775,577	57.76
As at 31 March, 2024	63,918,073	639.18

B. INSTRUMENTS ENTIRELY OF EQUITY NATURE

Particulars	CCPS Series A		CCPS Series B		CCPS Series C	
	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
As at 01 April, 2022	-	-	333,323	3.33	45,823	0.46
Change during the year	-	-	(333,323)	(3.33)	(45,823)	(0.46)
As at 31 March, 2023	-	-	-	-	-	-
Change during the year	-	-	-	-	-	-
As at 31 March, 2024	-	-	-	-	-	-

C. OTHER EQUITY

For the year ended 31 March, 2024

Particulars	Reserves & Surplus					Other Comprehensive Income		Total Other Equity
	Securities premium	General Reserve	Retained earnings	Debenture Redemption Reserve (DRR)	Employee stock options outstanding account (ESOP Reserve)	Foreign Currency Translation Reserve	Remeasurement of defined benefit obligations	
As at 01 April, 2023	6,591.60	130.00	2,272.35	-	6.31	-	2.18	9,002.44
Profit for the period	-	-	1,263.98	-	-	-	-	1,263.98
On issue of Equity shares	13,942.24	-	-	-	-	-	-	13,942.24
Share based payment expenses	-	-	-	-	6.43	-	-	6.43
Amount utilised for share issue expenses	(564.41)	-	-	-	-	-	-	(564.41)
Amount transferred during the year	-	-	(2.08)	-	-	-	-	(2.08)
Re-measurement of the net defined benefit liability/asset, net of tax effect	-	-	(3.00)	-	-	-	3.00	-
As at 31 March, 2024	19,969.43	130.00	3,531.25	-	12.74	-	5.18	23,648.60

Standalone Statement of Changes in Equity (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

For the year ended 31 March, 2023

Particulars	Reserves & Surplus					Other Comprehensive Income		Total Other Equity
	Securities premium	General Reserve	Retained earnings	Debenture Redemption Reserve (DRR)	Employee stock options outstanding account (ESOP Reserve)	Foreign Currency Translation Reserve	Remeasurement of defined benefit obligations	
As at 01 April, 2022	107.64	124.69	1,324.74	5.31	-	-	0.10	1,562.48
Profit for the period	-	-	949.69	-	-	-	-	949.69
On issue of Equity Shares	6,486.35	-	-	-	-	-	-	6,486.35
On conversion of Preference shares into equity	(2.39)	-	-	-	-	-	-	(2.39)
Utilised towards redemption of debentures	-	-	-	(5.31)	-	-	-	(5.31)
Transfer from Debenture redemption reserve	-	5.31	-	-	-	-	-	5.31
Share based payment expenses	-	-	-	-	6.31	-	-	6.31
Re-measurement of the net defined benefit liability/ asset, net of tax effect	-	-	(2.08)	-	-	-	2.08	-
As at 31 March, 2023	6,591.60	130.00	2,272.35	-	6.31	-	2.18	9,002.44

The accompanying notes form an integral part of the standalone financial statements.
As per our report of even date

For K.P. Rao & Co
Chartered Accountants
Firm Registration Number: 003135S

For and on behalf of the Board of Directors of
Kaynes Technology India Limited

Mohan R Lavi
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Ramesh Kunhikannan
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Jairam P Sampath
Whole Time Director & Chief Financial Officer
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Rajesh Sharma
Chief Executive Officer

S M Adithya Jain
Company Secretary
Membership No. A49042

Place: Mysuru
Date: 16 May, 2024

Place: Mysuru
Date: 16 May, 2024

Overview and Notes to the Standalone Financial Statements

1 GENERAL INFORMATION

Kaynes Technology India Limited (Formerly known as Kaynes Technology India Private Limited) ("the Company") is a company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The Company is primarily engaged in Design and Manufacturing of advanced electronic modules and solutions catering to a wide range of industries.

The Company has converted itself from Private Limited to Public Limited, pursuant to a special resolution passed in the extraordinary general meeting of the shareholders of the Company held on 24 March, 2022 and consequently the name of the Company has changed to "Kaynes Technology India Limited" pursuant to a fresh certificate of incorporation by the Registrar of Companies on 31 March, 2022.

2 BASIS OF PREPARATION

These standalone Ind AS financial statements ("Ind AS financial statements") have been prepared in accordance with Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) Rules, 2016 and other relevant provisions of the Act, to the extent applicable.

Functional and presentation currency

Items included in these Standalone Financial Statements of the Company are measured using the currency of the primary economic environment in which the Company operates ('the functional currency'). The standalone Ind AS financial statements are presented in Indian rupee (₹), which is also the Company's functional currency. All amounts have been rounded-off to the nearest Mn, up to two places of decimal, unless otherwise indicated. Amounts having absolute value of less than ₹ 100,000 have been rounded and are presented as ₹ 0.00 Mn in these Ind AS financial statements.

Basis of measurement

The Standalone Financial Statements has been prepared on the historical cost basis except for the following items:

Items	Measurement Basis
Certain financial assets (except trade receivables and contract assets which are measured at transaction cost) and liabilities	Fair Value

Items	Measurement Basis
Defined benefits liability	Fair value of plan assets less present value of defined benefit obligations.

2.1 Current versus non-current classification

The Company presents assets and liabilities in the standalone balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- (a) Expected to be realised or intended to be sold or consumed in normal operating cycle,
- (b) Held primarily for the purpose of trading,
- (c) Expected to be realised within twelve months after the reporting period, or
- (d) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities. Advance tax paid is classified as non-current assets.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents.

2.2 Fair value measurement

The Company measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- (a) In the principal market for the asset or liability, or
- (b) In the absence of a principal market, in the most advantageous market for the asset or liability.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming

Overview and Notes to the Standalone Financial Statements (Contd.)

that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities;

Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices);

Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement. The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

2.3 Use of estimates and judgements

The estimates used in the preparation of the Standalone Financial Statements of each year presented are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events), that the Company believes to be reasonable under the existing circumstances. The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date. Although the Company regularly assesses these

estimates, actual results could differ materially from these estimates even if the assumptions underlying such estimates were reasonable when made, if these results differ from historical experience or other assumptions do not turn out to be substantially accurate. The changes in estimates are recognised in the Standalone Financial Statements in the period in which they become known.

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. Actual results could differ from these estimates.

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year are included in the following notes:

Note 33 – measurement of defined benefit obligations: key actuarial assumptions;

Notes 27 – recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources;

Note 35 – impairment of financial assets;

2.4 Revenue recognition

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements because it typically controls the goods or services before transferring them to the customer.

The specific recognition criteria described below must also be met before revenue is recognised.

Sale of products and services:

Revenue from sale of products is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the products. Revenue from sale of services is recognised as the service is performed and there are no unfulfilled obligations.

The Company considers whether there are other promises in the contract that are separate performance

Overview and Notes to the Standalone Financial Statements (Contd.)

obligations to which a portion of the transaction price needs to be allocated if any. In determining the transaction price for the sale of goods, the Company considers the effects of variable consideration, the existence of significant financing components, noncash consideration, and consideration payable to the customer (if any).

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract. This variable consideration is estimated based on the expected value of outflow. Revenue (net of variable consideration) is recognised only to the extent that it is highly probable that the amount will not be subject to significant reversal when uncertainty relating to its recognition is resolved.

The Company has ascertained that all performance obligations are performed at a point in time.

Contract balances

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional. Contract assets are transferred to receivables when the rights become unconditional and contract liabilities are recognised as and when the performance obligation is satisfied. Contract assets are subject to impairment assessment. Refer to accounting policies on impairment of financial assets in section (2.8) Financial instruments below.

A receivable is recognised if an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section (o) Financial instruments below.

Contract Liability

A contract liability is recognised if a payment is received or a payment is due (whichever is earlier) from a customer before the Company transfers the related goods or services. Contract liabilities are

recognised as revenue when the Company performs under the contract (i.e., transfers control of the related goods or services to the customer).

The Company presents revenues net off indirect taxes in the statement of profit and loss.

2.5 Other Income

Interest income is recognised on time proportion basis and other income, if any, recognised on the basis of certainty of receipts and on accrual basis and this is included in the finance income in the statement of profit and loss.

For all financial instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability.

When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. Interest income is included in finance income in the statement of profit and loss.

Government Grant:

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

2.6 Employee Benefits

a) Short-term benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are recorded as expense as the related service is provided. A liability is recognised for the amount expected to be paid, if the Company has a present obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Overview and Notes to the Standalone Financial Statements (Contd.)

b) Provident Fund

This is a defined benefit plan. Aggregate contributions along with interest thereon are paid at retirement, death, incapacitation or termination of employment. Both the employee and the Company make monthly contributions equal to a specified percentage of the employee's salary to the provident fund. The Company contributes to the government administered pension fund.

c) Gratuity

This is a defined benefit plan. The Company provides for Gratuity covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment.

d) Leave Encashment

The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the reporting date. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer the settlement for at least twelve months after the reporting date.

The Company's liability for Gratuity and Leave encashment are actuarially determined using the Projected Unit Credit method at the end of each year.

Actuarial gains and losses are recognised immediately in the retained earnings through Other Comprehensive Income (OCI) in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods. The defined benefit obligation recognised in the balance sheet represents the present value of the defined benefit obligation less the fair value of plan assets out of which the obligations are expected to be settled.

e) Employees' Stock Option Plans (ESOP)

The Company recognises compensation expense relating to share-based payments in

net profit based on estimated fair-values of the awards on the grant date. The estimated fair value of awards is recognised as an expense in the Statement of Profit and Loss on a straight-line basis over the requisite service period for each separately vesting portion of the award as if the award was in-substance, multiple awards with a corresponding increase to share options outstanding account.

f) Social Security 2020

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified and the final rules/interpretation have not yet been issued. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective. Based on a preliminary assessment, the entity believes the impact of the change will not be significant.

2.7 Borrowing cost

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset until such time as the assets are substantially ready for the intended use or sale. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

Financial instruments

2.8 Financial assets

Initial recognition and measurement

A financial asset (except trade receivable and contract asset) is recognised initially at fair value plus or minus transaction cost that are directly attributable to the acquisition or issue of financial assets (other than financial assets at fair value through profit and loss). Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss ('FVTPL') are recognised immediately in the Statement of Profit and Loss.

Overview and Notes to the Standalone Financial Statements (Contd.)

Subsequent measurement

For purposes of subsequent measurement financial assets are classified in three broad categories:

Amortised cost;

Fair Value through Other Comprehensive Income (FVOCI) – equity investment;

Fair Value through Profit or Loss (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

Where assets are measured at fair value, gains and losses are either recognised entirely in the statement of profit and loss (i.e. fair value through profit or loss), or recognised in other comprehensive income (i.e. fair value through other comprehensive income).

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- a) the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at FVTPL: These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

Financial assets at FVOCI: These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in Other Comprehensive Income.

Financial assets at amortised cost: These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

2.9 Derecognition

A financial asset (or, where applicable, a part of a financial asset) is primarily derecognised (i.e. removed from the Company's statement of financial position) when:

The rights to receive cash flows from the asset have expired, or the Company has transferred its rights to

receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either;

- a. the Company has transferred substantially all the risks and rewards of the asset, or
- b. the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the company has retained.

2.10 Impairment of financial assets

The Company assesses impairment based on expected credit losses (ECL) model to the following:

- (i) Financial assets measured at amortised cost;
- (ii) Financial assets measured at fair value through other comprehensive income (FVTOCI);

Expected credit losses are measured through a loss allowance at an amount equal to:

The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or

Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument).

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables or contract revenue receivables.

Under the simplified approach, the Company does not track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

The Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected

Overview and Notes to the Standalone Financial Statements (Contd.)

life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-months ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Company reverts to recognising impairment loss allowance based on 12-months ECL.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

For investments in subsidiary companies, the Company does not provide for impairment losses till indicators of impairment are confirmed.

2.11 Financial liabilities:

Initial recognition and measurement

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables, loans and borrowings.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss.

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Gains or losses on liabilities held for trading are recognised in the statement of profit and loss. Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied.

2.12 Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate (EIR) method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Offsetting of financial instruments:

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

2.13 Property, plant and equipment and intangible assets

Capital work in progress includes cost of property, plant and equipment under installation / under development, net of accumulated impairment loss, if any, as at the balance sheet date. Plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in profit or loss as incurred.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will

Overview and Notes to the Standalone Financial Statements (Contd.)

flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate assets are derecognised when replaced. All other repairs and maintenance are charged to profit and loss during the reporting period in which they are incurred.

The Company identifies and determines cost of each component/ part of the asset separately, if the component / part has a cost which is significant to the total cost of the asset having useful life that is materially different from that of the remaining asset. These components are depreciated over their useful lives; the remaining asset is depreciated over the life of the principal asset.

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period with the affect of any change in the estimate being accounted for on a prospective basis. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

2.14 Depreciation and amortisation

Depreciation is provided using the straight-line method as per the useful lives of the assets estimated by the management in line with schedule II of the Companies Act, 2013 except in the case of moulds in respect of which the estimated useful life is ascertained as 6 years based on the independent technical evaluation carried out by the internal technical team which is different from the estimated useful life prescribed under Part C of Schedule II of the Companies Act 2013. Building in leasehold land will be depreciated over the remaining useful life of the building as ascertained by an independent valuer over the remaining lease period or life specified in the Companies Act for such building whichever is lower.

Asset Category	Management estimate of useful life & Useful life as per Schedule II
Land	Unlimited
Buildings other than factory	60
Buildings Factory	30
Plant & Equipment	15
Furniture & Fittings	10
Office Equipments	5
Electrical Fittings	10
Computers	3
Vehicles	8
Airconditioners	5
Leasehold Improvement	3
Software	5
Technical know-how	5

The amortisation of software development and intellectual property costs is allocated on a straight-line basis over the best estimate of its useful life of the product. The factors considered for identifying the basis include obsolescence, product life cycle and actions of competitors. The amortisation period and the amortisation method are reviewed at each year end.

Overview and Notes to the Standalone Financial Statements (Contd.)

2.15 Impairment of tangible and intangible assets

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal / external factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset. After impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.

2.16 Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

2.17 Inventories

Inventories are valued at lower of cost and net realisable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

- a) Raw materials and stores and spares: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.
- b) Finished goods and work in progress: cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs.

Cost of raw materials, stores and spares, work-in-progress and finished goods is determined on first in first out basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs

of completion and the estimated costs necessary to make the sale.

2.18 Leases

The Company has lease contracts for office spaces. The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Company applies a single recognition and measurement approach for all leases, except for shortterm leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

As lessee

i) Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets. If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment. Refer to the accounting policies in section (2.15) Impairment of non-financial assets.

ii) Lease liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to

Overview and Notes to the Standalone Financial Statements (Contd.)

be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

2.19 Cash and cash equivalents

Cash and cash equivalent in the standalone balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less that are readily convertible to a known amount of cash and which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, as they are considered an integral part of the Company's cash management.

2.20 Taxes on Income

Income tax comprises current and deferred tax. It is recognised in the Standalone Statement of Profit and Loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income. Section 115 BAA of the Income Tax Act 1961, introduced by Taxation Laws (Amendment) Ordinance, 2019 gives a one-time irreversible option to Domestic Companies for payment of corporate tax at reduced rates. The Company has opted to recognise tax expense at the new income tax rate as applicable to the Company.

Current income tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities in accordance with relevant tax regulations. Current tax is determined as the tax payable in respect of taxable income for the year and is computed in accordance with relevant tax regulations. Current tax is recognised in Statement of Profit and Loss except to the extent it relates to items recognised outside profit or loss in which case it is recognised outside profit or loss (either in other comprehensive income ('OCI') or in equity). Current tax items are recognised in relation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes current tax payable where appropriate.

Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Deferred tax

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying values of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of the taxable profit and is accounted for using the balance sheet liability model. Deferred tax liabilities are generally recognised for all the taxable temporary differences. In contrast, deferred tax assets are only recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised.

Deferred tax assets are recognised for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Overview and Notes to the Standalone Financial Statements (Contd.)

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

2.21 Foreign currencies

Foreign currency transactions are recorded in the functional currency, by applying the exchange rate between the functional currency and the foreign currency at the date of the transaction.

Foreign currency monetary items outstanding at the reporting date are converted to functional currency using the closing rate (Closing selling rates for liabilities and closing buying rate for assets). Non-monetary items denominated in a foreign currency which are carried at historical cost are reported using the exchange rate at the date of the transactions.

Exchange differences arising on settlement of monetary items, as at reporting date, at rates different from those at which they were initially recorded, are recognised in the Statement of Profit and Loss in the year in which they arise.

These exchange differences are presented in the Statement of Profit and Loss on net basis.

2.22 Provisions

General

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is

virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

2.23 Contingent liabilities and contingent assets:

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote.

Contingent Asset

Contingent assets has to be recognised in the financial statements in the period in which if it is virtually certain that an inflow of economic benefits will arise. Contingent assets are assessed continually and no such benefits were found for the current financial year.

2.24 Earnings per share (EPS)

Basic earnings/(loss) per share are calculated by dividing the net profit/(loss) for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the period is adjusted for events of bonus issue and share split.

For the purpose of calculating diluted earnings/(loss) per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the year, unless issued at a later date. Dilutive potential equity shares are determined independently for each year presented. The number of equity shares and potential dilutive equity shares are adjusted retrospectively for all years presented for any share splits and bonus

Overview and Notes to the Standalone Financial Statements (Contd.)

shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

2.25 Segment Reporting

The Company operates predominantly in one business segment of Electronics Manufacturing Services and accordingly primary reporting disclosures for business segment, is not applicable.

2.26 Cash flow statement

Cash flows are reported using the indirect method, whereby net profit/ (loss) before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from regular revenue generating (operating activities),

investing and financing activities of the Company are segregated.

2.27 Events after reporting date

Where events occurring after the balance sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the balance sheet date of material size or nature are only disclosed.

2.28 Standards issued but not yet effective:

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended 31 March, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Group.

Notes to the Financial Statements

(All amounts are in ₹ Mn, unless otherwise stated)

Particulars	Tangible Assets										Total
	Land	Buildings	Plant & Equipment	Furniture & Fittings	Office Equipments	Electrical Fittings	Computers	Vehicles	Air conditioners	Leasehold Improvement	
As at 01 April, 2022	32.47	171.38	683.40	51.57	15.83	21.23	28.71	65.87	12.35	14.61	1,097.42
Additions during the year	-	-	246.32	4.27	1.78	0.80	7.04	15.04	1.27	-	276.52
Deletions during the year	(7.60)	-	-	-	-	-	-	-	-	-	(7.60)
As at 31 March, 2023	24.87	171.38	929.72	55.84	17.61	22.03	35.75	80.91	13.62	14.61	1,366.34
Additions during the year	-	268.12	511.97	23.82	8.42	0.65	10.06	25.48	9.29	9.82	867.63
Deletions during the year	-	-	-	-	-	-	-	-	-	-	-
Adjustments	-	(0.38)	1.06	(1.15)	0.02	-	-	-	-	-	(0.45)
As at 31 March, 2024	24.87	439.12	1,442.75	78.51	26.05	22.68	45.81	106.39	22.91	24.43	2,233.52

Particulars	Tangible Assets										Total
	Land	Buildings	Plant & Equipment	Furniture & Fittings	Office Equipments	Electrical Fittings	Computers	Vehicles	Air conditioners	Leasehold Improvement	
As at 01 April, 2022	-	25.72	294.10	29.58	13.17	12.98	25.33	38.86	9.32	13.38	462.44
Charge for the year	-	5.76	47.86	3.67	1.02	1.29	3.15	6.74	1.14	1.09	71.72
Deletions during the year	-	-	-	-	-	-	-	-	-	-	-
As at 31 March, 2023	-	31.48	341.96	33.25	14.19	14.27	28.48	45.60	10.46	14.47	534.16
Charge for the year	-	14.26	71.56	4.51	1.72	1.34	6.17	8.93	1.41	2.49	112.39
Deletions during the year	-	-	-	-	-	-	-	-	-	-	-
Adjustments	-	-	(0.55)	-	(0.02)	-	(1.67)	-	-	-	(2.24)
As at 31 March, 2024	-	45.74	412.97	37.76	15.89	15.61	32.98	54.53	11.87	16.96	644.31
As at 31 March, 2024	24.87	393.38	1,029.78	40.75	10.16	7.07	12.83	51.86	11.04	7.47	1,589.21
As at 31 March, 2023	24.87	139.90	587.76	22.59	3.42	7.76	7.27	35.31	3.16	0.14	832.18

3. PROPERTY, PLANT AND EQUIPMENT

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

3 (a) Capitalised Expenditure

Borrowing cost:

Particulars	As at 31 March, 2024	As at 31 March, 2023
Balance brought down	7.74	0.44
Interest expenses	29.66	7.30
Less: Allocated to property, plant and equipment	(4.54)	-
Balance carried over (included in capital work in progress)	32.86	7.74

3 (b) Capital Work in Progress

Particulars	Tangible Assets under Construction or Installation	Total
As at 01 April, 2022	44.20	44.20
Additions/Adjustment	64.32	64.32
Capitalisation of Interest	4.10	4.10
Capitalised in FY 2022-23	-	-
As at 31 March, 2023	112.62	112.62
Additions/Adjustment	59.34	59.34
Capitalisation of Interest	16.40	16.40
Capitalised in FY 2023-24	(107.02)	(107.02)
As at 31 March, 2024	81.34	81.34

Capital work in progress ageing schedule

As at 31 March, 2024

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Project in Progress	75.74	5.60	-	-	81.34
Total	75.74	5.60	-	-	81.34

As at 31 March, 2023

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Project in Progress	68.42	44.20	-	-	112.62
Total	68.42	44.20	-	-	112.62

* No projects are temporarily suspended as at 31 March, 2024 and 31 March, 2023.

3 (c) Intangible Assets

Particulars	Intangible Assets		Total
	Software	Technical know-how	
Gross Block	FY 2022-23	As at 01 April, 2022	
		36.67	297.31
		333.98	
	FY 2023-24	Additions during the year	
		-	-
		-	-
As at 31 March, 2023		36.67	297.31
Additions during the year		3.83	3.83
Deletions during the year		-	-
As at 31 March, 2024		40.50	297.31
			337.81

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

Particulars		Intangible Assets		Total	
		Software	Technical know-how		
Accumulated Depreciation	FY 2022-23	As at 01 April, 2022	15.04	48.12	63.16
		Charge for the year	5.89	57.81	63.70
	Deletions / Adjustment during the year	-	-	-	
	As at 31 March, 2023	20.93	105.93	126.86	
	FY 2023-24	Charge for the year	4.16	57.79	61.95
		Deletions / Adjustment during the year	-	1.65	1.65
		As at 31 March, 2024	25.09	165.37	190.46
Net Block		As at 31 March, 2024	15.41	131.94	147.35
		As at 31 March, 2023	15.74	191.38	207.12

3 (d) Intangible Assets under development

Particulars	Computer Software Under Development	Technical Knowhow (including Designs & Prototypes) Under Development	Total
As at 01 April, 2022	-	-	-
Additions/Adjustment	-	140.07	140.07
Capitalisation of Interest	-	3.20	3.20
Capitalised in FY 2022-23	-	-	-
As at 31 March, 2023	-	143.27	143.27
Additions/Adjustment	30.00	68.41	98.51
Capitalisation of Interest	-	13.26	13.26
Capitalised in FY 2023-24	-	-	-
As at 31 March, 2024	30.00	224.94	255.04

Intangible Assets under Development Ageing Schedule**As at 31 March, 2024**

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Project in Progress	111.77	143.27	-	-	255.04
Total	111.77	143.27	-	-	255.04

As at 31 March, 2023

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Project in Progress	143.27	-	-	-	143.27
Total	143.27	-	-	-	143.27

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

Relevant line item in the Balance sheet	Description of item of property	Gross carrying value	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative# of promoter* / director or employee of promoter / director	Property held since which date	Reason for not being held in the name of the Company** **also indicate if in dispute
PPE	Land	1.183	P.K. Bansal	NA	12 April, 2012	To be registered

3 (e) Right of Use Assets

Particulars	As at 31 March, 2024	As at 31 March, 2023
Balance at the beginning	154.41	163.07
Additions during the year	138.98	29.11
Deletions/ adjustments during the year	-	3.55
Depreciation during the year	(40.07)	(41.32)
Closing Balance	253.32	154.41

4 NON-CURRENT FINANCIAL ASSETS - INVESTMENTS

Particulars	As at 31 March, 2024	As at 31 March, 2023
Unquoted		
Investments - Non-Trade		
Investments in Equity instruments	707.61	29.28
Investments in Others	1,034.51	10.86
Total	1,742.12	40.14

4.1 Detail of Non-Current Investments

Particulars	As at 31 March, 2024	As at 31 March, 2023
(i) Financial assets measured at amortised cost		
Investment in equity instruments - Equity Shares		
(a) Subsidiary Company		
Kaynes Embedded Systems Private Limited	3.00	3.00
Less: Provision for diminution in value	(3.00)	(3.00)
	-	-
Kemsys Technologies Private Limited	229.00	5.00
Kaynes Technology Europe Gmbh	9.24	9.24
Kaynes International Design & Manufacturing Private Limited	1.50	1.50
Kaynes Electronics Manufacturing Private Limited	0.10	0.10
Digicom Electronics Inc.	199.63	-
Kaynes Semicon Private Limited	2.50	-
Kaynes Circuits India Private Limited	2.50	-
Kaynes Mechatronics Private Limited	0.10	-
(b) Other than Subsidiary Company		
Winfoware Technologies Limited	10.80	10.80
Mysuru ESDM Cluster	2.64	2.64
Mixx Technologies Inc.	249.60	-
(ii) Financial assets measured at FVTPL		
Investments in Mutual Funds (Quoted)	1,034.51	10.86
Total	1,742.12	40.14

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

4.2 Additional disclosure

Particulars	As at	
	31 March, 2024	31 March, 2023
Aggregate carrying value of unquoted investments	707.61	29.28
Aggregate amount of impairment in value of investments	-	-
Aggregate amount of quoted investments	-	-
Aggregate amount of Cost of quoted investments	1,010.83	10.63

Investments in equity instruments - Subsidiary Company

- (a) Investment in Kaynes Embedded System Private Limited, 30,000 equity shares of ₹ 100 each (2023: 30,000 equity shares) of ₹ 100/- each, constitutes 60% (2023: 60%) of the capital of that company.
- (b) Investment in Kemsys Technologies Private Limited 9,912,281 (of this 10 shares held by the nominee) equity shares (2023: 5,000,000) of face value of Re. 1/- each constitutes 100% (2023: 100%) of the capital of that company.
- (c) Investment in Kaynes Technology Europe GmbH- 270 equity shares (of this 27 shares held by the nominee) ₹ 9,241,162/- (2023: ₹ 9,241,162/-), constitutes 60% (2023: 60%) of capital of that company.
- (d) Investment in Kaynes International Design & manufacturing Private Limited 149,990 (2023: 149,990) equity shares ₹1,499,900/- , constitutes 95.21% (2023: 95.21%) of capital of that company.
- (e) Investment in Kaynes Electronics Manufacturing Private Limited, 10,000 equity shares of ₹ 10 each (2023: 10,000 equity shares) of ₹ 10/- each, constitutes 100% (2023: 100%) of the capital of that company.
- (f) Investment in Kaynes Semicon Private Limited, 250,000 equity shares of ₹ 10 each (2023: Nil equity shares) of ₹ 10/- each, constitutes 100% (2023: 0%) of the capital of that company.
- (g) Investment in Kaynes Circuits India Private Limited, 250,000 equity shares of ₹ 10 each (2023: Nil equity shares) of ₹ 10/- each, constitutes 100% (2023: 0%) of the capital of that company.
- (h) Investment in Kaynes Mechatronics Private Limited, 10,000 equity shares of ₹ 10 each (2023: Nil equity shares) of ₹ 10/- each, constitutes 100% (2023: 0%) of the capital of that company.
- (i) Investment in Digicom Electronics Inc., 100,000 equity shares (2023: Nil equity shares), constitutes 100% (2023: 0%) of the capital of that company.

Investments in equity instruments- Others

- a) Investment in Winfoware Technologies Limited 1,487,120 equity shares (2023: 1,487,120) equity shares) face value of ₹5/- each purchased at a premium, constitutes 18.98% of the capital of that company.
- b) Investment in Mysuru ESDM Cluster (Company constituted under section 8 of the Companies Act 2013), 2,500 equity shares of ₹ 10/- each constitutes 0.18% (2023: 0.18%) of the capital of that company.
- (c) Investment in Mixx Technologies Inc., 4,444,444 equity shares (2023: Nil equity shares), constitutes 13.16% (2023: 0%) of the capital of that company.

Investments in Mutual Funds

Particulars	As at 31 March, 2024		As at 31 March, 2023	
	Units	Total NAV	Units	Total NAV
Canara Robeco Capital Protection Oriented Regular Growth Fund	-	-	-	-
Canara Robeco Capital Protection Oriented Growth Fund	-	-	-	-
Canara Robeco Emerging Equities - Regular Growth Fund	2,273.13	0.48	2,273.13	0.36
Canara Robeco Emerging Equities - Regular Growth Fund	315.66	0.07	315.66	0.05
Canara Robeco Equity Hybrid Fund - Regular Growth Fund	976.67	0.30	976.67	0.24
Canara Robeco Equity Hybrid Fund - Regular Growth Fund	135.30	0.04	135.30	0.03
Canara Robeco Infrastructure - Regular Growth Fund	1,711.00	0.22	1,711.00	0.14

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

Particulars	As at 31 March, 2024		As at 31 March, 2023	
	Units	Total NAV	Units	Total NAV
Canara Robeco Blue Chip Equity Fund	6,474.13	0.35	6,474.13	0.26
Canara Robeco Large Capital Fund - Regular Growth Fund	1,320.41	0.07	1,320.41	0.05
Canara Robeco Consumer Trends Fund - Regular Growth	1,083.76	0.10	1,083.76	0.07
Canara Robeco Flexi Cap Fund - Regular Growth	404.53	0.12	404.53	0.09
Canara Robeco Mid Cap Fund - Regular Growth (MDGP)	999,950.00	13.76	999,950.00	9.57
Canara Robeco Multi cap fund-MF-DG	8,395.89	0.10	-	-
Canara Robeco Savings Fund-FR- DG	6,440,188.29	253.59	-	-
Equity Arbitrage Fund -Direct Growth 8178	3,941,418.51	131.98	-	-
Bandhan Arbitrage Fund - Growth Direct Plan	3,814,722.40	121.79	-	-
Bandhan Low Duration Fund - Growth Direct Plan	7,200,909.68	253.46	-	-
Adity Birla Sun Life Balanced Advantage Fund - Growth Direct	2,536,656.53	258.08	-	-
Total		1,034.51		10.86

5 FINANCIAL ASSET

NON-CURRENT

5(a) Loans and deposits, carried at amortised cost

Particulars	As at 31 March, 2024	As at 31 March, 2023
Unsecured considered good (Unless Otherwise stated)		
Rental Deposits	30.11	22.30
Utility Deposits	6.42	4.37
EMD Deposits	10.35	10.54
NSE Deposits	30.00	30.00
Total	76.88	67.21

5(b) Other non current financial assets (At Amortised Cost)

Particulars	As at 31 March, 2024	As at 31 March, 2023
Unsecured considered good (Unless Otherwise stated)		
Advances recoverable in cash, kind or to value to be received	37.03	32.03
Total	37.03	32.03

6 OTHER NON-CURRENT ASSETS

Particulars	As at 31 March, 2024	As at 31 March, 2023
Unsecured, considered good		
Capital Advances	334.69	79.41
Prepaid Rent	5.89	5.19
Total	340.58	84.60

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

CURRENT ASSETS**7 INVENTORIES (AT COST OR NET REALISABLE VALUE WHICHEVER IS LOWER)**

Particulars	As at 31 March, 2024	As at 31 March, 2023
Raw materials	3,201.09	2,742.94
Work-in-progress	1,012.85	838.26
Finished Goods	250.06	210.00
Goods-in-transit	188.36	157.07
Consumables, stores and spares	73.87	68.06
Total	4,726.23	4,016.33

8 CURRENT FINANCIAL ASSETS**8 (a) Trade receivables**

Particulars	As at 31 March, 2024	As at 31 March, 2023
Unsecured, Considered Good	1,261.37	2,202.58
Unsecured, Considered Doubtful	175.92	40.73
Less - expected credit loss allowance	(175.92)	(40.73)
Total	1,261.37	2,202.58
Movement in the expected credit loss allowance of trade receivables are as follows:		
Balance at the Beginning of the year	40.73	25.74
Add: Provided during the year	135.19	14.99
Balance at the end of the year	175.92	40.73
Trade Receivables Ageing Schedule:		
Undisputed Trade receivables – considered good		
- Less than 6 months	362.54	1,589.66
- 6 months - 1 year	361.81	241.43
- 1-2 years	352.19	273.59
- 2-3 years	184.83	22.73
- More than 3 years	-	75.17
Total	1,261.37	2,202.58

Note:

- No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member. Trade receivables are non-interest bearing.
- The trade receivables of the Company has been pledged with banks for availing working capital and other facilities.
- No trade receivables are disputed as at 31 March, 2024 and 31 March, 2023.

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

8 (b) Cash and cash equivalents

Particulars	As at 31 March, 2024	As at 31 March, 2023
Balance with banks		
- In Current accounts	128.11	231.75
- Cash on hand	0.04	0.09
Total	128.15	231.84

8 (c) Other Bank Balances

Particulars	As at 31 March, 2024	As at 31 March, 2023
Deposits with original maturity for less than 12 months	14,964.14	4,518.29
Margin Money and Other Deposits *	61.51	40.84
Total	15,025.65	4,559.13

*Deposits held with banks for issue of bank guarantees, letters of credit and guarantees to customs authorities.

8 (d) Loans and deposits, carried at amortised cost

Particulars	As at 31 March, 2024	As at 31 March, 2023
Unsecured, Considered Good(Unless otherwise stated)		
Loans to related party	68.30	180.96
Loans to employees	18.15	-
Total	86.45	180.96

8 (e) Other current financial assets (At Amortised Cost)

Particulars	As at 31 March, 2024	As at 31 March, 2023
Interest accrued	363.42	109.97
Insurance claim receivable	-	0.45
Total	363.42	110.42

9 INCOME TAX ASSETS (NET)

Particulars	As at 31 March, 2024	As at 31 March, 2023
Advance income tax	626.00	300.00
Less: Provision for income taxes	(555.07)	(266.47)
Total	70.93	33.53

10 OTHER CURRENT ASSETS

Particulars	As at 31 March, 2024	As at 31 March, 2023
Unsecured, considered good		
Advances for supply of goods and services	381.43	302.58
Advances to related parties	2,603.38	99.70
Prepaid Expenses	276.85	449.40
Balance with government authorities	228.86	106.07
Other Advances	7.15	34.00
Total	3,497.67	991.75

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

11 SHARE CAPITAL**11(A) Equity Share Capital****i) Authorised**

Particulars	Equity Share Capital	
	No of Shares	Amount
Balance as at 01 April, 2022	63,000,000	630.00
Increase during the year	7,000,000	70.00
Balance as at 31 March, 2023	70,000,000	700.00
Increase during the year	-	-
As at 31 March, 2024	70,000,000	700.00

ii) Shares issued, subscribed and fully paid-up

Particulars	Equity Share Capital	
	No of Shares	Amount
Balance as at 01 April, 2022	46,158,006	461.58
Add: Shares issued during the year	11,367,720	113.68
Add: Conversion of Preference shares into equity	616,770	6.17
Add: Bonus shares issued during the year	-	-
Balance as at 31 March, 2023	58,142,496	581.42
Add: Shares issued during the year	5,775,577	57.76
Add: Conversion of Preference shares into equity	-	-
As at 31 March, 2024	63,918,073	639.18

iii) Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

iv) Shareholders holding more than 5% of Equity Shares

Name of Share holder	As at 31 March, 2024	As at 31 March, 2023
Mr. Ramesh Kunhikannan	36,943,633	36,943,633
% of Share holding	57.80%	63.54%

Note: For the period of five years immediately preceding 31 March, 2024

- (a) No shares were allotted as fully paid-up pursuant to contract(s) without payment being received in cash.
(b) Aggregate Number and class of shares allotted as fully paid up by way of bonus shares.

Equity share of ₹ 10/- each	No. of shares	Amount (₹)
(c) Financial Year Ended 31 March, 2024		
i) The Company has issued 5,775,577 fully paid up equity shares of ₹10 each during the financial year by way of Qualified Institutional placement ("QIP") on approval accorded by the Fund raising committee of the Board of Directors of the Company held on 21 December, 2023.	5,775,577	57,755,770

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

Equity share of ₹ 10/- each	No. of shares	Amount (₹)
(d) Financial Year Ended 31 March, 2023		
i) The Company has issued 1,439,237 and 899,523 fully paid up equity shares of ₹10 each during the financial year by way of Pre-IPO placement on approval accorded by the EGM held on 10 October, 2022 and 14 October, 2023 respectively.	2,338,760	23,387,600
ii) The Company has issued 9,028,960 fully paid up equity shares of ₹10 each during the financial year through Initial Public Offer (IPO) on approval accorded by the EGM held on 01 April, 2022.	9,028,960	90,289,600
iii) The Company has issued 616,770 fully paid up equity shares of ₹ 10 each during the financial year on conversion of Compulsory Convertible Preference Share on approval accorded by the EGM held on 22 October, 2022.	-	-

(e) No shares were bought back in any of the years.

(f) No calls are unpaid by any director or officer of the Company during the year.

v) Shareholding of Promoters

Promoter Name	As at 31 March, 2024	As at 31 March, 2023
Mr. Ramesh Kunhikannan		
- No. of Shares held	36,943,633	36,943,633
- Percentage of holding	57.80%	63.54%
- Changes during the year	(5.74%)	(36.41%)
Mrs. Savitha Ramesh		
- No. of Shares held	19,800	19,800
- Percentage of holding	0.03%	0.03%
- Changes during the year	(0.00%)	-
RK Family Trust (Ramesh Kunhikannan)		
- No. of Shares held	100	100
- Percentage of holding	0.00%	0.00%
- Changes during the year	(0.00%)	0.00%

11(B) Instruments entirely equity in nature

Compulsorily Convertible Preference Share Capital

i) Authorised

Particulars	No of Shares	Amount
Balance as at 01 April, 2022	2,000,000	20.00
Increase during the year	-	-
Balance as at 31 March, 2023	2,000,000	20.00
Increase during the year	-	-
As at 31 March, 2024	2,000,000	20.00

Pursuant to a resolution of the Board of Directors dated 05 June, 2020 and the shareholders meeting dated 05 June, 2020, the Authorised Share Capital of the Company has been reclassified to ₹ 10 Mn consisting of 1,000,000 Preference Shares of ₹ 10/- (Rupees Ten only) and a resolution of Board of Directors dated 11 October, 2020 and the shareholders meeting dated 11 October, 2020, the Authorised Share Capital of the Company has been increased from ₹ 10 Mn consisting of 1,000,000 Preference Shares of ₹ 10/- (Rupees Ten only) each to ₹20 Mn consisting of 2,000,000 Preference Shares of ₹ 10/- each (Rupees Ten only).

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

ii) Shares issued, subscribed and fully paid-up

Particulars	No of Shares	Amount
Balance as at 01 April, 2022	379,146	3.79
Add: Shares issued during the year	-	-
Add: Bonus shares issued during the year	-	-
Less: Share converted into equity during the year	(379,146)	(3.79)
Balance as at 31 March, 2023	-	-
Add: Shares issued during the year	-	-
Add: Bonus shares issued during the year	-	-
Less: Share converted into equity during the year	-	-
As at 31 March, 2024	-	-

iii) Terms/rights attached to Preference shares:

The Preference Shareholders shall carry such voting rights as are exercisable by persons holding Equity Shares in the Company and shall be treated pari passu with the Equity Shares on all voting matters. In the event of liquidation, the Preference Shareholders will carry a preferential right over the holder of equity shares for payment of dividend and for payment of capital, in proportion to their shareholding and are also eligible to participate in surplus funds.

Note: For the period of five years immediately preceding 31 March, 2023

During the financial year ended 31 March, 2023;

The Company has issued 616,770 fully paid up equity shares of ₹10 each during the financial year on conversion of Compulsory Convertible Preference Share on approval accorded by the EGM held on 22 October, 2022.

12 OTHER EQUITY

Particulars	As at 31 March, 2024	As at 31 March, 2023
Securities premium (refer note i)	19,969.43	6,591.60
General Reserve (refer note ii)	130.00	130.00
Surplus in the profit and loss statement (refer note iii)	3,531.25	2,272.35
Debenture redemption reserve (refer note iv)	-	-
Other Comprehensive income (refer note v)	5.18	2.18
Employee stock options outstanding account (ESOP Reserve) (refer note vi)	12.74	6.31
Total	23,648.60	9,002.44

i) Securities Premium	As at 31 March, 2024	As at 31 March, 2023
At beginning of the year	6,591.60	107.64
Changes during the year	13,377.83	6,483.96
As at end of the year	19,969.43	6,591.60

ii) General Reserve	As at 31 March, 2024	As at 31 March, 2023
At beginning of the year	130.00	124.69
Add: Transfer from Debenture redemption reserve	-	5.31
As at end of the year	130.00	130.00

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

iii) Surplus in the profit and loss statement	As at 31 March, 2024	As at 31 March, 2023
At beginning of the year	2,272.35	1,324.74
Add: Profit for the year	1,263.98	949.69
Less: Other Comprehensive Income	(3.00)	(2.08)
Other Adjustments	(2.08)	-
As at end of the year	3,531.25	2,272.35
iv) Debenture Redemption Reserve	As at 31 March, 2024	As at 31 March, 2023
At beginning of the year	-	5.31
Less : Transferred to General Reserve on utilisation for redemption of debentures	-	(5.31)
As at end of the year	-	-
v) Remeasurement of defined benefit obligations	As at 31 March, 2024	As at 31 March, 2023
At beginning of the year	2.18	0.10
Add: Changes during the year	3.00	2.08
As at end of the year	5.18	2.18

Note

- Securities premium account is used to record the premium received on issue of share. It is utilised in accordance with the provisions of the Companies Act, 2013.
- General reserve is the free reserve created out of the retained earnings of the Company. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

vi) Employee stock options outstanding account (ESOP Reserve)	As at 31 March, 2024	As at 31 March, 2023
At beginning of the year	6.31	-
Add: Share based payment expenses	7.98	6.37
Less: Adjustment on forfeiture of ESOP	(1.55)	(0.06)
As at end of the year	12.74	6.31

NON-CURRENT LIABILITIES

13 FINANCIAL LIABILITIES

Particulars	As at 31 March, 2024	As at 31 March, 2023
Borrowings		
Term loans from banks & financial institutions - Secured	129.83	150.78
Vehicle loan - Secured	24.02	18.89
Less: Current maturities of Long term borrowings		
Term loans from banks & financial institutions - Secured	(35.39)	(6.88)
Vehicle loan - Secured	(7.30)	(7.31)
Total	111.16	155.48

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

Term Loans from Banks

Term Loans have been availed from various banks. The Company has given primary hypothecation of inventory and Trade Receivables as security for these loans. In addition, the Company has given collateral security of Factory Land and Building situated at Belagola Food Industrial Estate, Mysuru. Interest rates on these loans vary from 8% to 18%. Repayment schedule of these loans vary from 24 months to 72 months.

A break-up of the above loans is tabulated below:

Loan Type	Loan Name	Repayment Terms	Amount outstanding	
			As at 31 March, 2024	As at 31 March, 2023
Term loans from Bank - Secured	HDFC Bank Term Loan (Covid)	Repayable in 72 months in 48 equal monthly instalments after a moratorium of 24 months from date of disbursement.	102.67	112.00
Term loans - From Financial Institutions - Secured	Sundaram Finance Machinery Loan - 1	Repayable in 47 monthly instalments from the date of loan.	-	4.45
	Sundaram Finance Machinery Loan - 3		3.72	4.95
	Sundaram Finance Machinery Loan - 4		2.44	3.19
	Sundaram Finance Machinery Loan - 5		21.00	26.19
Vehicle Loan - From Bank - Secured	Hdfc Car Loan - Tata Nexon		-	0.14
	Hdfc Car Loan - Jeep Compas		-	0.44
	Hdfc Car Loan - Innova		-	0.41
	Hdfc Car Loan - Benz		-	1.33
	SBI Loan - Mini Cooper		0.05	0.87
	Canara Car Loan-Skoda Octavia		0.77	1.20
	Saraswat Car Loan-Seltos		0.34	0.60
	Saraswat Car Loan-Nex		0.29	0.56
	Saraswat Car Loan - Bmw	Repayable in 60 monthly instalments from the date of loan.	1.73	2.54
	Saraswat Car Loan - Ertiga		0.38	0.60
	Saraswat Car Loan - Santro		0.22	0.37
	Car Loan		-	2.50
	Saraswat Bus Loan		0.94	1.33
	Saraswat Car Loan - Harrier		1.55	1.96
	Saraswat Car Loan - Skoda Kushaq		1.21	1.49
	Saraswat Car Loan - Innova Crysta		2.06	2.55
	Saraswat Car Loan - Fortuner		3.51	-
	Saraswat Car Loan - Hyundai Tucson		3.21	-
	Saraswat Car Loan - Urban Cruiser		2.00	-
	Saraswat Car Loan - Black Fortuner		3.91	-
	Saraswat Car Loan - Jeep Compass		1.85	-
	TOTAL		153.85	169.67

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

14 DEFERRED TAX LIABILITIES (NET)

Particulars	As at 31 March, 2024	As at 31 March, 2023
Deferred Tax Liability		
Property plant and equipment: timing differences on account of depreciation	119.30	95.25
Actuarial Gain/Loss	-	1.47
Lease Asset	63.76	-
Prepaid rent	1.48	-
Fair Valuation of Mutual Funds	5.96	0.07
Gross deferred tax liability	190.50	96.79
Deferred Tax Asset		
Security Deposits	(1.65)	(0.08)
Provision for ECL	(44.27)	-
Leases Liability	(38.64)	(0.11)
Expenses: timing differences on expenses allowable on payment basis.	(23.09)	(19.78)
Gross deferred tax asset	(107.65)	(19.97)
Net deferred tax liability	82.85	76.82

15 LONG TERM PROVISIONS

Particulars	As at 31 March, 2024	As at 31 March, 2023
Provision for Gratuity	38.36	32.98
Provision for compensated absences	16.36	14.85
Total	54.72	47.83

CURRENT LIABILITIES

16 FINANCIAL LIABILITIES

16 (a) Current borrowings (At Amortised Cost)

Particulars	As at 31 March, 2024	As at 31 March, 2023
Credit Balance - Cash credit from banks (Secured)	2,037.84	699.01
Rupee Packing Credit (Secured)	279.25	310.24
Foreign Currency Packing Credit (Secured)	170.19	98.39
Current maturities of Long term borrowings		
Term loans from banks & financial institutions		
- Secured	35.39	6.88
- Vehicle loan	7.30	7.31
Total	2,529.97	1,121.83

16 (b) Trade payables (At Amortised Cost)

Particulars	As at 31 March, 2024	As at 31 March, 2023
Dues to micro enterprises and small enterprises	48.05	202.28
Dues to other than micro enterprises and small enterprises	1,841.20	1,951.42
Total	1,889.25	2,153.70

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

Ageing Schedule**As at 31 March, 2024**

Particulars	Outstanding following for periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	47.70	0.35	-	-	48.05
Others	1,773.06	64.56	7.22	(3.64)	1,841.20

As at 31 March, 2023

Particulars	Outstanding following for periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	201.93	0.35	-	-	202.28
Others	1,883.28	64.56	7.22	(3.64)	1,951.42

* No trade payables are disputed as at 31 March, 2024 and 31 March, 2023.

16 (c) Other current financial liabilities carried at amortised cost

Particulars	As at 31 March, 2024	As at 31 March, 2023
Payables - Capital Goods	-	13.73
Employee benefits payable	100.91	80.89
Deferred consideration payable	45.24	-
Interest accrued and due on borrowings	9.49	15.63
Total	155.64	110.25

17 OTHER CURRENT LIABILITIES

Particulars	As at 31 March, 2024	As at 31 March, 2023
Advance from customers	77.34	196.51
Advance from customers - Related Parties	-	78.66
Statutory dues and related liabilities	15.56	37.85
Other payables	311.15	253.41
Total	404.05	566.43

18 SHORT-TERM PROVISIONS

Particulars	As at 31 March, 2024	As at 31 March, 2023
Provision for employee benefits		
Provision for Gratuity	10.77	8.64
Provision for Compensated absence	3.01	1.62
Total	13.78	10.26

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

19 REVENUE FROM OPERATIONS

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Sale of Goods	12,124.52	10,600.08
Sale of services	614.87	265.49
Total	12,739.39	10,865.57
The Company derives revenue from the transfer of goods & services in the following geographical regions		
India	11,560.64	9,824.77
Outside India	1,178.75	1,040.80
Total	12,739.39	10,865.57
Timing of Revenue Recognition		
Goods transferred at a point in time	12,124.52	10,600.08
Service transferred at a point in time	614.87	265.49
Total	12,739.39	10,865.57

20 OTHER INCOME

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Interest Income :		
Interest received on deposits with banks	497.35	96.98
Interest received on Advances with others	118.73	13.48
Interest on Security Deposit	1.89	1.31
Gain On Fair Valuation of Mutual Funds	23.45	(0.34)
Export Incentives	-	0.57
Other non-operating income	0.51	4.15
Exchange Differences (Net)	-	0.83
Total	641.93	116.98

21 COST OF MATERIALS CONSUMED

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Inventory at the beginning of the year	2,742.94	1,683.75
Add: Purchase	9,803.77	9,422.88
Less : Inventory at the end of the year	(3,201.09)	(2,742.94)
Less: Research and Development expenses - considered separately	(15.11)	(91.62)
Cost of materials consumed	9,330.51	8,272.07

22 CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Inventories at the end of the year		
Finished goods		
Closing stock	250.06	210.00
Opening stock	210.00	236.27
Sub total (A)	(40.06)	26.27

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Work-in-progress		
Closing stock	1,012.85	838.26
Opening stock	838.26	140.52
Sub total (B)	(174.59)	(697.74)
Total Changes in Inventories	(214.65)	(671.47)

23 EMPLOYEE BENEFITS EXPENSES

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Salaries and incentive	807.29	650.64
Contribution to provident fund	27.07	24.38
Share based payment expenses	6.43	6.31
Gratuity contribution scheme (Refer note 33)	14.63	5.24
Staff welfare expenses	79.00	66.57
Less: Research and Development expenses - considered separately	(53.42)	(53.09)
Total	881.00	700.05

24 FINANCE COSTS

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Interest on borrowings	526.01	280.86
Interest to Vendors	-	12.20
Interest on others	-	18.67
Unwinding of interest	1.22	-
Other borrowing costs	19.17	17.75
Interest on lease liabilities (Refer Note 31)	18.73	21.65
Less: Capitalised	(29.66)	(7.30)
Total	535.47	343.83

25 DEPRECIATION AND AMORTISATION EXPENSE

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Depreciation of property, plant & equipment (Refer Note 3)	112.39	71.72
Amortisation of Intangible Assets (Refer Note 3(c))	61.95	63.70
Depreciation of Right To Use Assets (Refer Note 3(e))	40.07	41.32
Total	214.41	176.74

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

26 OTHER EXPENSES

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Rent	5.39	4.99
Rates and taxes	25.81	14.59
Printing and stationery	3.40	2.38
Insurance	22.28	12.88
Discount Allowed	0.98	2.04
Donation	0.52	3.66
Power and fuel	71.31	51.30
Labour and Processing Charges	198.43	154.88
Consumption of stores and spares	175.42	357.55
Repairs and maintenance - Plant & Machinery	16.10	13.82
Repairs and maintenance - Buildings	8.52	8.11
Repairs and maintenance - Others	20.69	27.33
Security maintenance expenses	12.06	9.94
Research and Development Expenses	8.32	6.24
Legal and professional fees	64.67	27.75
Audit Fees	3.60	5.00
Commission Expenses	-	0.03
LD/Claim Settled	1.99	2.90
Bank charges	20.02	14.20
Communication expenses	5.17	3.55
Travelling and conveyance	70.40	41.08
Business Promotion	18.13	20.13
Freight and forwarding charges	83.34	93.15
CSR expenditure	12.87	5.29
Provision for ECL	135.19	14.99
Exchange Differences loss/ (gain)	12.01	-
Hire charges	15.50	12.36
Director sitting fees	3.42	2.38
Miscellaneous expenses	13.04	3.64
Total	1,028.58	916.16
Research and Development Expenditure	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Raw Materials, Components and Consumables	15.11	91.62
Salaries and Wages	53.42	53.09
Legal and professional fees	6.49	-
Communication expenses	0.26	0.55
Travelling and Conveyance	1.45	1.05
Sub Total	76.73	146.31
Less: Capitalised	(68.41)	(140.07)
Total	8.32	6.24

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

Payment to Auditors (After Other expenses)	For the year ended 31 March, 2024	For the year ended 31 March, 2023
As statutory auditors		
Audit fees	2.50	2.50
Tax audit fee	0.50	0.50
Limited review fees	0.60	2.00
In other capacity		
Other services (includes certification fees)	-	-
Reimbursement of expenses	-	-
Total	3.60	5.00

27 CONTINGENT LIABILITIES AND COMMITMENTS

Particulars	As at 31 March, 2024	As at 31 March, 2023
Contingent Liabilities:		
a) Claims against the Company not acknowledged as debt		
Disputed Income Tax Demand [refer note 27.1]	1.74	1.74
Disputed Income Tax Demand - CPC Demand (refer note 27.2)	6.05	6.05
Disputed Income Tax Demand - CPC Demand (refer note 27.3)	31.81	3.32
Disputed Income Tax Demand - CPC demand (refer note 27.4)	1.62	62.69
Disputed Indirect taxes Demand (Refer note 27.5)	23.95	51.35
Disputed Income Tax Demand - CPC demand (refer note 27.6)	19.82	-
b) Bank Guarantees for contractual performance	66.71	68.74
c) Letter of Credit issued by bank	6.92	6.19
d) Bond Executed for Customs/Central Excise (Covered by Bank guarantee to the extent of ₹ 5.5 Mn)	470.00	450.00
e) On account of Bills Discounted with Banks set off against Trade Receivable	1,160.71	520.78
f) Corporate Guarantee to Subsidiary Company	784.00	84.00
g) Other sums for which company is contingently liable	-	-
Commitments:		
(i) Estimated amount of contracts remaining to be executed on capital account and not provided for, net of advances.	-	9.18
(ii) Approval for Land Conversion from Lease to Sale of Plot no 20 & Plot no 119 from Karnataka Industrial Area Development Board (KIADB) is in progress. Estimated Conversion cost is considered as a Capital commitment remaining unexecuted	12.14	12.14

- CPC demand of ₹ 1,737,670/- against the disallowance made by ITO against under 35(2AB) for A.Y. 2016-17 and thereby reducing the MAT credit availed by the Company which was disputed in appeal before CIT(A) and the matter is resolved in FY 2021-22.
- Income tax authorities Disallowed R& D expenditure and raised a demand for non submission of certificate from DSIR , Delhi. We requested for extension of time and in the process of obtaining the certificate to substantiate the claim.
- The disallowance on account of delay in payment of employer's contribution to EPF & ESI . Filed appeal against the order and submitted the relevant documentation. Assessing officer is in the process of reviewing supportings provided by us to substantiate our claim.

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

- 4 Commissioner of Income tax, Bengaluru has issued a notice on Short deduction of TDS for various years commencing from FY 2009-10 to FY 2023-24 and imposed a Interest and penalty .Demand appearing in the TDS Portal amounts to ₹ 1.62 Mn. We are in the process of adjusting the demand against the unconsumed challans available. We have already submitted a request to the commissioner for extension of time for reconciliation of TDS.
- 5 There are 16 cases relating to excise, VAT, Customs and CST amounting to ₹ 23.95 Mn covering a period commencing from FY 2012-13 to FY 2018-19 pertaining to units located in various states in Uttarakand and Maharashtra. Many of the cases required Information provided to the Concerned authorities and are in progress.
- 6 The disallowance / add back on account TDS non deducduction wrongly considered by AO in Assessment order. Filed appeal against the order and submitted the relevant documentation. Assessing officer is in the process of reviewing supportings provided by us to substantiate our claim.

28 RELATED PARTY DISCLOSURES

Disclosure in respect of material transactions with associated parties as required by Indian Accounting Standard (IND AS) 24 "Related Party Disclosures".

[A.] Related Parties and their Relationship with the Company

Ref.	Description of relationship	Names of Related parties
[1.]	Subsidiary Companies:	Kemsys Technologies Private Limited Kaynes Technology Europe GmbH Kaynes International Design & Manufacturing Private Limited Kaynes Embedded Systems Private Limited Kaynes Semicon Private Limited Kaynes Circuits India Private Limited Digicom Electronics Inc. Kaynes Mechatronics Private Limited Kaynes Electronics Manufacturing Private Limited
[2.]	Entity Controlled by Directors:	Kaynes Technology Inc. Kemsys Technologies Inc. Kaynes Circuits Private Limited Mysuru ESDM Cluster Cheyyur Real Estates Private Limited Cheyyur Properties Private Limited Nambi Reality Private Limited
[3.]	Entity where relative of Directors have substantial interest	A ID Systems (India) Private Limited
[4.]	Key Management Personnel:	
	Ms. Savitha Ramesh	Chairperson
	Mr. Ramesh Kunhikannan	Managing Director
	Mr. Jairam Paravasthu Sampath	Whole Time Director & Chief Financial Officer
	Mr Rajesh Sharma	Chief Executive Officer
	Mr Anup Kumar Bhat	Independent Director
	Mr Vivekandh Ramaswamy	Independent Director (from 12 January, 2022 to 01 November, 2023)
	Mr Seeplaputhur Ganapathiramaswamy Murali	Independent Director
	Mr Alexander Koshy	Independent Director
	Ms Poornima Ranganath	Independent Director
	Mr. Heinz Franz Moitzi	Independent Director(w.e.f 16 June, 2023)

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

Ref.	Description of relationship	Names of Related parties
	Mr. Ramachandran Kunnath	Company Secretary & Compliance Officer (from 01 April, 2023 to 14 July, 2023)
	Mr. Adithya Jain SM	Company Secretary & Compliance Officer (w.e.f 15 September, 2023)
[5.]	Relatives of KMP's:	
		Ms. Premita Ramesh
		Mr. Govind Shasiprasad Menokee

[B.] Transactions with KMPs and Relatives of KMPs

Transactions / Balances	For the year ended 31 March, 2024	For the year ended 31 March, 2023
[i.] Remuneration and Commission:		
Mr. Ramesh Kunhikannan	18.00	18.00
Ms. Savitha Ramesh	18.00	18.00
Mr. Jairam Paravasthu Sampath	8.00	6.40
Ms. Premita Ramesh	5.40	5.40
Mr. Govind Shasiprasad Menokee	6.60	6.60
Ms. Narayanan Srividhya	-	1.52
Mr. Rajesh Sharma	8.00	8.00
Mr. Adithya Jain. S.M	2.40	-
[ii.] Reimbursement of expenses		
Mr. Ramesh Kunhikannan	3.60	-
Ms. Savitha Ramesh	1.45	-
Mr. Jairam Paravasthu Sampath	0.12	-
Mr. Rajesh Sharma	0.11	0.14
Mr. Govind Shasiprasad Menokee	0.42	-
Mr. Adithya Jain S.M.	0.01	-
[iii.] Transaction in current account (Net)		
Mr. Ramesh Kunhikannan	-	3.56
Ms. Savitha Ramesh	-	4.18

[C.] Balances with KMPs and Relatives of KMPs

	As at 31 March, 2024	As at 31 March, 2023
[i.] Amount Receivable from / Due to directors:		
Mr. Ramesh Kunhikannan (Dr. Balance)	-	-
Ms. Savitha Ramesh (Dr. Balance)	-	-
Mr. Jairam P Sampath (Dr. Balance)	-	0.44
[ii.] Amount Receivable from / Due to KMP:		
Mr Rajesh Sharma (Dr. Balance)	-	1.60
[iii.] Salaries payable		
Mr. Ramesh Kunhikannan	1.00	0.98
Ms. Savitha Ramesh	0.99	0.99
Mr. Jairam Paravasthu Sampath	0.46	0.42
Ms. Premita Ramesh	0.33	0.32
Mr. Govind Shasiprasad Menokee	0.40	0.40
Mr Rajesh Sharma	0.50	0.06

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

	As at 31 March, 2024	As at 31 March, 2023
Mr Venkata Ramana Mannapragada	-	-
Mr Adithya Jain.S.M	0.18	-
Ms Narayanan Srividhya	-	0.19

[D.] Transactions with Related Parties other than KMPs

Name of the related party	Nature of the transaction	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Kaynes International Design & Manufacturing Private Limited	Loans and Advances given to	189.68	-
	Loans and Advances repaid by	49.80	-
	Sale of material	4.36	5.03
	Purchases	-	0.05
Kemsys Technologies Private Limited	Loans and Advances given to	64.50	30.05
	Loans and Advances repaid by	224.00	3.10
	Services Received from	-	-
	Interest on loan advanced	7.60	13.48
	Purchases	2.96	1.05
	Sale of material	-	-
	Investments	224.00	-
Kaynes Electronics Manufacturing Private Limited	Investments	-	0.10
	Loans and Advances given to	1,749.95	99.70
	Sale of material	390.58	-
	Purchases	3.54	-
	Interest on loan advanced	107.93	-
	Management services	11.28	-
Kaynes Technology Inc.	Services Rendered	53.33	48.06
	Services Received	-	0.11
Kemsys Technologies Inc.	Services Rendered	-	-
Kaynes Semicon Private Limited	Loans and Advances given to	240.49	-
	Loans and Advances repaid by	16.65	-
	Investments	2.50	-
	Interest on loan advanced	3.19	-
Kaynes Circuits India Private Limited	Loans and Advances given to	1.77	-
	Investments	2.50	-
Kaynes Mechatronics Private Limited	Investments	0.10	-
	Loans and Advances	64.69	-
Digicom Electronics Inc	Investments	199.63	-
	Loans and Advances	49.79	-

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

[E.] Balances with Related Parties other than KMPs

Name of the related party	Nature of the transaction	As at 31 March, 2024	As at 31 March, 2023
Kaynes International Design & Manufacturing Private Limited	Loans and Advances received	65.16	78.66
	Investments	1.50	1.50
	Corporate Guarantee given	784.00	84.00
Kemsys Technologies Private Limited	Loans and Advances	18.51	180.96
	Investments	229.00	5.00
	Interest on loan advanced	7.60	13.48
Kaynes Embedded Systems Private Limited	Loans and Advances given	-	-
	Investments	2.64	3.00
Kaynes Technology Europe GMBH	Investments	9.24	9.24
	Trade payable	0.50	1.34
Kaynes Electronics Manufacturing Private Limited	Investments	0.10	0.10
	Loans and Advances given to	2,247.97	99.70
Mysuru ESDM Cluster	Investment	2.64	2.64
	Loan and Advances	0.68	0.68
Kaynes Technology Inc.	Services Rendered Receivable	12.48	8.87
Kaynes Semicon Private Limited	Loans and Advances given to	223.84	-
	Investments	2.50	-
	Interest on loan advanced	3.19	-
Kaynes Circuits India Private Limited	Loans and Advances given to	1.77	-
	Investments	2.50	-
Kaynes Mechatronics Private Limited	Investments	0.10	-
	Loans and Advances	64.69	-
Digicom Electronics Inc	Investments	199.63	-
	Loans and Advances	49.79	-

Standalone

29 SEGMENT INFORMATION

Based on the management approach as defined in IND AS 108 – Operating Segments, the Chief Operating Decision Maker (CODM) evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by geographical segments. Accordingly, the Company has identified India and Outside India as its reportable segment.

As expenses, assets and liabilities are not separately identified for the individual segments, these are considered as common cost and unallocated. Hence, information with respect to revenue alone is provided by the Company for the geographical segments identified.

A) Revenue from Customers

Geographic Segment	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Outside India	1,178.75	1,040.80
In India	11,560.64	9,824.77
Total	12,739.39	10,865.57

All material assets are located in India as export proceeds are also realisable in India. Hence no disclosure of segment assets/cost to acquire tangible and intangible asset is given.

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

Customer Contribution revenue more than 10% as below:

Particulars	As at 31 March, 2024		As at 31 March, 2023	
	Revenue contribution more than 10% (in Mn)	Percentage of Revenue Contribution (in %)	Revenue contribution more than 10% (in Mn)	Percentage of Revenue Contribution (in %)
Sale of Goods:				
Customer A	1,278.27	10.54%	1,597.86	15.07%
Customer B	1,383.31	11.41%	-	-
Sale of Services:				
Customer A	-	-	136.44	51.39%
Customer B	102.31	16.64%	59.63	22.46%

30 EARNINGS PER SHARE (EPS)

Particulars	As at 31 March, 2024	As at 31 March, 2023
Earnings		
Profit after tax for the year	1,260.98	947.61
Weighted average number of equity shares used as the denominator in calculating basic and diluted earnings per share (number) :		
Basic :		
Number of Shares outstanding at the beginning of the year	58,142,496	46,158,006
Add : Shares Issued during the year	5,775,577	11,367,720
Add : Shares Issued during the year on conversion of CCPS	-	616,770
Number of Shares outstanding at the end of the year	63,918,073	58,142,496
Add : Post Bonus issue	-	-
Number of Shares outstanding at the end of the year	63,918,073	58,142,496
Weighted average number of equity shares For calculating Basic EPS	59,756,493	47,894,922
Profit after tax for the year attributable to equity shareholders	1,260.98	947.61
Basic EPS (₹ per share)	21.10	19.79
Diluted :		
Number of shares considered as basic weighted average shares outstanding	59,756,493	47,894,922
Add: Effect of diluted equity shares relating to CCPS/ESOP issued during the year	771,661	568,443
Number of shares considered as diluted weighted average shares outstanding	60,528,154	48,463,365
Diluted EPS (₹ per share)	20.83	19.55
Restated Earnings per equity share (Face Value ₹ 10/- per share)		
- Basic	21.10	19.79
- Diluted	20.83	19.55

31 DISCLOSURE WITH RESPECT TO IND AS 116 - LEASES

Information about Leases Assets for which the Company is a lessee is presented below

Particulars	As at 31 March, 2024	As at 31 March, 2023
Balance as at beginning of the year	154.41	163.07
Additions	138.98	29.11
Deletions	-	3.55
Depreciation*	(40.07)	(41.32)
Balance as at end of the year	253.32	154.41

*The aggregate depreciation expense on Right-of-use assets is included under depreciation expense in the Standalone Statement of Profit and Loss.

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

The changes / movement in Lease Liabilities of the Company are as follows:

Particulars	As at 31 March, 2024	As at 31 March, 2023
Balance as at beginning of the year	173.66	163.07
Additions	14.38	29.11
Deletions	-	3.55
Payment of lease liabilities	(53.23)	(43.72)
Accreditation of interest	18.73	21.65
Balance as at end of the year	153.54	173.66
Current Liabilities	32.70	33.86
Non-Current Liabilities	120.84	139.80
Total cash outflow for leases	53.23	43.72

The table below provides details regarding amounts recognised in the Standalone Statement of Profit and Loss:

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Expenses relating to short-term leases and/or leases of low-value items	5.39	4.99
Interest on lease liabilities	18.73	21.65
Depreciation expense	40.07	41.32
Total	64.19	67.96

Contractual maturities of lease liabilities on undiscounted basis

Particulars	As at 31 March, 2024	As at 31 March, 2023
Less than one year	48.11	29.73
One to five years	160.38	105.40
More than five years	-	38.50
Total	208.49	173.63

32 TAXES**(a) Income tax expense:**

Components of Income Tax Expense

(i) Income tax recognised in Profit or Loss:

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Tax expense recognised in the Statement of Profit and Loss		
A. Net current tax expense	340.00	302.11
B. Deferred tax (credit)/charge	5.02	(4.55)
Net deferred tax	5.02	(4.55)
Total income tax expense recognised in statement of Profit & Loss	345.02	297.56
C. Tax recognised in Other Comprehensive Income:		
Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Origination and reversal of temporary differences - OCI		
Remeasurement of Defined Benefit Obligation	(1.01)	(0.70)
Total	(1.01)	(0.70)

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

Current tax assets / liabilities (Net)	As at 31 March, 2024	As at 31 March, 2023
D. Advance tax (net of provision for tax)	70.93	33.53
E. Provision for tax (net of advance payment of taxes)	-	-
Deferred tax assets / liabilities (Net)	As at 31 March, 2024	As at 31 March, 2023
F. Deferred tax asset	(107.65)	(19.78)
G. Deferred tax liability	190.50	(0.07)
Deferred tax Liability (Net)	82.85	(19.85)

H. Reconciliation of tax expense and the Accounting Profit

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Profit Before Tax	1,606.00	1,245.17
Enacted tax rate in India (B)	25.17%	25.17%
Expected tax expense using the Company's applicable rate	404.20	313.38
Deferred tax effect	5.02	(4.55)
Deferred tax effect on all amounts debited to other comprehensive income (OCI) in the statement of profit and loss that will not be re-classified to profit or loss;	-	-
Lower tax rate due loss at subsidiaries		
Impact of earlier period tax provision reversal		
Impact of Difference Between Depreciation as per books of accounts & Income Tax Act, 1961		
Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes on payment basis		
Tax effect on account of Ind AS adjustment		
Income tax expense recognised in statement of profit or loss	345.02	297.56

Note: The tax rate used for the period ended 31 March, 2024 and 31 March, 2023 reconciliations above is the corporate tax rate of 25.17% and 25.17% respectively, payable by corporate entities in India on book profits under Indian Income Tax Laws.

33 EMPLOYEE BENEFIT PLANS

(a) Defined Contribution Plans

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Employers' contribution to Provident Fund	6.67	5.38
Employers' contribution to Employee State Insurance	5.18	5.18
Employers' contribution to Employee's Pension Scheme 1995	15.15	12.21

[b.] Defined Benefit Plan

Gratuity -Funded obligation

The liability towards gratuity is provided for on the basis of independent actuarial valuation using projected unit credit method. The liability for gratuity is administered through Life Insurance Corporation of India (LIC).

Compensated Absences- Unfunded obligation

Company provided for unavailed accumulated leave of employees on the basis of actuarial valuation using projected unit credit method.

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

Gratuity -Funded obligation**i. Actuarial Assumptions**

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Discount Rate (per annum)	7.25%	7.50%
Expected return on plan assets	7.67%	7.01%
Salary escalation rate*	5.00%	5.00%
Mortality rate	IALM (2012-14) Ultimate	IALM (2012-14) Ultimate

*The assumption of future salary escalation in actuarial valuation, takes into account inflation, seniority, promotions and other relevant factors such as supply and demand in the employment market.

ii. Reconciliation of Obligation

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Present value of obligation at the beginning of the year	47.37	43.78
Current Service Cost	10.51	8.02
Past Service cost	-	-
Interest Cost	3.55	3.17
Actuarial (gain)/ loss	1.72	(4.19)
Benefits Paid	(2.78)	(3.41)
Present value of obligation at the end of the year	60.37	47.37

iii. Reconciliation of fair value of plan assets

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Fair value of plan assets at the beginning of the year	5.75	3.53
Actual return of plan assets	0.39	0.23
Actuarial gain/ (loss)	-	-
Contributions	7.88	5.40
Benefits paid	(2.78)	(3.41)
Assets distributed on settlement	-	-
Charges Deducted	-	-
Fair value of plan assets at the end of the year	11.24	5.75

iv. Description of plan assets

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Insured Managed Funds(LIC India)	11.24	5.75

v. Net (Asset)/ Liability recognised in Standalone statement of assets and liabilities

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Present value of obligation at the end of the year	60.37	47.37
Fair value of plan assets at the end of the year	11.24	5.75
Net (asset)/ liability recognised in Standalone statement of assets and liabilities	49.13	41.62

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

vi. (Income)/ Expense recognised in Standalone statement of profit and loss

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Current Service Cost	10.51	8.02
Interest Cost	3.55	3.17
Actuarial (gain)/ loss recognised for the period	1.72	(4.19)
Expected return on plan assets	(0.39)	(0.23)
(Income)/ Expenses recognised in Standalone statement of profit and loss	15.39	6.77

vii. Sensitivity analysis of the defined benefit obligation:

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Impact of the change in Discount Rate		
Present Value of Obligation at the end of the period	60.37	47.37
Impact due to increase of 1%	55.76	43.92
Impact due to decrease of 1%	65.82	51.41
Impact of the change in salary increase		
Present Value of Obligation at the end of the period	60.37	47.37
Impact due to increase of 1%	65.82	51.47
Impact due to decrease of 1%	55.70	43.82
Impact of the change in Withdrawal Rate		
Present Value of Obligation at the end of the period	60.37	47.37
Impact due to increase of 1%	61.08	47.99
Impact due to decrease of 1%	59.49	46.61

viii. Maturity profile of defined benefit obligation:

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Year 1	10.76	8.86
Year 2	2.38	2.13
Year 3	3.66	1.95
Year 4	1.81	2.97
Year 5	1.66	1.32
Years 6 to 10	40.07	30.14

The above disclosures are based on information certified by the independent actuary and relied upon by auditors.

ix. Other comprehensive (income) / expenses (Remeasurement)

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Cumulative unrecognised actuarial (gain)/loss opening. B/F	(10.19)	(6.03)
Actuarial (gain)/loss - obligation	1.72	(4.19)
Actuarial (gain)/loss - plan assets	0.02	0.03
Total Actuarial (gain)/loss	1.74	(4.16)
Cumulative total actuarial (gain)/loss. C/F	(8.45)	(10.19)

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

Compensated Absences- Unfunded obligation**i. Actuarial Assumptions**

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Discount Rate (per annum)	7.25%	7.50%
Expected return on plan assets	NA	NA
Salary escalation rate*	5.00%	5.00%

ii. Reconciliation of Obligation

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Present value of obligation at the beginning of the year	16.46	11.56
Current Service Cost	7.42	5.68
Past Service cost	-	-
Interest Cost	1.23	0.84
Actuarial (gain)/ loss	(5.75)	(1.62)
Benefits Paid	-	-
Present value of obligation at the end of the year	19.36	16.46

iii. Net (Asset)/ Liability recognised in Standalone statement of assets and liabilities

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Present value of obligation at the end of the year	19.36	16.46
Fair value of plan assets at the end of the year	-	-
Net (asset)/ liability recognised in Standalone statement of assets and liabilities	19.36	16.46

iv. (Income)/ Expense recognised in Standalone statement of profit and loss

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Current Service Cost	7.42	5.68
Interest Cost	1.23	0.84
Actuarial (gain)/ loss recognised for the period	(5.75)	(1.62)
(Income)/ Expenses recognised in Standalone statement of profit and loss	2.90	4.90

v. Sensitivity analysis of the defined benefit obligation:

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Impact of the change in Discount Rate		
Present Value of Obligation at the end of the period	19.37	16.47
Impact due to increase of 1%	17.78	15.16
Impact due to decrease of 1%	21.24	17.99
Impact of the change in salary increase		
Present Value of Obligation at the end of the period	19.37	16.47
Impact due to increase of 1%	21.27	18.02
Impact due to decrease of 1%	17.73	15.13
Impact of the change in Withdrawal Rate		
Present Value of Obligation at the end of the period	19.37	16.47
Impact due to increase of 1%	19.73	16.79
Impact due to decrease of 1%	18.95	16.08

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

34 EMPLOYEES' STOCK OPTION PLANS (ESOP)

(i) Kaynes Employees Stock Option Scheme 2022

The members of the Company at its Extraordinary General Meeting held on 12 January, 2022 had approved the issue of Stock Options to eligible employees/directors of the Company and its subsidiaries. Accordingly, the Board at their meeting held on 12 January, 2022 approved the "Kaynes ESOP Scheme 2022". A Compensation Committee was formed to govern the "Kaynes ESOP Scheme 2022" which has approved Details are as follows:

Particulars	Year 1	Year 2	Year 3	Year 4
Grant Date	04 July, 2022	04 July, 2022	04 July, 2022	04 July, 2022
Vesting date	04 July, 2023	04 July, 2024	04 July, 2025	04 July, 2026
Option Granted (Nos)	923,160	923,160	923,160	923,160
Exercise price (Amount in ₹ per share)	138.00	138.00	138.00	138.00

(ii) Fair value of share options granted during the year

The fair value of options granted is estimated using the Black Scholes Option Pricing Model after applying the key assumption which are tabulated below. The expected volatility has been calculated using the daily stock returns on NSE, based on expected life options of each vest. The expected life of share option is based on historical data and current expectation and not necessarily indicative of exercise pattern that may occur.

(iii) Inputs in the pricing model

Particulars	Year 1	Year 2	Year 3	Year 4
Weighted average fair Value of options	18.07	22.66	32.26	35.32
Exercise price (Amount in ₹ per share)	138.00	138.00	138.00	138.00
Expected Volatility	16.96%	17.28%	25.02%	23.42%
Options Life (Number of Years)	1.50	2.00	2.50	3.00
Dividend Yield	0.00%	0.00%	0.00%	0.00%
Risk Free Rate	6.13%	6.41%	6.62%	6.77%

(iv) Movement in stock options

For the year ended 31 March, 2024

Particulars	No of Options
Options outstanding as at 31 March, 2022	-
New options issued during the year	923,160
Options exercised during the year	-
Lapsed/ forfeited during the year	(27,260)
Expired during the year	-
Options outstanding as at 31 March, 2023	895,900
Options exercisable as at 31 March, 2023	-
New options issued during the year	-
Options exercised during the year	-
Lapsed/ forfeited during the year	(124,239)
Expired during the year	-
Options outstanding as at 31 March, 2024	771,661
Options exercisable as at 31 March, 2024	-

During the year ended 31 March, 2024, the Company recorded an employee share based payment expense of ₹ 6.43 Mn (31 March, 2023 : ₹6.31 Mn) in the Statement of Profit and Loss.

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

35 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's principal financial liabilities comprise of short tenured borrowings, trade and other payables. Most of these liabilities relate to financing for working capital requirements. The Company has trade and other receivables, loans and advances that arise directly from its operations.

The Company is accordingly exposed to market risk, credit risk and liquidity risk.

The Company's senior management oversees management of these risks. The senior professionals working to manage the financial risks and the appropriate financial risk governance framework for the Company are accountable to the Board of Directors and the Audit Committee. This process provides assurance that the Company's financial risk-taking activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with Group's policies and overall risk appetite.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate risk and currency rate risk. Financial instruments affected by market risk include loans and borrowings, deposits and advances.

i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rates.

The Company has no exposure to financial instruments with an interest rate risk as on 31 March, 2024 and 31 March, 2023.

ii) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency) and the Company's net investments in foreign subsidiaries.

Foreign currency sensitivity

The sensitivity analysis has been based on the composition of the Company's financial assets and liabilities at the end of the respective reporting periods. The period end balances are not necessarily representative of the average debt outstanding during the period.

Particulars	Currency	As at 31 March, 2024		As at 31 March, 2023	
		Foreign Currency	₹ (Mn)	Foreign Currency	₹ (Mn)
Financial assets					
Trade receivable	EURO	1.52	137.34	1.14	101.29
Trade receivable	GBP	0.67	70.18	1.27	128.39
Trade receivable	JPY	-	-	1.00	0.63
Trade receivable	USD	5.03	419.41	4.38	357.95
Trade receivable	AUD	0.00	0.04	-	-
Advance to suppliers	EURO	0.34	30.77	0.18	16.06
Advance to suppliers	CNY	0.85	9.81	-	-
Advance to suppliers	GBP	0.04	4.58	0.05	4.61
Advance to suppliers	JPY	1.60	0.88	27.67	17.37
Advance to suppliers	USD	2.30	191.69	2.04	166.97

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

Particulars	Currency	As at 31 March, 2024		As at 31 March, 2023	
		Foreign Currency	₹ (Mn)	Foreign Currency	₹ (Mn)
Financial Liabilities					
Trade payables	EURO	0.51	46.20	0.43	37.97
Trade payables	GBP	0.18	19.26	0.54	54.18
Trade payables	JPY	165.33	91.12	74.79	46.95
Trade payables	CHF	-	-	-	-
Trade payables	USD	15.43	1,287	15.44	1,216.70
Trade payables	CNY	0.02	0.24	-	-
Net Exposure in financial asset			(578.99)		(562.53)

Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its investing activities, deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

A. Trade Receivables

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored.

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The calculation is based on exchange losses historical data.

The Company does not hold collateral as security. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers (which are in the nature of reputed banking and financial institutions) are located in several jurisdictions and industries and operate in largely independent markets.

The Company creates allowance for all unsecured receivables based on lifetime expected credit loss based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information. The management makes estimates of the expected losses on receivables taking into account past history and their assumptions. Expected credit loss allowance is calculated by comparing the management estimates with the provision matrix.

Details of allowances for expected credit losses are provided hereunder

Particulars	As at 31 March, 2024	As at 31 March, 2023
At the beginning of the year	40.73	25.74
Provisions created	135.19	14.99
Adjustments	-	-
Closing at the end of the year	175.92	40.73

B. Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the treasury department in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the management on an annual basis, and may be updated throughout the year subject to approval of the Company's Finance Committee. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

Liquidity risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate sources of financing including loans, debt, and overdraft from both domestic and international banks at an optimised cost.

The table below provides details regarding the undiscounted contractual maturities of significant financial liabilities as of 31 March, 2024:

Particulars	Less than 1 year	More than 1 year	Total
Interest bearing borrowings	2,529.97	111.16	2,641.13
Trade Payables	1,820.76	68.49	1,889.25
Other financial liabilities	155.64	-	155.64
Lease liabilities	32.70	120.84	153.54
Total	4,539.07	300.49	4,839.56

The table below provides details regarding the undiscounted contractual maturities of significant financial liabilities as of 31 March, 2023:

Particulars	Less than 1 year	More than 1 year	Total
Interest bearing borrowings	1,121.83	155.48	1,277.31
Trade Payables	2,085.21	68.49	2,153.70
Other financial liabilities	110.25	-	110.25
Lease liabilities	33.86	139.80	173.66
Total	3,351.15	363.77	3,714.92

36 CAPITAL MANAGEMENT

For the purpose of the Company's capital management, capital includes issued equity capital, convertible preference shares, share premium and all other equity reserves attributable to the equity holders. The primary objective of the Company's capital management is to maximise the shareholders value. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital. The Company includes within net debt, interest bearing loans and borrowings less cash and cash equivalents.

Particulars	As at 31 March, 2024	As at 31 March, 2023
Gross debt	2,641.13	1,277.31
Less: Cash and Cash equivalents	(128.15)	(231.84)
Net debt	2,512.98	1,045.47
Equity	24,287.78	9,583.86
Total capital	24,287.78	9,583.86
Gearing ratio	10.35%	10.91%

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

37 FINANCIAL INSTRUMENTS: FAIR VALUES

Particulars	As at 31 March, 2024				As at 31 March, 2023			
	FVTPL	FVOCI	Amortised cost	Total Carrying Amount	FVTPL	FVOCI	Amortised cost	Total Carrying Amount
Financial assets								
At Fair value								
Investments - Equity	-	707.61	-	707.61	-	29.28	-	29.28
Investments - Mutual Funds	1,034.51	-	-	1,034.51	10.86	-	-	10.86
At amortised cost:								
a) Trade receivables	-	-	1,261.37	1,261.37	-	-	2,202.58	2,202.58
b) Cash and cash equivalents	-	-	128.15	128.15	-	-	231.84	231.84
c) Bank balances other than cash and cash equivalents	-	-	15,025.65	15,025.65	-	-	4,559.13	4,559.13
d) Loans and deposits	-	-	163.33	163.33	-	-	248.17	248.17
e) Other financial assets	-	-	400.45	400.45	-	-	142.45	142.45
Total Financial Assets	1,034.51	707.61	16,978.95	18,721.07	10.86	29.28	7,384.17	7,424.31
Financial liabilities								
At amortised cost:								
a) Borrowings (Long term)	-	-	111.16	111.16	-	-	155.48	155.48
b) Borrowings (Short term)	-	-	2,529.97	2,529.97	-	-	1,121.83	1,121.83
c) Trade payables	-	-	1,889.25	1,889.25	-	-	2,153.70	2,153.70
d) Other Financial Liabilities	-	-	155.64	155.64	-	-	110.25	110.25
e) Lease Liabilities	-	-	153.54	153.54	-	-	173.66	173.66
Total Financial Liabilities	-	-	4,839.56	4,839.56	-	-	3,714.92	3,714.92

The Company has assessed that trade receivables, cash and cash equivalents, bank balances, other assets, borrowings, trade payables and other liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

38 FAIR VALUE HIERARCHY

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The following table provides the fair value measurement hierarchy of the Company's assets and liabilities.

i. Quantitative disclosures fair value measurement hierarchy for assets and liabilities as at 31 March, 2024:

Particulars	Date of valuation	Fair value measurement			
		Fair Value as at 31 March, 2024	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Financial assets					
Investments	31 March, 2024	1,742.12	1,034.51	-	707.61

There are no transfers between levels 1 and 2 during the year.

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

ii. Quantitative disclosures fair value measurement hierarchy for assets and liabilities as at 31 March, 2023:

Particulars	Date of valuation	Fair value measurement			
		Fair Value as at 31 March, 2023	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Financial assets					
Investments	31 March, 2023	40.14	10.86	-	29.28

39 BUSINESS COMBINATION

Business combinations have been accounted for using the acquisition method under the provisions of Ind AS 103- (Revised), Business Combinations.

The purchase price in an acquisition is measured at the fair value of the assets transferred, equity instruments issued and liabilities incurred or assumed at the date of acquisition, which is the date on which control is transferred to the Group. The purchase price also includes the fair value of any contingent consideration. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair value on the date of acquisition. Contingent consideration is remeasured at fair value at each reporting date and changes in the fair value of the contingent consideration are recognised in the Consolidated Statement of Comprehensive Income.

The interest of non-controlling shareholders if any is initially measured either at fair value or at the non-controlling interests' proportionate share of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition-by-acquisition basis. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity of subsidiaries.

Acquisitions during the year ended 31 March, 2024

During the year ended 31 March, 2024 the Group, completed one business combination to complement its business model by acquiring 100% voting interest in Digicom Electronics Inc, Oakland, California which is engaged in the business of electronic manufacturing services. A Share purchase agreement was entered into on 31 December, 2023 with Digicom Electronics and the business combination has been accounted for with effect from 01 January, 2024 (the closing date).

This acquisition is expected to strengthen the Group's core business and expand its presence across the United States Americas.

The purchase price is allocated to assets acquired and liabilities assumed based upon determination of fair values at the dates of acquisition as follows:

Component	Acquirees Carrying Amount	Fair Value Adjustments	Purchase Price Allocated
Net Assets	71.38	-	71.38
Total	71.38	-	71.38
Goodwill	-	-	128.25
Consideration	-	-	199.63

The Purchase consideration includes a deferred consideration of US\$ 625,000 payable upon the expiration of 18 months from the closing date subject to compliance by the seller with the terms of the Share Purchase Agreement.

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

40 RATIOS AS PER SCHEDULE III REQUIREMENTS

a) Current Ratio = Current Assets divided by Current Liabilities

Particulars	As at 31 March, 2024	As at 31 March, 2023
Current Assets	25,159.87	12,326.54
Current Liabilities	5,025.39	3,996.33
Ratio	5.01	3.08
% Change from previous period/year	62.32	

Reason for change more than 25%

Ratio increase is due to increase in inventory, bank balance and other asset as Qualified Institutional Placement ("QIP") money was invested in Current Assets.

b) Debt Equity Ratio = Total Debt divided by total equity

Particulars	As at 31 March, 2024	As at 31 March, 2023
Total Debt	2,641.13	1,277.31
Total Equity	24,287.78	9,583.86
Less: Non free reserves	-	-
Equity attributable to the owners of the Company	24,287.78	9,583.86
Ratio	0.11	0.13
% Change from previous period/year	(18.41)	

c) Debt Service Coverage Ratio = Earnings available for servicing debt divided by total interest and principal payments

Particulars	As at 31 March, 2024	As at 31 March, 2023
Profit before tax	1,606.00	1,245.17
Less : Preference Dividend	-	-
Add: Depreciation	214.41	176.74
Add: Finance Cost	535.47	343.83
Adjusted Profit	2,355.88	1,765.74
Interest cost on borrowings	535.47	343.83
Principal repayments	28.45	213.60
Total of Interest and Principal repayments	563.92	557.43
DSCR	4.18	3.17
% Change from previous period/year	31.89	

Reason for change more than 25%

The improvement in the ratio for the year ended 31 March, 2024 is due to a significant increase in profit before tax (PBT) and finance cost.

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

d) Return on Equity Ratio = Profit after Tax divided by Equity

Particulars	As at 31 March, 2024	As at 31 March, 2023
Profit after tax	1,260.98	947.61
Less : Share of Profit /(Loss) of minority interest	-	-
Standalone Net Profit after tax, for the year/period attributable to equity shareholders	1,260.98	947.61
Total Equity	24,287.78	9,583.86
Less: Non free reserves	-	-
Equity attributable to the owners of the Company	24,287.78	9,583.86
Average Shareholder's equity *	16,935.82	5,803.20
Ratio	7.45	16.33
% Change from previous period/year	(54.40)	

Reason for change more than 25%

The reduction in ratio is due to increase in total equity due to share premium and profit for the year

e) Trade Receivables Turnover Ratio = Credit Sales divided by Closing Trade Receivables

Particulars	As at 31 March, 2024	As at 31 March, 2023
Revenue from Operations	12,739.39	10,865.57
Average Trade Receivables	1,731.98	2,045.79
Ratio	7.36	5.31
% Change from previous period/year	38.49	

Reason for change more than 25%

The improvement in the ratio for 31 March, 2024 is due to better collections

f) Trade Payables Turnover Ratio = Credit Purchases divided by closing trade payables

Particulars	As at 31 March, 2024	As at 31 March, 2023
Credit Purchases	9,803.77	9,422.88
Average Trade payables	2,021.48	1,854.91
Ratio	4.85	5.08
% Change from previous period/year	(4.53)	

g) Inventory Turnover Ratio = Revenue from operations divided by Closing Inventory

Particulars	As at 31 March, 2024	As at 31 March, 2023
Revenue from Operations	12,739.39	10,865.57
Average Inventory	4,371.28	3,090.87
Ratio	2.91	3.52
% Change from previous period/year	(17.10)	

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

h) Net Capital Turnover ratio= Sales divided by net working capital

Particulars	As at 31 March, 2024	As at 31 March, 2023
Revenue from Operations	12,739.39	10,865.57
Average working capital	14,232.35	4,758.99
Ratio	0.90	2.28
% Change from previous period/year	(60.80)	

Reason for change more than 25%

Decrease in ratio due to increase in average working capital.

i) Profit Ratio = Profit after tax divided by Revenue from Operations

Particulars	As at 31 March, 2024	As at 31 March, 2023
Profit after tax	1,260.98	947.61
Revenue from Operations	12,739.39	10,865.57
Ratio	9.90	8.72
% change from previous period/year	13.50	

j) Return on Capital Employed= Adjusted EBIT / Total Capital Employed

Particulars	As at 31 March, 2024	As at 31 March, 2023
Profit before tax	1,606.00	1,245.17
Add: Finance Costs	535.47	343.83
EBIT	2,141.47	1,589.00
Tangible Net worth	23,714.92	8,828.58
Non Current Borrowings	111.16	155.48
Short Term Borrowings	2,529.97	1,121.83
Total	26,356.05	10,105.89
ROCE	8.13	15.72
% change from previous period/year	(48.32)	

Reason for change more than 25%

The decrease in ratio is due to increase in net worth as a result of Initial Public Offer (IPO)

41 DISCLOSURE REQUIRED UNDER SECTION 186 (4) OF THE COMPANIES ACT, 2013

Included in loans, the particulars of which are disclosed in below as required by Sec 186(4) of the Companies Act 2013:

Sl. No.	Name of the Borrower	Type	Rate of Interest	Secured/ Unsecured	Due Date	Purpose	As at 31 March, 2024	As at 31 March, 2023
1	Kemsys Technologies Private Limited	Loan	8%	Unsecured	On Demand	General business purpose	18.51	180.96
2	Digicom electronics Inc	Loan	7%	Unsecured	On Demand	General business purpose	49.79	-
3	Kaynes International Design & Manufacturing Private Limited	Corporate Guarantee	-	Unsecured		General business purpose	784.00	84.00

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

42 OTHER STATUTORY DISCLOSURES

1. Benami Property

The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

2. The Struck off Company details

The Company does not have any transactions with struck off companies u/s 248 of companies Act,2013 or u/s 560 of companies act,1956.

3. The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

4. The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

5. (i) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or

(b) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(ii) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

(a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

6. The Company has neither declared nor paid any interim dividend or final dividend during the year.

7. The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

8. The Company has complied with the number of layers prescribed under clause (87) of Section 2 of the Act read with Companies (Restriction on number of layers) Rules, 2017.

9. The Company has not been declared as willful defaulter by any bank or financial institution or other lender.

10. The Company does not have any transactions that are not recorded in books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

11. The Company uses an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the accounting software. There is no instance of audit trail feature being tampered with was noted in respect of the accounting software.

Presently, the log has been activated at the application and the access to the database continues to be restricted to limited set of users who necessarily require this access for maintenance and administration of the database.

43 CORPORATE SOCIAL RESPONSIBILITY EXPENSES:

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Amount required to be spent by the Company during the year	12.70	8.06*
Amount of expenditure incurred.	12.87	8.06
Shortfall at the end of the year	-	-
Total of previous years shortfall.	-	-

* Including previous year's shortfall

The Company's CSR Activities primarily involve in the promotion of education, healthcare, art and cultural promotion, animal welfare, rural development, natural calamities relief and skill development for underprivileged people.

The shortfall in the previous year has arisen due to the lack of eligible projects due to the impact of the pandemic.

Notes to the Standalone Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

44 DISCLOSURE AS REQUIRED UNDER MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006 (THE ACT):

Particulars	As at 31 March, 2024	As at 31 March, 2023
Principal amount due to micro & small enterprises	48.05	202.28
Interest due on above	-	6.95
Interest paid during the period beyond the appointed day	-	-
Amount of interest due and payable for the period of delay in making payment without adding the interest specified under the Act.	-	-
Amount of interest accrued and remaining unpaid at the end of the period	-	-
Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to small enterprises for the purpose of disallowance as a deductible expenditure under Sec.23 of the Act	-	-

Note: The above information and that given in Note 16(b) 'Trade Payables' regarding Micro and Small Enterprises has been determined on the basis of information available with the Company and has been relied upon by the auditors.

45 Previous year figures have been regrouped/ re-classified wherever necessary.

As per our report of even date

For K.P. Rao & Co
Chartered Accountants
Firm Registration Number: 003135S

Mohan R Lavi
Partner
Membership No.029340

Place: Mysuru
Date: 16 May, 2024

For and on behalf of the Board of Directors of
Kaynes Technology India Limited

Ramesh Kunhikannan
Managing Director
(DIN: 02063167)

Rajesh Sharma
Chief Executive Officer

Place: Mysuru
Date: 16 May, 2024

Jairam P Sampath
Whole Time Director & Chief Financial Officer
(DIN: 08064368)

S M Adithya Jain
Company Secretary
Membership No. A49042

Independent Auditor's Report

To the Members of

Kaynes Technology India Limited

Report on the Audit of the Consolidated Ind AS Financial Statements

OPINION

We have audited the accompanying Consolidated Ind AS Financial Statements of **Kaynes Technology India Limited** (hereinafter referred to as "the Holding Company") and **its subsidiaries** (Holding Company and its subsidiaries together referred to as "the Group") which comprise the Consolidated Balance Sheet as at 31 March, 2024, the Consolidated Statement of Profit and Loss (including other comprehensive income), Consolidated Statement of Changes in Equity and Consolidated Statement of Cash Flows for the year then ended and notes to the Consolidated Ind AS Financial Statements, including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended, ("Ind AS") and other accounting principles generally accepted in India, of the Consolidated State of Affairs of the Group as at 31 March, 2024, the Consolidated profit, the Consolidated total comprehensive income, Consolidated changes in equity and Consolidated cash flows for the year ended.

BASIS OF OPINION

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the Ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matter described below to be the key audit matters to be communicated in our report of Holding company:

Key Audit Matter	Auditor's Response
<p>Revenue Recognition:</p> <p>Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements because it typically controls the goods or services before transferring them to the customer.</p> <p>Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract. This variable consideration is estimated based on the expected value of outflow. Revenue (net of variable consideration) is</p>	<p>Audit procedures performed to address the key audit matter.</p> <p>Our audit procedures included, among others, inquiries with management regarding significant new contracts and relevant changes in existing contracts.</p> <p>The procedures also included reading significant new contracts to understand the terms and conditions and their impact on revenue recognition.</p> <p>On a sample basis, we reconciled revenue to the supporting documentation, such as sales orders, invoices and other relevant documents.</p> <p>A specific emphasis was set on verifying that revenue transactions at the end of the financial year and at the beginning of the new financial year have been recognized in the proper accounting period by comparing revenues close to the balance sheet date with the respective contractual terms.</p>

Key Audit Matter	Auditor's Response
<p>recognized only to the extent that it is highly probable that the amount will not be subject to significant reversal when uncertainty relating to its recognition is resolved.</p> <p>The Company has ascertained that all performance obligations are performed at a point in time.</p>	<p>Our procedures also involved testing the performance obligations in the contract and the variable consideration, if any. We also test-checked instances for transfer of control to the customer with the necessary documentation.</p>

INFORMATION OTHER THAN THE CONSOLIDATED IND AS FINANCIAL STATEMENTS AND AUDITORS' REPORT THEREON

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report and Shareholder's Information, but does not include the Financial Statements and our auditor's report thereon.

Our opinion on the Consolidated Ind AS Financial Statements does not cover the other Information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Ind AS Financial Statements, our responsibility is to read the other information and in doing so, consider whether the other information is materially inconsistent with the Consolidated Ind AS Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF THE MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

The Holding Company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Companies Act 2013, with respect to the preparation of these consolidated financial statements that give a true and fair view of the financial position and financial performance, of the group in accordance with the Accounting Principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. The respective Management and Board of Directors of the Companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the

preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective management and Board of Directors of the companies included in the group are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of the companies included in the group are responsible for overseeing the financial reporting process of each company.

AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF CONSOLIDATED IND AS FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on internal financial controls with reference to the consolidated financial statements and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management and Board of Directors.
- Conclude on the appropriateness of management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosure is inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of entities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the consolidated financial statements. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other Companies included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of

most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

OTHER MATTERS

The Consolidated Ind AS Financial Statements includes the unaudited financial results of two foreign subsidiaries and one domestic subsidiary, whose financial statements reflect total assets (before consolidation adjustments) of ₹ 265.79 Mn, total revenue (before consolidation adjustments) of ₹ 130.37 Mn, total net profit/(loss) after tax (before consolidation adjustments) of ₹ (1.67) Mn, total comprehensive income (net) of ₹ (1.67) Mn, and net cash inflows of ₹ 21.82 Mn for the year ended 31 March, 2024. This financial information is unaudited and has been furnished to us by the Management and our opinion and conclusion on the statements, in so far as it relates to the amounts and disclosures included in respect of these entities, are based solely on such unaudited financial information.

Our report on the Consolidated Ind AS Financial Statement and our report on Other Legal and Regulatory Requirements below, are not modified in respect of the above matter with respect to our reliance on the financial information certified by the Board of Directors.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

As required by the Companies (Independent Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of subsection (11) of Section 143 of the Act, we give in the "**Annexure A**", a statement on the matter specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143 (3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Changes in Equity and the Consolidated Statement

of Cash Flows dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements.

- d) In our opinion, the aforesaid Consolidated financial statements comply with the Ind AS specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
- e) On the basis of the written representations received from the directors of the Holding Company as on 31 March, 2024 taken on record by the Board of Directors of the Holding Company and on the basis of written representations received by the management from directors of its subsidiaries which are incorporated in India, as on 31 March, 2024, none of the directors of the Group companies incorporated in India is disqualified as on 31 March, 2024 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiary companies incorporated in India and the operating effectiveness of such controls, refer to our separate report in '**Annexure B**'
- g) In our opinion and according to the information and explanation given to us, the remuneration paid during the current year by the Holding Company and its subsidiaries which are incorporated in India to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company and its subsidiaries which are incorporated in India, is not in excess of the limit laid down under Section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclose the impact of pending litigations as at 31 March, 2024 on the consolidated financial position of the Group. Refer Note 28 to the consolidated financial statements.
 - ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund.
 - iv. a) The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind

of funds) by the Holding Company or its subsidiary companies incorporated in India to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries")
 - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Holding Company or its subsidiary companies incorporated in India from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or its subsidiary companies incorporated in India shall:
 - directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or
 - provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.
 - c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material mis-statement.
 - v. The Group has neither declared nor paid interim dividend or final dividend during the year. Therefore, reporting under Rule 11(f) of Companies (Audit and Auditors) Rules, 2014 is not applicable.
 - vi. Based on our examination, which included test checks, the Holding Company and its Subsidiaries located in India have used an ERP accounting software for maintaining their books of accounts which has a feature of recording audit trail (edit log) facility. Out of three subsidiaries, in case of two Subsidiaries of the Holding Company that are located outside India, the consolidated financial statements have been drawn upon

the basis of the unaudited financial statements of those Subsidiaries. As a result, we have not been able to verify the existence of audit trails in the accounting package maintained by those subsidiaries. In case of one domestic subsidiary company, which is also drawn upon basis of the unaudited financial statements, audit trail for such company has not been verified.

One of the domestic subsidiary companies, apart from those mentioned above, has maintained manual books of accounts and hence the provision of rule is not applicable.

Further, during the course of our audit and on the basis of test checking of selected samples, we did not come across any instance of audit trail feature being tampered with.

For **K.P. Rao & Co.**
Chartered Accountants
Firm Reg. No. : 003135S

Mohan R Lavi
Partner
Membership No.: 029340
UDIN: 24029340BKBGCA2302

Place: Mysuru
Date: 16 May, 2024

Annexure-A to the Independent Auditors' Report

(Referred to in report on other legal and regulatory requirements Section of our report of even date)

There have been no qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order (CARO) reports of the companies included in the consolidated financial statements.

For **K.P. Rao & Co.**
Chartered Accountants
Firm Reg. No. : 003135S

Mohan R Lavi
Partner
Membership No.: 029340
UDIN: 24029340BKBGCA2302

Place: Mysuru
Date: 16 May, 2024

Annexure-B to the Independent Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

OPINION

In conjunction with our audit of the consolidated financial statements of Kaynes Technology India Limited (hereinafter referred to as "the Holding Company") as of and for the year ended 31 March, 2024, we have audited the internal financial controls with reference to the consolidated financial statements of the Holding Company and such companies incorporated in India under the Companies Act, 2013 which are its subsidiary companies, as of that date.

In our opinion, the holding company and such Companies incorporated in India which are its subsidiary companies, have, in all material respects, an adequate internal financial controls system with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at 31 March, 2024, based on the internal financial controls with reference to consolidated financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Internal Financial Controls With reference to consolidated financial statements issued by the Institute of Chartered Accountants of India. However, the existing policies, systems, procedures and internal controls followed by the Holding Company have to be completely and appropriately documented and reconciled.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The respective Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls With reference to consolidated financial statements ('the Guidance Note') issued by the Institute of Chartered Accountants of India ('the ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required the Companies Act, 2013 ('the Act').

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing ('the Standards'), issued by the ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and

plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO CONSOLIDATED FINANCIAL STATEMENTS

A Company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting in the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. This

includes those policies and procedures that:

- i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
- iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO CONSOLIDATED FINANCIAL STATEMENTS

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **K.P. Rao & Co.**
Chartered Accountants
Firm Reg. No. : 003135S

Mohan R Lavi
Partner
Membership No.: 029340
UDIN: 24029340BKBGCA2302

Place: Mysuru
Date: 16 May, 2024

Consolidated Balance Sheet

(All amounts are in ₹ Mn, unless otherwise stated)

Particulars	Note	As at	
		31 March, 2024	31 March, 2023
ASSETS			
NON-CURRENT ASSETS			
Property, plant and equipment	3	2,593.80	901.76
Capital work-in-progress	3(b)	765.56	111.63
Intangible assets	3(c)	183.46	220.94
Intangible under development	3(d)	285.24	181.80
Rights-of-use Assets	3(e)	263.13	170.90
Goodwill		151.69	23.44
Financial assets			
i) Investments	4	1,317.56	32.76
ii) Loans and deposits	5(a)	88.82	69.64
iii) Other financial assets	5(b)	37.03	11.03
Other non-current assets	6	1,098.61	155.82
Total Non-Current Assets (A)		6,784.90	1,879.72
CURRENT ASSETS			
Inventories	7	5,483.24	4,131.64
Financial asset			
i) Trade receivables	8(a)	3,555.73	2,270.66
ii) Cash and cash equivalents	8(b)	194.11	259.31
iii) Bank balances other than cash and cash equivalents	8(c)	15,061.49	4,600.65
iv) Loans and deposits	8(d)	38.86	29.88
v) Other financial assets	8(e)	254.95	79.27
Current Tax Assets (Net)	9	58.81	36.07
Other current assets	10	1,219.68	893.72
Total Current Assets (B)		25,866.87	12,301.20
TOTAL ASSETS (A + B)		32,651.77	14,180.92
EQUITY AND LIABILITIES			
EQUITY			
Equity Share Capital	11(A)	639.18	581.42
Instruments entirely equity in nature	11(B)	-	-
Other Equity	12	24,229.71	9,009.00
Non-controlling Interest	13	15.79	13.07
Total Equity (A)		24,884.68	9,603.49
LIABILITIES			
NON-CURRENT LIABILITIES			
Financial Liabilities			
Borrowings	14	111.56	150.42
Lease liabilities	32	132.09	154.57
Deferred Tax Liabilities (Net)	15	101.60	76.91
Long Term Provisions	16	59.57	50.34
Total Non-current Liabilities (B)		404.82	432.24
CURRENT LIABILITIES			
Financial Liabilities			
Short-term borrowings	17(a)	2,949.11	1,208.57
Trade payables	17(b)		
- Total outstanding dues of micro enterprises and small enterprises		65.67	216.45
- Total outstanding dues to other than micro enterprises and small enterprises		3,544.47	2,012.29
Other financial liabilities	17(c)	246.90	105.75
Lease liabilities	32	32.70	33.86
Other current liabilities	18	508.59	556.83
Short-term provisions	19	14.83	11.44
Total Current Liabilities (C)		7,362.27	4,145.19
Total Liabilities (B+C)		7,767.09	4,577.43
TOTAL EQUITY AND LIABILITIES (A+B+C)		32,651.77	14,180.92

Significant accounting policies and notes to financial statements

1 to 2

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date

For K.P. Rao & Co
Chartered Accountants
Firm Registration Number: 003135S

For and on behalf of the Board of Directors of
Kaynes Technology India Limited

Mohan R Lavi
Partner
Membership No.029340

Ramesh Kunhikannan
Managing Director
(DIN: 02063167)

Jairam P Sampath
Whole Time Director & Chief Financial Officer
(DIN: 08064368)

Rajesh Sharma
Chief Executive Officer

S M Adithya Jain
Company Secretary
Membership No. A49042

Place: Mysuru
Date: 16 May, 2024

Place: Mysuru
Date: 16 May, 2024

Consolidated Statement of Profit and Loss

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

Particulars	Note	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Income			
Revenue from operations	20	18,046.19	11,261.14
Other Income	21	559.16	113.98
Total Income (A)		18,605.35	11,375.12
Expenses			
Cost of materials consumed	22	13,712.02	8,478.01
Changes in inventories of finished goods and work in progress	23	(412.64)	(677.24)
Employee benefit expenses	24	1,027.56	770.99
Finance cost	25	533.74	349.36
Depreciation and amortisation expense	26	251.41	187.41
Other expenses	27	1,177.57	1,006.20
Total Expenses (B)		16,289.66	10,114.73
Profit / (Loss) Before Tax (A-B)=C		2,315.69	1,260.39
Tax Expenses			
Income taxes			
- Current tax		458.39	292.43
- Earlier year tax adjustments		-	18.71
Deferred tax charge/ (Credit)		24.41	(2.71)
Total tax expense (D)		482.80	308.43
Profit / (Loss) for the year (C - D)=E		1,832.89	951.96
Other Comprehensive Income (Net)			
Other Comprehensive Income not to be reclassified to profit or loss in subsequent periods			
- Re-measurement gains/ (losses) on defined benefit plans		3.96	(2.77)
- Exchange differences in translating financial statements of foreign operations		0.66	5.03
- Income tax effect		1.00	0.70
Total Other Comprehensive Income for the year, net of tax (F)		5.62	2.96
Total Comprehensive Income for the year, net of tax (E+F)		1,838.51	954.92
Less: Share of Profit / (Loss) of minority interest		2.72	1.75
Total Comprehensive Income for the year, net of tax		1,835.79	953.17
Earnings per share (nominal value of ₹ 10 each)			
Basic		30.63	19.84
Diluted		30.24	19.61

Significant accounting policies and notes to financial statements 1 to 2

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date

For K.P. Rao & Co

Chartered Accountants

Firm Registration Number: 003135S

Mohan R Lavi

Partner

Membership No.029340

For and on behalf of the Board of Directors of

Kaynes Technology India Limited

Ramesh Kunhikannan

Managing Director

(DIN: 02063167)

Rajesh Sharma

Chief Executive Officer

Jairam P Sampath

Whole Time Director & Chief Financial Officer

(DIN: 08064368)

S M Adithya Jain

Company Secretary

Membership No. A49042

Place: Mysuru

Date: 16 May, 2024

Place: Mysuru

Date: 16 May, 2024

Consolidated Statement of Cash Flows

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

Particulars		For the year ended 31 March, 2024	For the year ended 31 March, 2023
A. Cash Flow from Operating Activities			
Net profit before extraordinary items and tax		2,315.69	1,260.39
Adjustments for :			
Depreciation and amortisation expense		251.41	187.41
Provision for doubtful debts		135.19	14.99
Unrealised foreign exchange gain (Net)		-	0.48
Interest expense		533.74	349.36
Interest income		(519.52)	(98.16)
Miscellaneous income (Liabilities written back)		-	(1.68)
Operating profit before working capital changes, extraordinary items		2,716.51	1,712.79
Adjustments for:			
(Increase)/ Decrease in Inventories		(1,351.60)	(1,867.86)
(Increase)/Decrease in Trade receivables		(1,420.26)	(293.40)
(Increase)/Decrease in Loans and Advances and other assets		(225.40)	(344.85)
Increase/(Decrease) in Trade payable and other liabilities		1,450.67	870.18
Increase/(Decrease) in Provisions		12.62	9.94
Cash Generated (used in) / From Operations		1,182.54	86.80
Income tax received / (paid)		(481.13)	(502.82)
Net Cash from Operating Activities	(A)	701.41	(416.02)
B. Cash Flow from Investing Activities			
Purchase of fixed assets		(3,825.99)	(581.22)
Interest received		519.52	98.16
Investment in fixed deposits		(10,460.84)	(4,453.45)
Investment in mutual fund		(1,026.86)	-
Investment in subsidiary and others		(257.94)	-
Net Cash used in Investing activities	(B)	(15,052.11)	(4,936.51)
C. Net Cash from/(used) in Financing Activities			
Proceeds from issue of Share Capital :			
- Equity		57.76	113.68
- Preference		-	-
Share Premium received :			
- Equity		13,377.83	6,486.32
- Preference		-	-
Share issue expenses		(318.03)	(371.07)
Repayment of long term borrowings		(38.86)	(142.37)
Proceeds from short term borrowings		1,740.54	(194.10)
Interest expense		(533.74)	(349.36)
Net Cash from/(used) in Financing Activities	(C)	14,285.50	5,543.10
Net Increase in Cash and Cash Equivalents	(A)+(B)+(C)	(65.20)	190.57

Consolidated Statement of Cash Flows (Contd.)

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

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Cash and cash equivalents as on 01 April	259.31	68.74
Cash and cash equivalents as on 31 March	194.11	259.31
Components of cash and cash equivalents		
Balance with scheduled banks on:		
- Current Account	193.62	259.22
- Cash on Hand	0.49	0.09
Total	194.11	259.31

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date

For K.P. Rao & Co

Chartered Accountants

Firm Registration Number: 003135S

Mohan R Lavi

Partner

Membership No.029340

For and on behalf of the Board of Directors of

Kaynes Technology India Limited**Ramesh Kunhikannan**

Managing Director

(DIN: 02063167)

Rajesh Sharma

Chief Executive Officer

Place: Mysuru

Date: 16 May, 2024

Jairam P Sampath

Whole Time Director & Chief Financial Officer

(DIN: 08064368)

S M Adithya Jain

Company Secretary

Membership No. A49042

Place: Mysuru

Date: 16 May, 2024

Consolidated Statement of Changes in Equity

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

A. EQUITY SHARE CAPITAL

Particulars	No. of Shares	Amount
As at 01 April, 2022	46,158,006	461.58
Change during the year	11,984,490	119.84
As at 31 March, 2023	58,142,496	581.42
Change during the year	5,775,577	57.76
As at 31 March, 2024	63,918,073	639.18

B. INSTRUMENTS ENTIRELY OF EQUITY NATURE

Particulars	CCPS Series A		CCPS Series B		CCPS Series C	
	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
As at 01 April, 2022	-	-	333,323	3.33	45,823	0.46
Change during the year	-	-	(333,323)	(3.33)	(45,823)	(0.46)
As at 31 March, 2023	-	-	-	-	-	-
Change during the year	-	-	-	-	-	-
As at 31 March, 2024	-	-	-	-	-	-

C. OTHER EQUITY

For the year ended 31 March, 2024

Particulars	Reserves & Surplus					Other Comprehensive Income		Total Other Equity	Non Controlling Interest	Total
	Securities premium	General Reserve	Retained earnings	Debenture Redemption Reserve (DRR)	Employee stock options outstanding account (ESOP Reserve)	Foreign Currency Translation Reserve	Remeasurement of defined benefit obligations			
As at 01 April, 2023	6,591.58	130.00	2,260.81	-	6.31	7.46	12.84	9,009.00	13.07	9,022.07
Profit for the period	-	-	1,835.79	-	-	0.66	-	1,836.45	2.72	1,839.17
On issue of Equity shares	13,942.24	-	-	-	-	-	-	13,942.24	-	13,942.24
Share based payment expenses	-	-	-	-	6.43	-	-	6.43	-	6.43
Re-measurement of the net defined benefit liability/asset, net of tax effect	-	-	(5.62)	-	-	-	5.62	-	-	-
As at 31 March, 2024	19,969.41	130.00	4,090.98	-	12.74	8.12	18.46	24,794.12	15.79	24,809.91

Consolidated Statement of Changes in Equity (Contd.)

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

For the year ended 31 March, 2023

Particulars	Reserves & Surplus					Other Comprehensive Income		Total Other Equity	Non Controlling Interest	Total
	Securities premium	General Reserve	Retained earnings	Debenture Redemption Reserve (DRR)	Employee stock options outstanding account (ESOP Reserve)	Foreign Currency Translation Reserve	Remeasurement of defined benefit obligations			
As at 01 April, 2022	107.64	124.69	1,310.60	5.31	-	2.36	9.88	1,560.48	11.32	1,571.80
Profit for the period	-	-	953.17	-	-	5.10	-	958.27	1.75	960.02
On issue of Equity shares	6,486.33	-	-	-	-	-	-	6,486.33	-	6,486.33
On conversion of Preference shares into equity	(2.39)	-	-	-	-	-	-	(2.39)	-	(2.39)
Utilised towards redemption of debentures	-	-	-	(5.31)	-	-	-	(5.31)	-	(5.31)
Transfer from Debenture redemption reserve	-	5.31	-	-	-	-	-	5.31	-	5.31
Share based payment expenses	-	-	-	-	6.31	-	-	6.31	-	6.31
Re-measurement of the net defined benefit liability/asset, net of tax effect	-	-	(2.96)	-	-	-	2.96	-	-	-
As at 31 March, 2023	6,591.58	130.00	2,260.81	-	6.31	7.46	12.84	9,009.00	13.07	9,022.07

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date

For K.P. Rao & Co

Chartered Accountants

Firm Registration Number: 003135S

Mohan R Lavi

Partner

Membership No.029340

For and on behalf of the Board of Directors of

Kaynes Technology India Limited**Ramesh Kunhikannan**

Managing Director

(DIN: 02063167)

Rajesh Sharma

Chief Executive Officer

Jairam P Sampath

Whole Time Director & Chief Financial Officer

(DIN: 08064368)

S M Adithya Jain

Company Secretary

Membership No. A49042

Place: Mysuru

Date: 16 May, 2024

Place: Mysuru

Date: 16 May, 2024

Overview and Notes to the Consolidated Financial Statements

1 GENERAL INFORMATION

Kaynes Technology India Limited (Formerly known as Kaynes Technology India Private Limited) (“the Company” / “Parent Company”/ “Holding Company”) is a Company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The Company and its subsidiaries’ (Collectively, “the Group”) are primarily engaged in Design and Manufacturing of advanced electronic modules and solutions catering to a wide range of industries.

The Holding company has converted itself from Private Limited to Public Limited, pursuant to a special resolution passed in the extraordinary general meeting of the shareholders of the Company held on 24 March, 2022 and consequently the name of the Company has changed to “Kaynes Technology India Limited” pursuant to a fresh certificate of incorporation by the Registrar of Companies on 31 March, 2022.

The following entities are considered in these Consolidated financial information

Name of Entity	Relationship	Country of Incorporation	Ownership Interest in %	
			As at 31 March, 2024	As at 31 March, 2023
Kaynes Technology India Limited	Holding	India	100.00	100.00
Kaynes International Design & Manufacturing Private Limited	Subsidiary	India	95.21	95.21
Kemsys Technologies Private Limited	Subsidiary	India	100.00	100.00
Kaynes Embedded Systems Private Limited	Subsidiary	India	60.00	60.00
Kaynes Electronics Manufacturing Private Limited	Subsidiary	India	100.00	100.00
Kaynes Technology Europe GmbH	Subsidiary	Switzerland	60.00	60.00
Kaynes Semicon Private Limited	Subsidiary	India	100.00	NA
Kaynes Circuits India Private Limited	Subsidiary	India	100.00	NA
Kaynes Mechatronics Private Limited	Subsidiary	India	100.00	NA
Digicom Electronics Inc	Subsidiary	USA	100.00	NA

2 BASIS OF PREPARATION

A. Statement of compliance

These Consolidated Ind AS financial statements (“Ind AS financial statements”) have been prepared in accordance with Indian Accounting Standards (“Ind AS”) notified under Section 133 of the Companies Act, 2013 (“the Act”) read with the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) Rules, 2016 and other relevant provisions of the Act, to the extent applicable.

The Consolidated Financial Information, which have been approved by the Board of Directors of the Company, have been prepared in accordance with the requirements of:

- Section 26 of part I of Chapter III of the Act;
- relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, issued by the Securities and Exchange Board

of India (“SEBI”) as amended in pursuance of the Securities and Exchange Board of India Act, 1992; and

- Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (“ICAI”).

Functional and presentation currency

Items included in the Consolidated Financial Information of each of the Group’s entities are measured using the currency of the primary economic environment in which the entity operates (‘the functional currency’). The Consolidated Financial Information are presented in Indian rupee (₹), which is also the Group’s functional currency. All amounts have been rounded-off to the nearest Mn, up to two places of decimal, unless otherwise indicated. Amounts having absolute value of less than ₹ 100,000 have been rounded and are presented as ₹ 0.00 Mn in the Consolidated Financial Information.

Overview and Notes to the Consolidated Financial Statements (Contd.)

Basis of measurement

The Consolidated financial information has been prepared on the historical cost basis except for the following items:

Items	Measurement Basis
Certain financial assets (except trade receivables and contract assets which are measured at transaction cost) and liabilities	Fair Value
Defined benefits liability	Fair value of plan assets less present value of defined benefit obligations

2.1 Current versus non-current classification

The Company presents assets and liabilities in the consolidated balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle,
- Held primarily for the purpose of trading,
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle,
- It is held primarily for the purpose of trading,
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities. Advance tax paid is classified as non-current assets.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents.

2.2 Fair value measurement

The Company measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities;

Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices);

Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Overview and Notes to the Consolidated Financial Statements (Contd.)

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement. The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

2.3 Use of estimates and judgements

The preparation of the consolidated financial statements in conformity with Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities. Estimates include provision for employee benefits, allowances for uncollectible trade receivables / advances / contingencies, useful life of fixed assets, provision for taxation, etc., during and at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year are included in the following notes:

Note 34 – measurement of defined benefit obligations: key actuarial assumptions;

Notes 28 – recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources;

Note 36 – impairment of financial assets;

2.4 Foreign currency translation

The Company's financial statements are presented in ₹, which is also the parent company's functional currency. For each foreign operation, the Company determines the functional currency and items included in the financial statements of each entity are measured using that functional currency. The Company uses the direct method of consolidation and on disposal of a foreign operation the gain or loss

that is reclassified to profit or loss reflects the amount that arises from using this method.

Initial recognition

Transactions in foreign currencies entered into by the Company are accounted at the exchange rates prevailing on the date of the transaction or at the average rates that closely approximate the rate at the date of the transaction.

Conversion

Monetary assets and liabilities denominated in foreign currencies are translated at the foreign currency exchange rates at the reporting date. Non-monetary assets and liabilities that are carried at historical cost are translated using the exchange rates at the dates of initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

Treatment of Exchange Differences

Exchange differences are recognised in profit or loss, except exchange differences arising from the translation of the qualifying cash flow hedges, to the extent the hedges are effective, which are recognised in other comprehensive income (OCI).

2.5 Principles of consolidation

a. Subsidiaries

Subsidiaries are entities controlled by the Group. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if, and only if, the Group has:

- (i) Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee);
- (ii) Exposure, or rights, to variable returns from its involvement with the investee; and the ability to use its power over the investee to affect its returns.
- (iii) The ability to use its power over the investee to affect its returns.

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has

Overview and Notes to the Consolidated Financial Statements (Contd.)

power over an investee, including:

- (i) The contractual arrangement with the other vote holders of the investee;
- (ii) Rights arising from other contractual arrangements;
- (iii) The Group's voting rights and potential voting rights;
- (iv) The size of the group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the Consolidated Financial Statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the Consolidated Financial Statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the Parent Company, i.e. year ended on 31 March.

b. Consolidation Procedures:

- a. Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the Consolidated Financial Statements at the acquisition date.
- b. Offset (eliminate) the carrying amount of the parent's investment in each subsidiary

and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.

- c. Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and property, plant and equipment and intangible assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the Consolidated Financial Statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profit and losses resulting from intragroup transactions.

c. Non-controlling interests (NCI)

NCI are measured at their proportionate share of the acquiree's net identifiable assets at the date of acquisition.

Changes in the Group's equity interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

d. Loss of control

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it:

- (i) Derecognises the assets (including goodwill) and liabilities of the subsidiary.
- (ii) Derecognises the carrying amount of any non-controlling interests.
- (iii) Derecognises the cumulative translation differences recorded in equity.
- (iv) Recognises the fair value of the consideration received.
- (v) Recognises the fair value of any investment retained.
- (vi) Recognises any surplus or deficit in profit or loss.
- (vii) Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities.

Overview and Notes to the Consolidated Financial Statements (Contd.)

e. Subsidiaries considered in the Consolidated Financial Statements:

Name of Entity	Relationship	Country of Incorporation	Ownership Interest in %	
			As at 31 March, 2024	As at 31 March, 2023
Kaynes Technology India Limited	Holding	India	100.00	100.00
Kaynes International Design & Manufacturing Private Limited	Subsidiary	India	95.21	95.21
Kemsys Technologies Private Limited	Subsidiary	India	100.00	100.00
Kaynes Embedded Systems Private Limited	Subsidiary	India	60.00	60.00
Kaynes Electronics Manufacturing Private Limited	Subsidiary	India	100.00	100.00
Kaynes Technology Europe GmbH	Subsidiary	Switzerland	60.00	60.00
Kaynes Mechatronics Private Limited	Subsidiary	India	100.00	NA
Digicom Electronics Inc	Subsidiary	USA	100.00	NA
Kaynes Semicon Private Limited	Subsidiary	India	100.00	NA
Kaynes Circuits India Private Limited	Subsidiary	India	100.00	NA

2.6 Revenue recognition

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements because it typically controls the goods or services before transferring them to the customer.

The specific recognition criteria described below must also be met before revenue is recognised.

Sale of products and services:

Revenue from sale of products is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the products. Revenue from sale of services is recognised as the service is performed and there are no unfulfilled obligations.

The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated if any. In determining the transaction price for the sale of goods, the Company considers the effects of variable consideration, the existence of significant financing components, noncash consideration, and consideration payable to the customer (if any).

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and

schemes offered by the Company as part of the contract. This variable consideration is estimated based on the expected value of outflow. Revenue (net of variable consideration) is recognised only to the extent that it is highly probable that the amount will not be subject to significant reversal when uncertainty relating to its recognition is resolved.

The Company has ascertained that all performance obligations are performed at a point in time.

Contract balances

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional. Contract assets are transferred to receivables when the rights become unconditional and contract liabilities are recognised as and when the performance obligation is satisfied. Contract assets are subject to impairment assessment. Refer to accounting policies on impairment of financial assets in section (2.11) Financial instruments below.

A receivable is recognised if an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section (2.11) Financial instruments below.

Contract Liability

A contract liability is recognised if a payment is received or a payment is due (whichever is earlier) from a customer before the Company transfers the related goods or services. Contract liabilities are

Overview and Notes to the Consolidated Financial Statements (Contd.)

recognised as revenue when the Company performs under the contract (i.e., transfers control of the related goods or services to the customer).

The Company presents revenues net off indirect taxes in the statement of profit and loss.

2.7 Other Income

Interest income is recognised on time proportion basis and other income, if any, recognised on the basis of certainty of receipts and on accrual basis and this is included in the finance income in the statement of profit and loss.

For all financial instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability.

When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. Interest income is included in finance income in the statement of profit and loss.

Government Grant:

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

2.8 Employee Benefits

a) Short-term benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are recorded as expense as the related service is provided. A liability is recognised for the amount expected to be paid, if the Company has a present obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

b) Provident Fund

This is a defined benefit plan. Aggregate contributions along with interest thereon are paid at retirement, death, incapacitation or termination of employment. Both the employee and the Company make monthly contributions equal to a specified percentage of the employee's salary to the provident fund. The Company contributes to the government administered pension fund.

c) Gratuity

This is a defined benefit plan. The Company provides for Gratuity covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment.

d) Leave Encashment

The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the reporting date. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer the settlement for at least twelve months after the reporting date.

The Company's liability for Gratuity and Leave encashment are actuarially determined using the Projected Unit Credit method at the end of each year.

Actuarial gains and losses are recognised immediately in the retained earnings through Other Comprehensive Income (OCI) in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods. The defined benefit obligation recognised in the balance sheet represents the present value of the defined benefit obligation less the fair value of plan assets out of which the obligations are expected to be settled.

Overview and Notes to the Consolidated Financial Statements (Contd.)

e) Employees' Stock Option Plans (ESOP)

The Group recognises compensation expense relating to share-based payments in net profit based on estimated fair-values of the awards on the grant date. The estimated fair value of awards is recognised as an expense in the Statement of Profit and Loss on a straight-line basis over the requisite service period for each separately vesting portion of the award as if the award was in-substance, multiple awards with a corresponding increase to share options outstanding account.

f) Social Security 2020

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified and the final rules/interpretation have not yet been issued. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective. Based on a preliminary assessment, the entity believes the impact of the change will not be significant.

2.9 Borrowing cost

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset until such time as the assets are substantially ready for the intended use or sale. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

2.10 Financial instruments

2.11 Financial assets

Initial recognition and measurement

A financial asset (except trade receivable and contract asset) is recognised initially at fair value plus or minus transaction cost that are directly attributable to the acquisition or issue of financial assets (other than financial assets at fair value through profit and

loss). Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss ('FVTPL') are recognised immediately in the Consolidated Statement of Profit and Loss.

Subsequent measurement

For purposes of subsequent measurement financial assets are classified in three broad categories:

Amortised cost;

Fair Value through Other Comprehensive Income (FVOCI) – equity investment;

Fair Value through Profit or Loss (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets.

Where assets are measured at fair value, gains and losses are either recognised entirely in the statement of profit and loss (i.e. fair value through profit or loss), or recognised in other comprehensive income (i.e. fair value through other comprehensive income).

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- a) the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at FVTPL: These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

Financial assets at FVOCI: These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in Other Comprehensive Income.

Financial assets at amortised cost: These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

2.12 Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Group of similar financial

Overview and Notes to the Consolidated Financial Statements (Contd.)

assets) is primarily derecognised (i.e. removed from the Group's statement of financial position) when:

The rights to receive cash flows from the asset have expired, or the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either;

- a. the group has transferred substantially all the risks and rewards of the asset, or
- b. the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

2.13 Impairment of financial assets

The Group assesses impairment based on expected credit losses (ECL) model to the following:

- (i) Financial assets measured at amortised cost;
- (ii) Financial assets measured at fair value through other comprehensive income (FVOCI);

Expected credit losses are measured through a loss allowance at an amount equal to:

The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or

Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument).

The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables or contract revenue receivables.

Under the simplified approach, the Group does not track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime

ECLs at each reporting date, right from its initial recognition.

The Group uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-months ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Group reverts to recognising impairment loss allowance based on 12-months ECL.

For assessing increase in credit risk and impairment loss, the Group combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

For investments in subsidiary companies, the Company does not provide for impairment losses till indicators of impairment are confirmed.

2.14 Financial liabilities:

Initial recognition and measurement

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Group's financial liabilities include trade and other payables, loans and borrowings.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss.

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Overview and Notes to the Consolidated Financial Statements (Contd.)

Gains or losses on liabilities held for trading are recognised in the statement of profit and loss. Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied.

2.15 Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate (EIR) method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Offsetting of financial instruments:

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

2.16 Property, plant and equipment and intangible assets

Capital work in progress includes cost of property, plant and equipment under installation / under development, net of accumulated impairment loss, if any, as at the balance sheet date. Plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment

are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in profit or loss as incurred.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate assets are derecognised when replaced. All other repairs and maintenance are charged to profit and loss during the reporting period in which they are incurred.

The Company identifies and determines cost of each component/ part of the asset separately, if the component / part has a cost which is significant to the total cost of the asset having useful life that is materially different from that of the remaining asset. These components are depreciated over their useful lives; the remaining asset is depreciated over the life of the principal asset.

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period with the affect of any change in the estimate being accounted for on a prospective basis. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss

Overview and Notes to the Consolidated Financial Statements (Contd.)

unless such expenditure forms part of carrying value of another asset.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

2.17 Depreciation and amortisation

Depreciation is provided using the straight-line method as per the useful lives of the assets estimated by the management in line with schedule II of the Companies Act, 2013 except in the case of moulds in respect of which the estimated useful life is ascertained as 6 years based on the independent technical evaluation carried out by the internal technical team which is different from the estimated useful life prescribed under Part C of Schedule II of the Companies Act 2013. Building in leasehold land will be depreciated over the remaining useful life of the building as ascertained by an independent valuer over the remaining lease period or life specified in the Companies Act for such building whichever is lower.

Asset Category	Management estimate of useful life & Useful life as per Schedule II
Land	Unlimited
Buildings other than factory	60
Buildings Factory	30
Plant & Equipment	15
Furniture & Fittings	10
Office Equipments	5
Electrical Fittings	10
Computers	3
Vehicles	8
Airconditioners	5
Leasehold Improvement	3
Software	5
Technical know-how	5

The amortisation of software development and intellectual property costs is allocated on a straight-line basis over the best estimate of its useful life of the product. The factors considered for identifying the basis include obsolescence, product life cycle and actions of competitors. The amortisation period and the amortisation method are reviewed at each year end.

2.18 Impairment of tangible and intangible assets

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal / external factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset. After impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.

2.19 Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

2.20 Inventories

Inventories are valued at lower of cost and net realisable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

- a) Raw materials and stores and spares: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.

Overview and Notes to the Consolidated Financial Statements (Contd.)

- b) Finished goods and work in progress: cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs.

Cost of raw materials, stores and spares, work-in-progress and finished goods is determined on first in first out basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

2.21 Leases

The Group has lease contracts for office spaces. The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

As lessee

i) Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets. If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment. Refer to the accounting policies in section (2.18) Impairment of non-financial assets.

ii) Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

2.22 Cash and cash equivalents

Cash and cash equivalent in the consolidated balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less that are readily convertible to a known amount of cash and which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, as they are considered an integral part of the Company's cash management.

Overview and Notes to the Consolidated Financial Statements (Contd.)

2.23 Taxes on Income

Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Parent Company and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying values of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of the taxable profit and is accounted for using the balance sheet liability model. Deferred tax liabilities are generally recognised for all the taxable temporary differences. In contrast, deferred tax assets are only recognised to the extent that is probable that future taxable profits will be available against which the temporary differences can be utilised.

Deferred tax assets are recognised for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum Alternate Tax

Minimum Alternative Tax ('MAT') under the provisions of the Income-tax Act, 1961 ("the IT Act") is recognised as current tax in the statement of Profit and Loss. The credit availed under the IT Act in respect of MAT paid is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the period for which the MAT credit can be carried forward for set-off against normal tax liability. MAT credit recognised as an asset is reviewed at each balance sheet date and written down to the extent the aforesaid convincing evidence no longer exists.

2.24 Provisions

General

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Provisions are reviewed at each balance sheet.

2.25 Contingent liabilities and contingent assets:

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote.

Overview and Notes to the Consolidated Financial Statements (Contd.)

Contingent Asset

Contingent assets has to be recognised in the financial statements in the period in which if it is virtually certain that an inflow of economic benefits will arise. Contingent assets are assessed continually and no such benefits were found for the current financial year.

2.26 Earnings per share (EPS)

Basic earnings per share is calculated by dividing the net profit or loss attributable to equity holder of the Group by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders of the parent company and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares. The conversion rate considered for computing dilutive potential equity shares is based on the terms and basis of the instrument as agreed under the shareholders agreement signed between the parties.

2.27 Cash flow statement

Cash flows are reported using the indirect method, whereby net profit/ (loss) before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from regular revenue generating (operating activities), investing and financing activities of the Group are segregated.

2.28 Events after reporting date

Where events occurring after the balance sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the balance sheet date of material size or nature are only disclosed.

2.29 Standards issued but not yet effective:

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On 31 March, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Group.

Notes to the Financial Statements

(All amounts are in ₹ Mn, unless otherwise stated)

Particulars	Tangible Assets										Total
	Land	Buildings	Plant & Equipment	Furniture & Fittings	Office Equipments	Electrical Fittings	Computers	Vehicles	Air conditioners	Leasehold Improvement	
As at 01 April, 2022	32.47	171.38	684.56	54.63	18.17	21.23	34.18	66.00	12.35	17.21	1,112.19
Additions during the year	57.59	-	249.97	4.42	1.86	0.80	7.47	15.04	1.27	-	338.42
Deletions during the year	-	-	-	-	-	-	-	-	-	-	-
As at 31 March, 2023	90.06	171.38	934.53	59.05	20.03	22.03	41.65	81.04	13.62	17.21	1,450.61
Additions during the year	5.10	548.54	1,075.14	62.20	10.61	33.29	15.40	29.99	39.52	10.53	1,830.32
Adjustments	(7.60)	-	3.89	(1.15)	0.06	-	-	-	-	-	(4.80)
As at 31 March, 2024	87.56	719.92	2,013.56	120.10	30.70	55.32	57.05	111.03	53.14	27.74	3,276.13

Particulars	Tangible Assets										Total
	Land	Buildings	Plant & Equipment	Furniture & Fittings	Office Equipments	Electrical Fittings	Computers	Vehicles	Air conditioners	Leasehold Improvement	
As at 01 April, 2022	-	25.72	294.62	31.21	14.85	13.00	29.22	38.88	9.33	15.78	472.61
Charge for the year	-	5.76	50.90	4.04	1.27	1.29	3.94	6.75	1.14	1.15	76.24
Deletions during the year / written off	-	-	-	-	-	-	-	-	-	-	-
As at 31 March, 2023	-	31.48	345.52	35.25	16.12	14.29	33.16	45.63	10.47	16.93	548.85
Charge for the year	-	16.83	87.33	5.49	2.05	2.00	7.60	8.93	2.90	2.59	135.72
Deletions during the year / written off	-	-	(0.55)	-	(0.02)	-	(1.67)	-	-	-	(2.24)
As at 31 March, 2024	-	48.31	432.30	40.74	18.15	16.29	39.09	54.56	13.37	19.52	682.33
As at 31 March, 2024	87.56	671.61	1,581.26	79.36	12.55	39.03	17.96	56.47	39.77	8.22	2,593.80
As at 31 March, 2023	90.06	139.90	589.01	23.80	3.91	7.74	8.49	35.41	3.15	0.28	901.76

3. PROPERTY, PLANT AND EQUIPMENT

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

3 (a) Capitalised Expenditure

Borrowing cost:

Particulars	As at 31 March, 2024	As at 31 March, 2023
Balance brought down	7.74	0.44
Interest expenses	65.98	7.30
Sub Total	73.72	7.74
Less: Allocated to property, plant and equipment	(4.54)	-
Balance carried over (included in capital work in progress)	69.18	7.74

3 (b) Capital Work in Progress

Particulars	Tangible Assets under Construction or Installation	Total
As at 01 April, 2022	44.20	44.20
Additions/Adjustment	64.23	64.23
Capitalisation of Interest	3.20	3.20
Capitalised in FY 2022-23	-	-
As at 31 March, 2023	111.63	111.63
Additions/Adjustment	1,238.39	1,238.39
Capitalisation of Interest	52.72	52.72
Capitalised in FY 2023-24	(637.18)	(637.18)
As at 31 March, 2024	765.56	765.56

Capital work in progress ageing schedule

As at 31 March, 2024

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Project in Progress	653.93	111.63	-	-	765.56
Total	653.93	111.63	-	-	765.56

As at 31 March, 2023

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Project in Progress	67.43	44.20	-	-	111.63
Total	67.43	44.20	-	-	111.63

3 (c) Intangible Assets

Particulars	Intangible Assets		Total
	Software	Technical know-how	
As at 01 April, 2022	38.13	322.78	360.91
Additions during the year	-	-	-
Deletions during the year / Written off	-	-	-
As at 31 March, 2023	38.13	322.78	360.91
Additions during the year	3.83	39.08	42.91
Deletions during the year / Written off	-	-	-
Capitalised	-	-	-
As at 31 March, 2024	41.96	361.86	403.82

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

Particulars		Intangible Assets		Total	
		Software	Technical know-how		
Accumulated Depreciation	FY 2022-23	As at 01 April, 2022	16.27	54.91	71.18
		Charge for the year	5.89	62.90	68.79
	Deletions during the year / written off	-	-	-	
	As at 31 March, 2023	22.16	117.81	139.97	
	FY 2023-24	Charge for the year	4.19	70.91	75.10
		Deletions / Adjustments during the year	-	(5.29)	(5.29)
		As at 31 March, 2024	26.35	194.01	220.36
Net Block		As at 31 March, 2024	15.61	167.85	183.46
		As at 31 March, 2023	15.97	204.97	220.94

3 (d) Intangible Assets under development

Particulars	Computer Software Under Development	Technical Knowhow (including Designs & Prototypes) Under Development	Total
As at 01 April, 2022	-	39.09	39.09
Additions/Adjustment	-	138.61	138.61
Capitalisation of Interest	-	4.10	4.10
Capitalised in FY 2022-23	-	(39.09)	(39.09)
As at 31 March, 2023	-	142.71	142.71
Additions/Adjustment	30.00	99.28	129.28
Capitalisation of Interest	-	13.25	13.25
Capitalised in FY 2023-24	-	-	-
As at 31 March, 2024	30.00	255.24	285.24

Intangible Assets under Development Ageing Schedule

As at 31 March, 2024

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Project in Progress	142.53	142.71	-	-	285.24
Total	142.53	142.71	-	-	285.24

As at 31 March, 2023

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Project in Progress	103.62	10.49	28.60	-	142.71
Total	103.62	10.49	28.60	-	142.71

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

Relevant line item in the Balance sheet	Description of item of property	Gross carrying value	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative# of promoter* / director or employee of promoter / director	Property held since which date	Reason for not being held in the name of the Company** **also indicate if in dispute
PPE	Land	1.183	P.K. Bansal	NA	12 April, 2012	To be registered

3 (e) Right of Use Assets

Particulars	As at 31 March, 2024	As at 31 March, 2023
Balance at the beginning	170.90	180.62
Additions during the year	132.82	29.11
Deletions/ adjustments during the year	-	3.55
Depreciation during the year	(40.59)	(42.38)
Closing Balance	263.13	170.90

NON-CURRENT ASSETS

4 NON-CURRENT FINANCIAL ASSETS - INVESTMENTS

Non-Current Assets	As at 31 March, 2024	As at 31 March, 2023
FINANCIAL ASSET		
Unquoted		
Investments - Non-Trade		
Investments in Equity instruments	271.38	13.44
Investments in Others	1,046.18	19.32
Total	1,317.56	32.76

4.1 Detail of Non-Current Investments

Particulars	As at 31 March, 2024	As at 31 March, 2023
(i) Financial assets measured at amortised cost		
(a) Other than Subsidiary Company		
Winfoware Technologies Limited	10.80	10.80
Mysuru ESDM Cluster	2.64	2.64
Mixx Technologies Inc	249.60	-
Essnkay	8.34	-
(ii) Financial assets measured at FVTPL		
Investments in Mutual Funds (Quoted)	1,046.18	19.32
Ind AS adjustments	24.54	0.59

Investments in equity instruments- Others

- Investment in Winfoware Technologies Limited 1,487,120 equity shares (2023: 1,487,120) face value of ₹5/- each purchased at a premium, constitutes 18.98% of the capital of that company.
- Investment in Mysuru ESDM Cluster (Company constituted under section 8 of the Companies Act 2013), 2,500 equity shares of ₹ 10/- each constitutes 0.18% (2023: 0.18%) of the capital of that company.
- Investment in Mixx Technologies Inc., 4,444,444 equity shares(2023: Nil equity shares), constitutes 13.16% (2023: 0%) of the capital of that company
- Investment in Essnkay constitutes 100% (2023: Nil) of the captital of entity.

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

Investments in Mutual Funds

Particulars	As at 31 March, 2024		As at 31 March, 2023	
	Units	Total NAV	Units	Total NAV
Canara Robeco Emerging Equities - Regular Growth Fund	2,273.13	0.48	2,273.13	0.36
Canara Robeco Emerging Equities - Regular Growth Fund	315.66	0.07	315.66	0.05
Canara Robeco Equity Hybrid Fund - Regular Growth Fund	976.67	0.30	976.67	0.24
Canara Robeco Equity Hybrid Fund - Regular Growth Fund	135.30	0.04	135.30	0.03
Canara Robeco Infrastructure - Regular Growth Fund	1,711.00	0.22	1,711.00	0.14
Canara Robeco Blue Chip Equity Fund	6,474.13	0.35	6,474.13	0.26
Canara Robeco Large Capital Fund - Regular Growth Fund	1,320.41	0.07	1,320.41	0.05
Canara Robeco Consumer Trends Fund - Regular Growth	1,083.76	0.10	1,083.76	0.07
Canara Robeco Flexi Cap Fund - Regular Growth	404.53	0.12	404.53	0.09
Canara Robeco Mid Cap Fund - Regular Growth(MDGP)	999,950.00	13.76	999,950.00	9.57
Canara Robeco Multi cap fund-MF-DG	8,395.89	0.10	-	-
Canara Robeco Savings Fund-FR- DG	6,440,188.29	253.59	-	-
Equity Arbitrage Fund -Direct Growth 8178	3,941,418.51	131.98	-	-
Bandhan Arbitrage Fund - Growth Direct Plan	3,814,722.40	121.79	-	-
Bandhan Low Duration Fund - Growth Direct Plan	7,200,909.68	253.46	-	-
Adity Birla Sun Life Balanced Advantage Fund - Growth Direct	2,536,656.53	258.08	-	-
SBI Magnum low duration Fund	890.56	2.84	890.56	2.66
SBI Balanced Advantage Fund	49,997.50	0.68	49,997.50	0.54
SBI Magnum Medium Duration Fund	119,604.51	5.53	-	-
SBI Corporate Bond Fund	186,734.82	2.62	-	-
SBI Fixed Maturity Plan	-	-	499,975.01	5.26
Total		1,046.18		19.32

5 FINANCIAL ASSET**5(a) Loans and deposits, carried at amortised cost**

NON-CURRENT	As at 31 March, 2024	As at 31 March, 2023
Unsecured considered good (Unless Otherwise stated)		
Rental Deposits	36.26	24.00
Utility Deposits	12.14	5.03
EMD Deposits	10.42	10.61
NSE Deposits	30.00	30.00
Total	88.82	69.64

5(b) Other non current financial assets (At Amortised Cost)

Particulars	As at 31 March, 2024	As at 31 March, 2023
Unsecured considered good (Unless Otherwise stated)		
Advances recoverable in cash, kind or to value to be received	37.03	11.03
Total	37.03	11.03

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

6 OTHER NON-CURRENT ASSETS

Particulars	As at 31 March, 2024	As at 31 March, 2023
Unsecured, considered good		
Capital Advances	1,092.48	150.31
Prepaid Rent	6.13	5.51
Total	1,098.61	155.82

CURRENT ASSETS

7 INVENTORIES (AT COST OR NET REALISABLE VALUE WHICHEVER IS LOWER)*

Particulars	As at 31 March, 2024	As at 31 March, 2023
Raw materials	3,710.36	2,820.80
Work-in-progress	1,220.02	858.61
Finished Goods	261.26	210.03
Goods-in-transit	212.61	173.14
Consumables, stores and spares	78.99	69.06
Total	5,483.24	4,131.64

8 CURRENT FINANCIAL ASSETS

(a) Trade receivables

Particulars	As at 31 March, 2024	As at 31 March, 2023
Unsecured, Considered Good(Unless otherwise stated)	3,555.73	2,270.66
Unsecured, Considered Doubtful	226.89	91.70
Less - expected credit loss allowance	(226.89)	(91.70)
Total	3,555.73	2,270.66
Movement in the expected credit loss allowance of trade receivables are as follows:		
Balance at the Beginning of the year / period	91.70	76.71
Add: Provided during the year / period	135.19	14.99
Balance at the end of the year / period	226.89	91.70
Trade Receivables Ageing Schedule:		
Undisputed Trade receivables – considered good		
- Less than 6 months	2,857.17	1,657.74
- 6 months - 1 year	263.67	241.43
- 1-2 years	258.93	273.59
- 2-3 years	175.95	22.73
- More than 3 years	0	75.17
Total	3,555.72	2,270.66

(b) Cash and cash equivalents

Particulars	As at 31 March, 2024	As at 31 March, 2023
Balance with banks		
- In Current accounts	193.62	259.22
- Cash on hand	0.49	0.09
Total	194.11	259.31

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

(c) Other Bank Balances

Particulars	As at 31 March, 2024	As at 31 March, 2023
Deposits with original maturity for less than 12 months	14,999.98	4,559.81
Margin Money and Other Deposits	61.51	40.84
Total	15,061.49	4,600.65

(d) Loans and deposits, carried at amortised cost

Particulars	As at 31 March, 2024	As at 31 March, 2023
Unsecured, Considered Good(Unless otherwise stated)		
Loans to related party		
Loans to employees	38.86	29.88
Total	38.86	29.88

(e) Other current financial assets (At Amortised Cost)

Particulars	As at 31 March, 2024	As at 31 March, 2023
Interest accrued	254.95	78.82
Insurance claim receivable	-	0.45
Total	254.95	79.27

9 INCOME TAX ASSETS (NET)

Particulars	As at 31 March, 2024	As at 31 March, 2023
Advance income tax	734.50	308.60
Less: Provision for income taxes	(675.69)	(272.53)
Total	58.81	36.07

10 OTHER CURRENT ASSETS

Particulars	As at 31 March, 2024	As at 31 March, 2023
Unsecured, considered good		
Advances for supply of goods	473.03	303.20
MAT Credit Entitlement	0.96	0.96
Prepaid Expenses	284.84	449.94
Balance with government authorities	448.00	124.61
Contract Asset- Unbilled revenue	5.20	10.93
Other Advances	7.65	4.08
Total	1,219.68	893.72

11 SHARE CAPITAL**(a) Equity Share Capital****i) Authorised**

Particulars	Equity Share Capital	
	No of Shares	Amount
Balance as at 31 March, 2022	63,000,000	630.00
Increase during the year	7,000,000	70.00
Balance as at 31 March, 2023	70,000,000	700.00
Increase during the year	-	-
Balance as at 31 March, 2024	70,000,000	700.00

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

ii) Shares issued, subscribed and fully paid-up

Particulars	Equity Share Capital	
	No of Shares	Amount
Balance as at 31 March, 2022	46,158,006	461.58
Add: Shares issued during the year	11,367,720	113.68
Add: Conversion of Preference shares into equity	616,770	6.17
Balance as at 31 March, 2023	58,142,496	581.42
Add: Shares issued during the year	5,775,577	57.76
Add: Conversion of Preference shares into equity	-	-
Balance as at 31 March, 2024	63,918,073	639.18

iii) Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

iv) Shareholders holding more than 5% of Equity Shares

Name of Share holder	As at 31 March, 2024	As at 31 March, 2023
Mr. Ramesh Kunhikannan	36,943,633	36,943,633
% of Share holding	57.80%	63.54%

Note: For the period of five years immediately preceding 31 March, 2024

- (a) No shares were allotted as fully paid-up pursuant to contract(s) without payment being received in cash.
(b) Aggregate Number and class of shares allotted as fully paid up by way of bonus shares.

(c) Financial Year Ended 31 March, 2024	No. of shares	Amount (₹)
i) The Company has issued 5,775,577 fully paid up equity shares of ₹10 each during the financial year by way of Qualified Institutional placement ("QIP") on approval accorded by the Fund raising committee of the Board of Directors of the Company held on 21 December, 2023. Equity share of ₹ 10/- each	5,775,577	57,755,770
(d) Financial Year Ended 31 March, 2023		
i) The Company has issued 1,439,237 and 899,523 fully paid up equity shares of ₹10 each during the financial year by way of Pre-IPO placement on approval accorded by the EGM held on 10 October, 2022 and 14 October, 2023 respectively.	2,338,760	23,387,600
ii) The Company has issued 9,028,960 fully paid up equity shares of ₹10 each during the financial year through Initial Public Offer (IPO) on approval accorded by the EGM held on 01 April, 2022.	9,028,960	90,289,600
iii) The Company has issued 616,770 fully paid up equity shares of ₹10 each during the financial year on conversion of Compulsory Convertible Preference Share on approval accorded by the EGM held on 22 October, 2022.	616,770	6,167,700

- (e) No shares were bought back in any of the years.
(f) No calls are unpaid by any director or officer of the Company during the year.

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

v) Shareholding of Promoters

Promoter Name	As at 31 March, 2024	As at 31 March, 2023
Mr. Ramesh Kunhikannan		
- No. of Shares held	36,943,633	36,943,633
- Percentage of holding	57.80%	63.54%
- Changes during the year	(24.81%)	
Mrs. Savitha Ramesh		
- No. of Shares held	19,800	19,800
- Percentage of holding	0.03%	0.04%
- Changes during the year	(0.01%)	
RK Family Trust (Ramesh Kunhikannan)		
- No. of Shares held	100	100
- Percentage of holding	0.00%	0.00%
- Changes during the year	0.00%	0.00%

(b) Instruments entirely equity in nature**Compulsorily Convertible Preference Share Capital****i) Authorised**

Particulars	No of Shares	Amount
Balance as at 31 March, 2022	2,000,000	20.00
Increase during the year	-	-
Balance as at 31 March, 2023	2,000,000	20.00
Increase during the year	-	-
As at 31 March, 2024	2,000,000	20.00

ii) Shares issued, subscribed and fully paid-up

Particulars	No of Shares	Amount
As at 31 March, 2022	379,146	3.79
Add: Shares issued during the year	-	-
Add: Bonus shares issued during the year	-	-
Less: Share converted into equity during the year	(379,146)	(3.79)
Balance as at 31 March, 2023	-	-
Add: Shares issued during the year	-	-
Add: Bonus shares issued during the year	-	-
Less: Share converted into equity during the year	-	-
As at 31 March, 2024	-	-

iii) Terms/rights attached to Preference shares:

The Preference Shareholders shall carry such voting rights as are exercisable by persons holding Equity Shares in the Company and shall be treated pari passu with the Equity Shares on all voting matters. In the event of liquidation, the Preference Shareholders will carry a preferential right over the holder of equity shares for payment of dividend and for payment of capital, in proportion to their shareholding and are also eligible to participate in surplus funds.

Note: For the period of five years immediately preceding 31 March, 2024

During the financial year ended 31 March, 2023;

The Company has issued 616,770 fully paid up equity shares of ₹10 each during the financial year on conversion of Compulsory Convertible Preference Share on approval accorded by the EGM held on 22 October, 2022.

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

During the financial year ended 31 March, 2022, the Company has issued;

- (a) 83,323 0.01% Compulsorily Convertible Cumulative Participating Preference Shares (CCPS) of ₹ 10 each at a premium of ₹ 590 per share to a Resident Indian Mr. Ganesh Cherapuram Balasubramanian which carries cumulative dividend of 0.01% per annum on 22 October, 2021.
- (b) 250,000 0.01% Compulsorily Convertible Cumulative Participating Preference Shares (CCPS) of ₹ 10 each at a premium of ₹ 590 per share to a Non-Resident Indian Mrs. Freny Firoze Irani which carries cumulative dividend of 0.01% per annum on 01 November, 2021.
- (iii) 45,823 0.01% Compulsorily Convertible Cumulative Participating Preference Shares (CCPS) of ₹ 10 each at a premium of ₹ 590 per share to a Resident Indian Mr. Bharadwaj Turlapati which carries cumulative dividend of 0.01% per annum on 25 December, 2021.

12 OTHER EQUITY

Particulars	As at 31 March, 2024	As at 31 March, 2023
Securities premium (refer note i)	19,969.41	6,591.58
General Reserve (refer note ii)	130.00	130.00
Surplus in the profit and loss statement (refer note iii)	4,090.98	2,260.81
Debenture redemption reserve (refer note iv)	-	-
Foreign currency translation reserve (refer note v)	8.12	7.46
Other Comprehensive income (refer note vi)	18.46	12.84
Employee stock options outstanding account (ESOP Reserve) (refer note vii)	12.74	6.31
Total	24,229.71	9,009.00

i) Securities Premium	As at 31 March, 2024	As at 31 March, 2023
At beginning of the year	6,591.58	107.64
Changes during the year	13,377.83	6,483.94
As at end of the year	19,969.41	6,591.58

ii) General Reserve	As at 31 March, 2024	As at 31 March, 2023
At beginning of the year	130.00	124.69
Add: Transfer from Debenture redemption reserve	-	5.31
As at end of the year	130.00	130.00

iii) Surplus in the profit and loss statement	As at 31 March, 2024	As at 31 March, 2023
At beginning of the year	2,260.81	1,310.60
Add: Profit for the year	1,835.79	953.17
Less: Other Comprehensive Loss	(5.62)	(2.96)
As at end of the year	4,090.98	2,260.81

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

iv) Debenture Redemption Reserve	As at 31 March, 2024	As at 31 March, 2023
At beginning of the year	-	5.31
Less : Transferred to General Reserve on utilisation for redemption of debentures	-	(5.31)
As at end of the year	-	-
v) Foreign currency translation reserve	As at 31 March, 2024	As at 31 March, 2023
At beginning of the year	7.46	2.36
Translation as per Non Integral Foreign Operations	0.66	5.10
As at end of the year	8.12	7.46
vi) Remeasurement of defined benefit obligations	As at 31 March, 2024	As at 31 March, 2023
At beginning of the year	12.84	9.88
Add: Changes during the year	5.62	2.96
As at end of the year	18.46	12.84
vii) Employee stock options outstanding account (ESOP Reserve)	As at 31 March, 2024	As at 31 March, 2023
At beginning of the year	6.31	-
Add: Share based payment expenses	7.98	6.37
Less: Adjustment on forfeiture of ESOP	(1.55)	(0.06)
As at end of the year	12.74	6.31

13 NON CONTROLLING INTEREST

Particulars	As at 31 March, 2024	As at 31 March, 2023
Non Controlling Interest	15.79	13.07
Total	15.79	13.07

NON-CURRENT LIABILITIES**14 FINANCIAL LIABILITIES**

Particulars	As at 31 March, 2024	As at 31 March, 2023
Borrowings		
Term loans from banks & financial institutions - Secured	130.23	146.59
Vehicle loan - Secured	24.02	18.75
Less: Current maturities of Long term borrowings		
Term loans from banks & financial institutions - Secured	(35.39)	(7.61)
Vehicle loan - Secured	(7.30)	(7.31)
Total	111.56	150.42

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

Term Loans from Banks

Term Loans have been availed from various banks. The Company has given primary hypothecation of inventory and Trade Receivables as security for these loans. In addition, the Company has given collateral security of Factory Land and Building situated at Belagola Food Industrial Estate, Mysuru. Interest rates on these loans vary from 8% to 18%. Repayment schedule of these loans vary from 24 months to 72 months.

Term Loans from Financial Institutions-Secured

Term Loans have been availed from various financial institutions. The Company has given primary hypothecation of inventory and Trade Receivables as security for these loans. In addition, the Company has hypothecated plant and machinery. Interest rates on these loans vary from 8% to 18%. Repayment schedule of these loans vary from 24 months to 72 months.

Vehicle Loans

Vehicle loan from banks are repayable in 48 to 72 monthly instalments along with the interest.

A break-up of the above loans is tabulated below:

Loan Type	Loan Name	Repayment Terms	Amount outstanding	
			As at 31 March, 2024	As at 31 March, 2023
Term loans from Bank - Secured	State bank of India	Repayable in 60 months in 48 equal monthly instalments after a moratorium of 12 months from date of disbursement.	0.40	1.85
	HDFC Bank Term Loan (Covid)	Repayable in 72 months in 48 equal monthly instalments after a moratorium of 24 months from date of disbursement.	102.67	112.00
Term loans - From Financial Institutions - Secured	Sundaram Finance Machinery Loan -1	Repayable in 47 monthly instalments from the date of loan.	-	4.45
	Sundaram Finance Machinery Loan - 3		3.72	4.95
	Sundaram Finance Machinery Loan - 4		2.44	3.19
	Sundaram Finance Machinery Loan - 5		21.00	20.15
	Hdfc Car Loan - Tata Nexon		-	0.14
	Hdfc Car Loan - Jeep Compass		-	0.44
	Hdfc Car Loan - Innova		-	0.41
	Hdfc Car Loan - Benz		-	1.33
	SBI Loan - Mini Cooper		0.05	0.87
	Canara Car Loan-Skoda Octavia		0.77	1.20
	Saraswat Car Loan-Seltos		0.34	0.60
	Saraswat Car Loan-Nex	Repayable in 60 monthly instalments from the date of loan.	0.29	0.56
	Saraswat Car Loan - Bmw		1.73	2.54
	Saraswat Car Loan - Ertiga		0.38	0.60
	Saraswat Car Loan - Santro		0.22	0.37
	Car Loan		-	2.50
	Saraswat Bus Loan		0.94	1.33
	Saraswat Car Loan - Harrier		1.55	1.96
	Saraswat Car Loan - Skoda Kushaq		1.21	1.49
	Saraswat Car Loan - Fortuner		3.51	-
Saraswat Car Loan - Hyundai Tucson	3.21		-	
Saraswat Car Loan - Urban Cruiser	2.00	-		
Saraswat Car Loan - Innova Crysta	2.06	2.41		
Saraswat Car Loan - Black Fortuner	3.91	-		
Saraswat Car Loan - Jeep Compass	1.85	-		
Total			24.02	18.75

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

15 DEFERRED TAX LIABILITIES (NET)

Particulars	As at 31 March, 2024	As at 31 March, 2023
Deferred Tax Liability		
Property plant and equipment: timing differences on account of depreciation allowance	138.20	95.16
Actuarial Gain/Loss	0.14	1.48
Lease Asset	63.76	-
Prepaid rent	1.48	-
Fair Valuation of Mutual Funds	5.87	0.14
Gross deferred tax liability	209.45	96.78
Deferred Tax Asset		
Security Deposits	(1.53)	(0.08)
Actuarial Gain/Loss	-	-
Provision for ECL	(44.27)	-
Lease Liability	(38.68)	(0.13)
Expenses: timing differences on expenses allowable on payment basis.	(23.37)	(20.23)
Gross deferred tax asset	(107.85)	(20.44)
Net deferred tax liability	101.60	76.91

16 LONG TERM PROVISIONS

Particulars	As at 31 March, 2024	As at 31 March, 2023
Provision for Gratuity	41.29	34.52
Provision for compensated absences	18.28	15.82
Total	59.57	50.34

CURRENT LIABILITIES**17 FINANCIAL LIABILITIES****(a) Current borrowings (At Amortised Cost)**

Particulars	As at 31 March, 2024	As at 31 March, 2023
Credit Balance - Cash credit from banks (Secured)	2,388.93	705.19
Loans from Others (Unsecured)	0.58	0.56
Rupee Packing Credit (Secured)	439.12	389.51
Foreign Currency Packing Credit (Secured)	77.79	98.39
Current maturities of Long term borrowings		
Term loans from banks & financial institutions		
- Secured	35.39	7.61
- Vehicle loan	7.30	7.31
Total	2,949.11	1,208.57

Cash credit/Packing Credit from banks (Secured)

Secured Cash credit and Packing credit from Banks are secured against the hypothecation of stock of raw materials, work-in-progress, finished goods, book debts outstanding and common collateral security of factory land and building, canteen building and plant and machinery. Canara Bank which has approved a cash credit, packing credit and bill discounting facility holds a paripassu charge along with HDFC Bank, Indusind Bank and State Bank of India.

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

The Break up of above loans is tabulated below

Loan Type	Loan Name	Repayment Terms	Amount outstanding	
			As at 31 March, 2024	As at 31 March, 2023
Cash credit from banks (secured)	Canara Bank	Repayable on Demand	503.19	206.27
	Canara Bank ST		(0.32)	3.06
	State Bank of India		-	(100.75)
	SBI Parwanoo		-	(2.98)
	HDFC Bank		-	2.39
	Indusind Bank		-	(53.41)
	Indusind Bank ST		(0.74)	(2.00)
	Axis Bank		2.43	(127.39)
Term Loans from others - Unsecured	Loans from Others	12M or 10M Months differs by Party	-	0.56
Working Capital Loan	HDFC Bank	Repayable within 180 days from the date of disbursement.	-	780.00
Rupee Packing Credit - Secured	Canara Bank - Packing Credit FBE	Repayable on Demand	-	98.73
	Indusind Bank - EPC		-	52.03
	SBI Packing Credit		-	159.48
	State Bank of India - EPC		-	79.27
Foreign Currency Packing Credit - Secured	Indusind Bank - PCFC		-	98.39

(b) Trade payables (At Amortised Cost)

Particulars	As at 31 March, 2024	As at 31 March, 2023
Dues to micro enterprises and small enterprises (refer note 46)	65.67	216.45
Dues to other than micro enterprises and small enterprises	3,544.47	2,012.29
Total	3,610.14	2,228.74

(c) Other current financial liabilities carried at amortised cost

Particulars	As at 31 March, 2024	As at 31 March, 2023
Payables - Capital Goods	69.39	0.02
Employee benefits payable	115.73	86.51
Deferred consideration payable	45.24	
Interest accrued and due on borrowings	16.54	19.22
Total	246.90	105.75

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

18 OTHER CURRENT LIABILITIES

Particulars	As at 31 March, 2024	As at 31 March, 2023
Advance from customers	83.07	203.32
Advance from customers - Related Parties	-	-
Statutory dues and related liabilities	16.95	41.12
Other payables	408.57	312.39
Total	508.59	556.83

19 SHORT-TERM PROVISIONS

Particulars	As at 31 March, 2024	As at 31 March, 2023
Provision for employee benefits		
Provision for Gratuity	10.90	8.66
Provision for Compensated absence	3.19	1.81
Other Provisions	0.74	0.97
Total	14.83	11.44

20 REVENUE FROM OPERATIONS

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Sale of Goods	17,352.91	10,911.56
Sale of services	693.28	349.58
Total	18,046.19	11,261.14
The Company derives revenue from the transfer of goods & services in the following geographical regions		
India	16,373.72	9,599.64
Outside India	1,672.47	1,661.50
Total	18,046.19	11,261.14
Timing of Revenue Recognition		
Goods transferred at a point in time	17,352.91	10,911.56
Service transferred at a point in time	693.28	349.58
Total	18,046.19	11,261.14

21 OTHER INCOME

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Interest Income :		
Interest received on deposits with banks	519.52	98.16
Interest received on Advances with others	-	0.15
Interest on Income Tax refund	0.16	0.03
Interest on Security Deposit	2.01	1.39
Gain On Fair Valuation of Mutual Funds	23.95	-
Other non-operating income	0.51	4.16
Exchange Differences (Net)	13.01	6.44
Total	559.16	113.98

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

22 COST OF MATERIALS CONSUMED

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Inventory at the beginning of the year	2,820.80	1,748.30
Add: Purchase / Cost of materials consumed	14,616.69	9,642.13
Less : Inventory at the end of the year	(3,710.36)	(2,820.80)
Less: R&D exp - considered separately	(15.11)	(91.62)
Cost of materials consumed	13,712.02	8,478.01

23 CHANGES IN INVENTORIES OF FINISHED GOODS AND TRADED GOODS

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Inventories at the end of the year		
Finished goods		
Closing stock	261.26	210.03
Opening stock	210.03	236.73
Sub Total (A)	(51.23)	26.70
Work-in-progress		
Closing stock	1,220.02	858.61
Opening stock	858.61	154.67
Sub Total (B)	(361.41)	(703.94)
Total Changes in Inventories	(412.64)	(677.24)

24 EMPLOYEE BENEFITS EXPENSES

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Salaries and incentive	939.10	717.98
Contribution to provident fund	30.40	26.51
Share based payment expenses	6.43	6.31
Gratuity contribution scheme (Refer note 34)	16.11	5.40
Staff welfare expenses	88.94	67.88
Less: R&D exp - considered separately	(53.42)	(53.09)
Total	1,027.56	770.99

25 FINANCE COSTS

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Interest on borrowings	559.13	283.50
Interest to Vendors	-	13.15
Interest on others	-	18.79
Unwinding of interest	1.22	-
Other borrowing costs	19.58	18.13
Interest on lease liabilities (Refer Note 32)	19.79	23.09
Less: Capitalised	(65.98)	(7.30)
Total	533.74	349.36

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

26 DEPRECIATION AND AMORTISATION EXPENSE

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Depreciation of property, plant & equipment (Refer Note 3)	135.72	76.24
Amortisation of Intangible Assets (Refer Note 3)	75.10	68.79
Depreciation of Right To Use Assets (Refer Note 3)	40.59	42.38
Total	251.41	187.41

27 OTHER EXPENSES

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Rent	6.28	7.69
Rates and taxes	28.58	15.33
Printing and stationery	4.82	2.45
Insurance	23.92	13.99
Discount Allowed	0.98	2.04
Donation	0.52	3.65
Power and fuel	87.98	52.31
Labour and Processing Charges	221.77	165.42
Consumption of stores and spares	189.59	363.94
Repairs and maintenance - Plant & Machinery	19.10	15.17
Repairs and maintenance - Buildings	10.80	8.30
Repairs and maintenance - Others	26.84	30.38
Security maintenance expenses	15.31	9.94
Research and Development Expenses	8.32	6.24
Legal and professional fees	88.94	43.75
Audit Fees	5.65	4.20
Commission Expenses	9.51	0.07
LD/Claim Settled	1.99	2.90
Bank charges	24.96	15.44
Communication expenses	6.24	4.20
Travelling and conveyance	78.12	44.46
Business Promotion	21.53	20.62
Freight and forwarding charges	111.92	132.48
CSR expenditure	12.87	5.29
Provision for ECL	135.19	14.99
Loss on sale of tangible assets	1.14	-
Software Expense	0.69	1.22
Hire charges	15.96	12.36
Director sitting fees	3.42	2.38
Miscellaneous expenses	14.63	4.99
Total	1,177.57	1,006.20

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

Research and Development Expenditure	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Raw Materials, Components and Consumables	15.11	91.62
Salaries and Wages	53.42	53.09
Legal and professional fees	6.49	-
Communication expenses	0.26	0.55
Travelling and Conveyance	1.45	1.05
Sub Total	76.73	146.31
Less: Capitalised	(68.41)	(140.07)
Total	8.32	6.24

Payment to Auditors (After Other expenses)	For the year ended 31 March, 2024	For the year ended 31 March, 2023
As statutory auditors		
Audit fees	4.15	3.40
Tax audit fee	0.90	0.60
Limited review fees	0.60	0.20
In other capacity		
Other services (includes certification fees)	-	-
Reimbursement of expenses	-	-
Total	5.65	4.20

28 CONTINGENT LIABILITIES AND COMMITMENTS

Particulars	As at 31 March, 2024	As at 31 March, 2023
Contingent Liabilities:		
a) Claims against the Company not acknowledged as debt		
Disputed Income Tax Demand [refer note 28.1]	1.74	1.74
Disputed Income Tax Demand - CPC Demand [refer note 28.2]	6.05	6.05
Disputed Income Tax Demand - CPC Demand [refer note 28.3]	31.81	3.32
Disputed Income Tax Demand - CPC demand [refer note 28.4]	1.62	62.69
Disputed Indirect taxes Demand [refer note 28.5]	23.95	51.93
Disputed Income Tax Demand - CPC demand [refer note 28.6]	19.82	-
Disputed Income Tax Demand - CPC demand [refer note 28.7]	0.70	0.70
b) Bank Guarantees for contractual performance	66.71	68.74
c) Letter of Credit issued by bank	6.92	6.19
d) Bond Executed for Customs/Central Excise. (Covered by Bank guarantee to the extent of ₹ 8.16 Mn)	625.00	450.00
e) On account of Bills Discounted with Banks set off against Trade Receivable	1,160.71	520.78
f) Corporate Guarantee to Subsidiary Company	784.00	84.00
g) Other sums for which company is contingently liable	-	-
Commitments:		
(i) Estimated amount of contracts remaining to be executed on capital account and not provided for, net of advances.	-	20.12
(ii) Approval for Land Conversion from Lease to Sale of Plot no 20 & Plot no 119 from Karnataka Industrial Area Development Board (KIADB) is in progress. Estimated Conversion cost is considered as a Capital commitment remaining unexecuted.	12.14	12.14

- 1 CPC demand of ₹ 1,737,670/- against the disallowance made by ITO against under 35(2AB) for A.Y. 2016-17 and thereby reducing the MAT credit availed by the Company which was disputed in appeal before CIT(A) and the matter is resolved in FY 2021-22.

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

- 2 Income tax authorities Disallowed R& D expenditure and raised a demand for non submission of certificate from DSIR , Delhi. We requested for extension of time and in the process of obtaining the certificate to substantiate the claim.
- 3 The disallowance on account of delay in payment of employer's contribution to EPF & ESI . Filed appeal against the order and submitted the relevant documentation. Assessing officer is in the process of reviewing supportings provided by us to substantiate our claim.
- 4 Commissioner of Income tax, Bengaluru has issued a notice on Short deduction of TDS for various years commencing from FY 2009-10 to FY 2023-24 and imposed a Interest and penalty .Demand appearing in the TDS Portal amounts to ₹ 1.62 Mn . We are in the process of adjusting the demand against the unconsumed challans available . We have already submitted a request to the commissioner for extension of time for reconciliation of TDS.
- 5 There are 16 cases relating to excise, VAT, Customs and CST amounting to ₹ 23.95 Mn covering a period commencing from FY 2012-13 to FY 2018-19 pertaining to units located in various states in Uttarakand and Maharashtra. Many of the cases required Information provided to the Concerned authorities and are in progress.
- 6 The disallowance / add back on account TDS non deduction wrongly considered by AO in Assessment order. Filed appeal against the order and submitted the relevant documentation. Assessing officer is in the process of reviewing supportings provided by us to substantiate our claim.
- 7 Commissioner of Income tax, Bengaluru has issued a notice on Short deduction of TDS for various years commencing from FY 2012-13 to FY 2021-22 and imposed a Interest and penalty .

29 RELATED PARTY DISCLOSURES

Disclosure in respect of material transactions with associated parties as required by Indian Accounting Standard (IND AS) 24 "Related Party Disclosures".

[A.] Related Parties and their Relationship with the Company

Ref.	Description of relationship	Names of Related parties
[1.]	Subsidiary Companies:	Kemsys Technologies Private Limited Kaynes Technology Europe GmbH Kaynes International Design & Manufacturing Private Limited Kaynes Embedded Systems Private Limited Kaynes Semicon Private Limited Kaynes Circuits India Private Limited Digicom Electronics Inc. Kaynes Mechatronics Private Limited Kaynes Electronics Manufacturing Private Limited
[2.]	Entity Controlled by Directors:	Kaynes Technology Inc. Kemsys Technologies Inc. Kaynes Circuits Private Limited Mysuru ESDM Cluster Cheyyur Real Estates Private Limited Cheyyur Properties Private Limited Nambi Reality Private Limited
[3.]	Entity where relative of Directors have substantial interest	A ID Systems (India) Private Limited

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

Ref.	Description of relationship	Names of Related parties
[4.]	Key Management Personnel:	
	Ms. Savitha Ramesh	Chairperson
	Mr. Ramesh Kunhikannan	Managing Director
	Mr. Jairam Paravasthu Sampath	Whole Time Director & Chief Financial Officer
	Mr. Satheesh Kumar Gopa Kumar	Whole Time Director (From 03 March, 2021 to 02 October, 2021)
	Mr. Rajesh Sharma	Chief Executive Officer
	Mr. Anup Kumar Bhat	Independent Director
	Mr. Vivekandh Ramaswamy	Independent Director (from 12 January, 2022 to 01 November, 2023)
	Mr. Lakshmi Narayana Nutheti	Independent Director (From 12 January, 2022 to 01 February, 2022)
	Mr. Seeplaputhur Ganapathiramaswamy Murali	Independent Director
	Mr. Alexander Koshy	Independent Director
	Ms. Poonima Ranganath	Independent Director
	Mr. Venkata Ramana Mannapragada	Independent Director
	Ms. Narayanan Srividhya	Independent Director
	Mr. Heinz Franz Moitzi	Independent Director(w.e.f 16 June, 2023)
	Mr. Ramachandran Kunnath	Company Secretary & Compliance Officer (from 01 April, 2023 to 14 July, 2023)
	Mr. Adithya Jain SM	Company Secretary & Compliance Officer (w.e.f 15 September, 2023)
	Ms. Premita Ramesh	Director in subsidiary company
	Mr. Sajjan Anandaraman	Director in subsidiary company
[5.]	Relatives of KMP's:	Mr. Govind Shasiprasad Menokee

[B.] Transactions with KMPs

Transactions / Balances	For the year ended 31 March, 2024	For the year ended 31 March, 2023
[i.] Remuneration and Commission:		
Mr. Ramesh Kunhikannan	18.00	18.00
Ms. Savitha Ramesh	18.00	18.00
Mr. Jairam Paravasthu Sampath	8.00	6.40
Ms. Premita Ramesh	5.40	5.40
Mr. Govind Shasiprasad Menokee	6.60	6.60
Mr. Manoj Rajnarain Pandey	1.98	9.53
Mr. Venkata Ramana Mannapragada	-	0.56
Ms. Narayanan Srividhya	-	1.52
Mr. Rajesh Sharma	8.00	8.00
Mr. Sajjan Anandraman	2.12	2.12
Mr. Adithya Jain. S.M	2.40	-
[ii.] Reimbursement of expenses		
Mr. Ramesh Kunhikannan	3.60	-
Ms. Savitha Ramesh	1.45	-
Mr. Jairam Paravasthu Sampath	0.12	-
Mr Rajesh Sharma	0.11	0.14

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

Transactions / Balances	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Mr. Govind Shasiprasad Menokee	0.42	-
Mr. Adithya Jain. S.M	0.01	-
Mr. Manoj Rajnarain Pandey	0.05	0.07
[iii.] Transaction in current account (Net)		
Mr. Ramesh Kunhikannan	-	3.56
Ms. Savitha Ramesh	-	4.18
Ms. Premita Ramesh	-	-

[C.] Balances with KMPs and relatives of KMPs

	As at 31 March, 2024	As at 31 March, 2023
[i.] Amount Receivable from/ Due to directors:		
Mr. Jairam P Sampath (Dr. Balance)	-	0.44
[ii.] Amount Receivable from / Due to KMP:		
Mr Rajesh Sharma (Dr. Balance)	-	1.60
[ii.] Salaries payable		
Mr. Ramesh Kunhikannan	1.00	0.98
Ms. Savitha Ramesh	0.99	0.99
Mr. Jairam Paravasthu Sampath	0.46	0.42
Mr. Manoj Rajnarain Pandey	0.32	0.32
Ms. Premita Ramesh	0.33	0.32
Mr. Govind Shasiprasad Menokee	0.40	0.40
Mr. Rajesh Sharma	0.50	0.06
Mr. Adithya Jain.S.M	0.18	-
Mr. Sajan Anandaraman	0.14	-
Ms. Narayanan Srividhya	-	0.19

[D.] Transactions with Related Parties other than subsidiaries & Associates

Name of the related party	Nature of the transaction	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Kaynes Interconnection Systems India Private Limited	Sale of material	-	15.12
	Services Received	-	-
	Purchase of Material	-	41.28
Kaynes Technology Inc.	Services Rendered	53.33	48.06
	Services Received	-	0.11
Kemsys Technologies Inc.	Services provided	-	1.37
	Services received	-	6.76

[E.] Balances with Related Parties other than subsidiaries & Associates

Name of the related party	Nature of the transaction	As at 31 March, 2024	As at 31 March, 2023
Kaynes Interconnection Systems India Private Limited	Loans and Advances	-	-
	Trade Payables	-	4.23
Mysuru ESDM Cluster	Investments / Loans and Advances	3.32	2.64
Kaynes Technology Inc.	Services Rendered Receivable	12.48	8.87
Kemsys Technologies Inc.	Services Rendered Receivable	-	1.37

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

[F.] Disclosure as per Schedule VI (Para 11(1)(A)(i)(g) of ICDR Regulation

The following are the transactions eliminated during the years 31 March, 2024 and 31 March, 2023

Name of the related party	Nature of the transaction	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Kaynes International Design & Manufacturing Private Limited	Loans and Advances given to	189.68	-
	Loans and Advances repaid by	49.80	-
	Sale of material	4.36	5.03
	Purchases	-	0.05
Kemsys Technologies Private Limited	Loans and Advances given to	64.50	30.05
	Loans and Advances repaid by	224.00	3.10
	Interest on loan advanced	7.60	13.48
	Purchases	2.96	1.05
	Investments	224.00	5.00
Kaynes Electronics Manufacturing Private Limited	Investments	-	0.10
	Loans and Advances given to	1,749.95	99.70
	Sale of material	390.58	-
	Purchases	3.54	-
	Interest on loan advanced	107.93	-
	Management services	11.28	-
Kaynes Technology Inc.	Services Rendered	53.33	48.06
	Services Received	-	0.11
Kaynes Semicon Private Limited	Loans and Advances given to	240.49	-
	Loans and Advances repaid by	16.65	-
	Investments	2.50	-
	Interest on loan advanced	3.19	-
Kaynes Circuits India Private Limited	Loans and Advances given to	1.77	-
	Investments	2.50	-
Kaynes Mechatronics Private Limited	Investments	0.10	-
	Loans and Advances	64.69	-
Digicom Electronics Inc	Investments	199.63	-
	Loans and Advances	49.79	-
Kaynes Technology Europe GmbH	Commission Paid	2.68	15.24

[G.] The following are the details of the balances that were eliminated during the years ended 31 March, 2024 and 31 March, 2023

Name of the related party	Nature of the transaction	As at 31 March, 2024	As at 31 March, 2023
Kaynes International Design & Manufacturing Private Limited	Loans and Advances received	65.16	78.66
	Investments	1.50	1.50
Kemsys Technologies Private Limited	Loans and Advances	18.51	180.96
	Investments	229.00	5.00
	Interest on loan advanced	7.60	13.48
Kaynes Embedded Systems Private Limited	Loans and Advances given	-	-
	Investments	3.00	3.00

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

Name of the related party	Nature of the transaction	As at 31 March, 2024	As at 31 March, 2023
Kaynes Technology Europe GmbH	Investments	9.24	9.24
	Trade payable	0.50	1.34
Mysuru ESDM Cluster	Investments	2.64	2.64
	Loans and Advances	0.68	0.68
Kaynes Technology Inc.	Services Rendered Receivable	12.48	8.87
Kaynes Electronics Manufacturing Private Limited	Investments	0.10	0.10
	Loans and Advances given	2,236.69	99.70
	Interest on loan advanced	107.93	-
	Management services	11.28	-
Kaynes Semicon Private Limited	Loans and Advances given to	223.84	-
	Investments	2.50	-
	Interest on loan advanced	3.19	-
Kaynes Circuits India Private Limited	Loans and Advances given to	1.77	-
	Investments	2.50	-
Kaynes Mechatronics Private Limited	Investments	0.10	-
	Loans and Advances	64.69	-
Digicom Electronics Inc	Investments	199.63	-
	Loans and Advances	49.79	-

[H.] The following are the intra-group company transactions eliminated during the years 31 March, 2024 and 31 March, 2023

Name of the Group company	Name of the related party	Nature of the transaction	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Kaynes Electronics Manufacturing Private Limited	Kaynes Semicon Private Limited	Transaction in current account (Net)	558.18	-
		Interest on loan	19.96	-
Kaynes International Design & Manufacturing Private Limited	Kaynes Tech Europe GmbH	Commission Paid	2.68	15.24
Kaynes Electronics Manufacturing Private Limited	Kaynes Technologies Inc.	Advances for Services	-	0.13
Kemsys Technologies Private Limited	Kemsys Technologies Inc.	Services provided	-	1.37
		Services received	18.11	6.76
		Sale of Material	0.07	-

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

[I.] The following are the intra-group company balance eliminated during the years 31 March, 2024 and 31 March, 2023

Name of the Group company	Name of the related party	Nature of the transaction	For the year ended 31 March, 2024	For the year ended 31 March, 2023
<i>Kaynes Electronics Manufacturing Private Limited</i>	<i>Kaynes Semicon Private Limited</i>	Loans and Advances received	558.18	-
<i>Kaynes International Design & Manufacturing Private Limited</i>	<i>Kaynes Tech Europe GmbH</i>	Trade Payables	1.33	1.34
<i>Kemsys Technologies Private Limited</i>	<i>Kaynes Tech Europe GmbH</i>	Trade Receivable	1.39	1.37

30 SEGMENT INFORMATION

Based on the management approach as defined in IND AS 108 – Operating Segments, the Chief Operating Decision Maker (CODM) evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by geographical segments. Accordingly, the Company has identified India and Outside India as its reportable segment.

As expenses, assets and liabilities are not separately identified for the individual segments, these are considered as common cost and unallocated. Hence, information with respect to revenue alone is provided by the Company for the geographical segments identified.

A) Revenue from Customers

Geographic Segment	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Outside India	1,672.47	1,661.50
In India	16,373.72	9,599.64
Total	18,046.19	11,261.14

All material assets are located in India as export proceeds are also realisable in India. Hence no disclosure of segment assets/cost to acquire tangible and intangible asset is given.

Customers constituting more than 10% of revenue are as below:

Particulars	For the year ended 31 March, 2024		For the year ended 31 March, 2023	
	Revenue contribution more than 10%	Percentage of Revenue Contribution	Revenue contribution more than 10%	Percentage of Revenue Contribution
	(in Mn)	(in%)	(in Mn)	(in%)
Sale of Goods:				
Customer A	4,612.77	26.58%	-	-
Customer B			1,597.86	14.64%
Sale of Services:				
Customer A	102.31	14.76%	59.63	17.06%
Customer B	-	-	136.44	39.03%
Customer C	-	-	59.43	17.00%

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

31 EARNINGS PER SHARE (EPS)

Particulars	As at 31 March, 2024	As at 31 March, 2023
Earnings		
Profit after tax for the year	1,832.89	951.96
Less: Profit attributable to the minority shareholders	(2.72)	(1.75)
Profit after tax for the year attributable to equity shareholders	1,830.17	950.21
Weighted average number of equity shares used as the denominator in calculating basic and diluted earnings per share (number) :		
Basic :		
Number of Shares outstanding at the beginning of the year	58,142,496	46,158,006
Add : Shares Issued during the year	5,775,577	11,367,720
Add : Shares Issued during the year on conversion of CCPS	-	616,770
Number of Shares outstanding at the end of the year	63,918,073	58,142,496
Weighted average number of equity shares For calculating Basic EPS	59,756,493	47,894,922
Profit after tax for the year attributable to equity shareholders	1,830.17	950.21
Basic EPS (₹ per share)	30.63	19.84
Diluted :		
Number of shares considered as basic weighted average shares outstanding	59,756,493	47,894,922
Add: Effect of diluted equity shares relating to CCPS/ESOP issued during the year	771,661	568,443
Number of shares considered as diluted weighted average shares outstanding	60,528,154	48,463,365
Total shares outstanding including dilution	60,528,154	48,463,365
Diluted EPS (₹ per share)	30.24	19.61
Restated Earnings per equity share (Face Value ₹ 10/- per share)		
- Basic	30.63	19.84
- Diluted	30.24	19.61

32 DISCLOSURE WITH RESPECT TO IND AS 116 - LEASES

Information about Leases Assets for which the Company is a lessee is presented below

Particulars	As at 31 March, 2024	As at 31 March, 2023
Balance as at beginning of the year	170.90	180.62
Additions	132.82	29.11
Deletions	-	3.55
Depreciation*	(40.59)	(42.38)
Balance as at end of the year	263.13	170.90

*The aggregate depreciation expense on Right-of-use assets is included under depreciation expense in the Consolidated Statement of Profit and Loss.

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

The changes / movement in Lease Liabilities of the Company are as follows:

Particulars	As at 31 March, 2024	As at 31 March, 2023
Balance as at beginning of the year	188.44	180.93
Additions	14.38	29.11
Deletions	(0.52)	3.55
Payment of lease liabilities	(57.30)	(48.25)
Accreditation of interest	19.79	23.10
Balance as at end of the year	164.79	188.44
Current Liabilities	32.70	33.86
Non-Current Liabilities	132.09	154.57
Total cash outflow for leases	57.30	30.40

The table below provides details regarding amounts recognised in the consolidated Statement of Profit and Loss:

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Expenses relating to short-term leases and/or leases of low-value items	6.28	7.69
Interest on lease liabilities	19.79	23.09
Depreciation expense	40.59	42.38
Total	66.66	73.16

Contractual maturities of lease liabilities on undiscounted basis

Particulars	As at 31 March, 2024	As at 31 March, 2023
Less than one year	48.11	30.04
One to five years	160.38	119.89
More than five years	-	38.50
Total	208.49	188.43

33 TAXES

(a) Income tax expense:

Components of Income Tax Expense

(i) Income tax recognised in Profit or Loss:

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Tax expense recognised in the Statement of Profit and Loss		
A. Net current tax expense	458.39	311.14
B. Deferred tax (credit)/charge	24.41	(2.71)
Net deferred tax	24.41	(2.71)
Total income tax expense recognised in statement of Profit & Loss	482.80	308.43

C. Tax recognised in Other Comprehensive Income:

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Origination and reversal of temporary differences - OCI	-	-
Remeasurement of Defined Benefit Obligation	1.00	0.70
Total	1.00	0.70

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

Current tax assets / liabilities (Net)		As at 31 March, 2024	As at 31 March, 2023
D.	Advance tax (net of provision for tax)	58.81	36.07
E.	Provision for tax (net of advance payment of taxes)	-	-
Deferred tax assets / liabilities (Net)		As at 31 March, 2024	As at 31 March, 2023
F.	Deferred tax asset	(107.85)	(20.44)
G.	Deferred tax liability	(209.45)	96.78
	Deferred tax Liability (Net)	(317.30)	76.34
H. Reconciliation of tax expense and the Accounting Profit			
Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023	
Profit Before Tax	2,315.69	1,260.39	
Enacted tax rate in India (B)	25.17%	25.17%	
Expected tax expense using the Company's applicable rate	582.81	317.21	
Deferred tax effect	24.41	(2.71)	
Deferred tax effect on all amounts debited to other comprehensive income (OCI) in the statement of profit and loss that will not be re-classified to profit or loss;	-	-	
Lower tax rate due loss at subsidiaries	-	-	
Impact of earlier period tax provision reversal	-	-	
Impact of Difference Between Depreciation as per books of accounts & Income Tax Act, 1961	-	-	
Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes on payment basis	-	-	
Tax effect on account of Ind AS adjustment	-	-	
Income tax expense recognised in statement of profit or loss	24.41	(2.71)	

Note: The tax rate used for the period ended 31 March, 2024 and 31 March, 2023 reconciliations above is the corporate tax rate of 25.17% and 25.17% respectively, payable by corporate entities in India on book profits under Indian Income Tax Laws.

33 EMPLOYEE BENEFIT PLANS**(a) Defined Contribution Plans**

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Employers' contribution to Provident Fund	9.48	7.35
Employers' contribution to Employee State Insurance	5.40	5.34
Employers' contribution to Employee's Pension Scheme 1995	15.15	12.21

[b.] Defined Benefit Plan**Gratuity -Funded obligation**

The liability towards gratuity is provided for on the basis of independent actuarial valuation using projected unit credit method. The liability for gratuity is administered through Life Insurance Corporation of India (LIC).

Compensated Absences- Unfunded obligation

Company provided for unavailed accumulated leave of employees on the basis of actuarial valuation using projected unit credit method.

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

Gratuity -Funded obligation

i. Actuarial Assumptions

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Discount Rate (per annum)	7.25%	7.50%
Expected return on plan assets	7.67%	7.01%
Salary escalation rate*	5.00%	5.00%
Mortality rate	IALM (2012-14) Ultimate	IALM (2012-14) Ultimate

*The assumption of future salary escalation in actuarial valuation, takes into account inflation, seniority.

ii. Reconciliation of Obligation

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Present value of obligation at the beginning of the year	48.93	38.82
Current Service Cost	11.37	7.66
Past Service cost	-	-
Interest Cost	3.87	2.80
Actuarial (gain)/ loss	1.75	(0.24)
Benefits Paid	(2.78)	(4.18)
Present value of obligation at the end of the year	63.44	44.86

iii. Reconciliation of fair value of plan assets

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Fair value of plan assets at the beginning of the year	5.75	3.53
Actual return of plan assets	0.39	0.23
Actuarial gain/ (loss)	-	-
Contributions	7.88	5.40
Benefits paid	(2.78)	(3.41)
Assets distributed on settlement	-	-
Charges Deducted	-	-
Fair value of plan assets at the end of the year	11.24	5.75

iv. Description of Plan Assets

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Insured Managed Funds(LIC India)	11.24	5.75

v. Net (Asset)/ Liability recognised in Consolidated statement of assets and liabilities

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Present value of obligation at the end of the year	63.44	43.55
Fair value of plan assets at the end of the year	11.29	3.55
Net (asset)/ liability recognised in consolidated statement of assets and liabilities	52.20	40.00

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

vi. (Income)/ Expense recognised in consolidated statement of profit and loss

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Current Service Cost	11.37	5.55
Interest Cost	3.87	1.98
Actuarial (gain)/ loss recognised for the period	1.72	-
Expected return on plan assets	(0.39)	(0.32)
(Income)/ Expenses recognised in consolidated statement of profit and loss	16.58	7.21

vii. Sensitivity analysis of the defined benefit obligation:

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Impact of the change in Discount Rate		
Present Value of Obligation at the end of the period	63.44	43.55
Impact due to increase of 1%	58.62	40.16
Impact due to decrease of 1%	69.09	47.56
Impact of the change in salary increase		
Present Value of Obligation at the end of the period	63.44	43.55
Impact due to increase of 1%	69.07	47.60
Impact due to decrease of 1%	58.58	40.07
Impact of the change in Withdrawal Rate		
Present Value of Obligation at the end of the period	63.44	43.55
Impact due to increase of 1%	64.14	44.02
Impact due to decrease of 1%	62.54	42.99

Sensitivities due to mortality is insignificant & hence ignored.

viii. Maturity profile of defined benefit obligation:

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Year 1	10.88	7.50
Year 2	2.50	1.64
Year 3	3.85	2.00
Year 4	2.04	1.53
Year 5	1.89	2.66
Years 6 to 10	42.80	29.25

The above disclosures are based on information certified by the independent actuary and relied upon by auditors.

ix) Other comprehensive (income) / expenses (Remeasurement)

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Cumulative unrecognised actuarial (gain)/loss opening. B/F	(4.34)	(6.47)
Actuarial (gain)/loss - obligation	1.75	2.14
Actuarial (gain)/loss - plan assets	0.02	0.32
Total Actuarial (gain)/loss	1.74	2.46
Cumulative total actuarial (gain)/loss. C/F	(2.57)	(4.01)

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

Compensated Absences- Unfunded obligation

i. Actuarial Assumptions

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Discount Rate (per annum)	7.25%	7.50%
Expected return on plan assets	NA	NA
Salary escalation rate*	5.00%	5.00%

ii. Reconciliation of Obligation

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Present value of obligation at the beginning of the year	17.62	5.64
Current Service Cost	7.73	4.01
Past Service cost	-	-
Interest Cost	1.34	0.27
Actuarial (gain)/ loss	(5.49)	6.32
Benefits Paid	(0.01)	-
Present value of obligation at the end of the year	21.47	16.24

iii. Net (Asset)/ Liability recognised in consolidated statement of assets and liabilities

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Present value of obligation at the end of the year	21.47	16.24
Fair value of plan assets at the end of the year	-	-
Net (asset)/ liability recognised in consolidated statement of assets and liabilities	21.47	16.24

iv. (Income)/ Expense recognised in consolidated statement of profit and loss

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Current Service Cost	7.73	4.01
Interest Cost	1.34	0.27
Actuarial (gain)/ loss recognised for the period	(5.49)	6.32
Expected return on plan assets	-	-
(Income)/ Expenses recognised in consolidated statement of profit and loss	3.58	10.60

v. Sensitivity analysis of the defined benefit obligation:

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Impact of the change in Discount Rate		
Present Value of Obligation at the end of the period	21.48	15.70
Impact due to increase of 1%	19.78	14.36
Impact due to decrease of 1%	23.45	17.29
Impact of the change in salary increase	-	-
Present Value of Obligation at the end of the period	21.48	15.70
Impact due to increase of 1%	23.48	17.31
Impact due to decrease of 1%	19.73	14.32
Impact of the change in Withdrawal Rate	-	-
Present Value of Obligation at the end of the period	21.48	15.70
Impact due to increase of 1%	21.82	15.97
Impact due to decrease of 1%	21.04	15.38

Sensitivities due to mortality is insignificant & hence ignored.

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

34 EMPLOYEES' STOCK OPTION PLANS (ESOP)**(i) Kaynes Employees Stock Option Scheme 2022**

The members of the Company at its Extraordinary General Meeting held on January 12, 2022 had approved the issue of Stock Options to eligible employees/directors of the Company and its subsidiaries. Accordingly, the Board at their meeting held on 12 January, 2022 approved the "Kaynes ESOP Scheme 2022". A Compensation Committee was formed to govern the "Kaynes ESOP Scheme 2022" which has approved Details are as follows:

Particulars	Year 1	Year 2	Year 3	Year 4
Grant Date	04 July, 2022	04 July, 2022	04 July, 2022	04 July, 2022
Vesting date	04 July, 2023	04 July, 2024	04 July, 2025	04 July, 2026
Option Granted (Nos)	923,160	923,160	923,160	923,160
Exercise price (Amount in ₹ per share)	138.00	138.00	138.00	138.00

(ii) Fair value of share options granted during the year

The fair value of options granted is estimated using the Black Scholes Option Pricing Model after applying the key assumption which are tabulated below. The expected volatility has been calculated using the daily stock returns on NSE, based on expected life options of each vest. The expected life of share option is based on historical data and current expectation and not necessarily indicative of exercise pattern that may occur.

(iii) Inputs in the pricing model

Particulars	Year 1	Year 2	Year 3	Year 4
Weighted average fair Value of options	18.07	22.66	32.26	35.32
Exercise price (Amount in ₹ per share)	138.00	138.00	138.00	138.00
Expected Volatility	16.96%	17.28%	25.02%	23.42%
Options Life (Number of Years)	1.50	2.00	2.50	3.00
Dividend Yield	0.00%	0.00%	0.00%	0.00%
Risk Free Rate	6.13%	6.41%	6.62%	6.77%

(iv) Movement in stock options**For the year ended 31 March, 2024**

Particulars	No of Options
Options outstanding as at 31 March, 2022	-
New options issued during the year	923,160
Options exercised during the year	-
Lapsed/ forfeited during the year	(27,260)
Expired during the year	-
Options outstanding as at 31 March, 2023	895,900
Options exercisable as at 31 March, 2023	-
New options issued during the year	-
Options exercised during the year	-
Lapsed/ forfeited during the year	(124,239)
Expired during the year	-
Options outstanding as at 31 March, 2024	771,661
Options exercisable as at 31 March, 2024	-

During the year ended 31 March, 2024, the Company recorded an employee share based payment expense of ₹ 6.43 Mn (31 March, 2023 : ₹ 6.31 Mn) in the Statement of Profit and Loss.

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

36 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's principal financial liabilities comprise of short tenured borrowings, trade and other payables. Most of these liabilities relate to financing for working capital requirements. The Company has trade and other receivables, loans and advances that arise directly from its operations.

The Company is accordingly exposed to market risk, credit risk and liquidity risk.

The Company's senior management oversees management of these risks. The senior professionals working to manage the financial risks and the appropriate financial risk governance framework for the Company are accountable to the Board of Directors and the Audit Committee. This process provides assurance that the Company's financial risk-taking activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with Group's policies and overall risk appetite.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate risk and currency rate risk. Financial instruments affected by market risk include loans and borrowings, deposits and advances.

i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rates.

The Company has no exposure to financial instruments with an interest rate risk as on 31 March, 2024 and 31 March, 2023.

ii) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency) and the Company's net investments in foreign subsidiaries.

Foreign currency sensitivity

The sensitivity analysis has been based on the composition of the Company's financial assets and liabilities at the end of the respective reporting periods. The period end balances are not necessarily representative of the average debt outstanding during the period.

Particulars	Currency	As at 31 March, 2024		As at 31 March, 2023	
		Foreign Currency	₹ (Mn)	Foreign Currency	₹ (Mn)
Financial assets					
Trade receivable	EURO	4.48	404.35	1.14	101.29
Trade receivable	GBP	0.67	70.18	1.27	128.39
Trade receivable	JPY	2.56	1.41	1.00	0.63
Trade receivable	US\$	5.21	488.00	4.38	357.95
Trade receivable	AUD	-	0.04	-	-
Trade receivable	AED	0.90	20.37	-	-
Advance to suppliers	EURO	0.34	30.98	0.18	16.06
Advance to suppliers	CNY	0.85	9.81		
Advance to suppliers	GBP	0.04	4.58	0.05	4.61
Advance to suppliers	JPY	1.60	0.88	27.67	17.37
Advance to suppliers	US\$	3.08	256.37	2.04	166.97
Financial Liabilities					
Trade payables	EURO	2.07	149.49	0.43	37.97
Trade payables	GBP	0.72	20.30	0.54	54.18
Trade payables	JPY	240.12	91.12	74.79	46.95
Trade payables	CHF	-	-	-	-
Trade payables	US\$	31.13	2,622.22	15.44	1,216.70
Trade payables	CNY	0.02	0.24	-	-
Net Exposure in financial asset			(1,596.39)		(562.53)

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its investing activities, deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

A. Trade Receivables

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored.

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The calculation is based on exchange losses historical data.

The Company does not hold collateral as security. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers (which are in the nature of reputed banking and financial institutions) are located in several jurisdictions and industries and operate in largely independent markets.

The Company creates allowance for all unsecured receivables based on lifetime expected credit loss based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information. The management makes estimates of the expected losses on receivables taking into account past history and their assumptions. Expected credit loss allowance is calculated by comparing the management estimates with the provision matrix.

Details of allowances for expected credit losses are provided hereunder

Particulars	As at 31 March, 2024	As at 31 March, 2023
At the beginning of the year	91.70	67.76
Provisions created	135.19	8.95
Closing at the end of the year	226.89	76.71

B. Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the treasury department in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the management on an annual basis, and may be updated throughout the year subject to approval of the Company's Finance Committee. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

Liquidity risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate sources of financing including loans, debt, and overdraft from both domestic and international banks at an optimised cost.

The table below provides details regarding the undiscounted contractual maturities of significant financial liabilities as of 31 March, 2024:

Particulars	Less than 1 year	More than 1 year	Total
Interest bearing borrowings	2,949.11	111.56	3,060.67
Trade Payables	3,610.14	-	3,610.14
Other financial liabilities	246.90	-	246.90
Lease liabilities	32.70	132.09	164.79
Total	6,838.85	243.65	7,082.50

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

The table below provides details regarding the undiscounted contractual maturities of significant financial liabilities as of 31 March, 2023:

Particulars	Less than 1 year	More than 1 year	Total
Interest bearing borrowings	1,208.57	150.42	1,358.99
Trade Payables	2,228.74	-	2,228.74
Other financial liabilities	105.75	-	105.75
Lease liabilities	33.86	154.57	188.43
Total	3,576.92	304.99	3,881.91

37 CAPITAL MANAGEMENT

For the purpose of the Company's capital management, capital includes issued equity capital, convertible preference shares, share premium and all other equity reserves attributable to the equity holders. The primary objective of the Company's capital management is to maximise the shareholders value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital. The Company includes within net debt, interest bearing loans and borrowings less cash and cash equivalents.

Particulars	As at 31 March, 2024	As at 31 March, 2023
Gross debt	3,060.67	1,358.99
Less: Cash and Cash equivalents	(194.11)	(259.31)
Net debt	2,866.56	1,099.68
Equity	24,868.89	2,022.06
Total capital	24,868.89	2,022.06
Gearing ratio	11.53%	54.38%

38 FINANCIAL INSTRUMENTS: FAIR VALUES

Particulars	As at 31 March, 2024				As at 31 March, 2023			
	FVTPL	FVOCI	Amortised cost	Total Carrying Amount	FVTPL	FVOCI	Amortised cost	Total Carrying Amount
Financial assets								
At Fair value								
Investments - Equity	-	271.38	-	271.38	-	13.44	-	13.44
Investments - Mutual Funds	1,046.18	-	-	1,046.18	19.32	-	-	19.32
At amortised cost:								
a) Trade receivables	-	-	3,555.73	3,555.73	-	-	2,270.66	2,270.66
b) Cash and cash equivalents	-	-	194.11	194.11	-	-	259.31	259.31
c) Bank balances other than cash and cash equivalents	-	-	15,061.49	15,061.49	-	-	4,600.65	4,600.65
d) Loans and deposits	-	-	127.68	127.68	-	-	99.52	99.52
e) Other financial assets	-	-	291.98	291.98	-	-	90.30	90.30
Total Financial Assets	1,046.18	271.38	19,230.99	20,548.55	19.32	13.44	7,320.44	7,353.20

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

Particulars	As at 31 March, 2024				As at 31 March, 2023			
	FVTPL	FVOCI	Amortised cost	Total Carrying Amount	FVTPL	FVOCI	Amortised cost	Total Carrying Amount
Financial liabilities								
At amortised cost:								
a) Borrowings (Long term)	-	-	111.56	111.56	-	-	150.42	150.42
b) Borrowings (Short term)	-	-	2,949.11	2,949.11	-	-	1,208.57	1,208.57
c) Trade payables	-	-	3,610.14	3,610.14	-	-	2,228.74	2,228.74
d) Other Financial Liabilities	-	-	246.90	246.90	-	-	105.75	105.75
e) Lease Liabilities	-	-	164.79	164.79	-	-	188.43	188.43
Total Financial Liabilities	-	-	7,082.50	7,082.50	-	-	3,881.91	3,881.91

The Company has assessed that trade receivables, cash and cash equivalents, bank balances, other assets, borrowings, trade payables and other liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

39 FAIR VALUE HIERARCHY

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The following table provides the fair value measurement hierarchy of the Company's assets and liabilities.

i. Quantitative disclosures fair value measurement hierarchy for assets and liabilities as at 31 March, 2024:

Particulars	Date of valuation	Fair value measurement			
		Fair Value as at 31 March, 2024	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Financial assets					
Investments	31 March, 2024	1,317.56	1,046.18	-	271.38

There are no transfers between levels 1 and 2 during the year.

ii. Quantitative disclosures fair value measurement hierarchy for assets and liabilities as at 31 March, 2023:

Particulars	Date of valuation	Fair value measurement			
		Fair Value as at 31 March, 2023	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Financial assets					
Investments	31 March, 2023	32.76	19.32	-	13.44

40 BUSINESS COMBINATION

Business combinations have been accounted for using the acquisition method under the provisions of Ind AS 103- (Revised), Business Combinations.

The purchase price in an acquisition is measured at the fair value of the assets transferred, equity instruments issued and liabilities incurred or assumed at the date of acquisition, which is the date on which control is transferred to the Group. The purchase price also includes the fair value of any contingent consideration. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair value on the date of acquisition. Contingent consideration is remeasured at fair value at each reporting date and changes in the fair value of the contingent consideration are recognised in the Consolidated Statement of Comprehensive Income.

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

The interest of non-controlling shareholders if any is initially measured either at fair value or at the non-controlling interests' proportionate share of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition-by-acquisition basis. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity of subsidiaries.

Acquisitions during the year ended 31 March, 2024

During the year ended 31 March, 2024 the Group, completed one business combination to complement its business model by acquiring 100% voting interest in Digicom Electronics Inc, Oakland, California which is engaged in the business of electronic manufacturing services. A Share purchase agreement was entered into on 31 December, 2023 with Digicom Electronics and the business combination has been accounted for with effect from 01 January, 2024.

This acquisition is expected to strengthen the Group's core business and expand its presence across the Americas.

The purchase price is allocated to assets acquired and liabilities assumed based upon determination of fair values at the dates of acquisition as follows:

Component	Acquirees Carrying Amount	Fair Value Adjustments	Purchase Price Allocated
Net Assets	71.38	-	71.38
Total	71.38	-	71.38
Goodwill	-	-	128.25
Consideration	-	-	199.63

The Purchase consideration includes a deferred consideration of US\$ 625,000 payable upon the expiration of 18 months from the closing date subject to compliance by the seller with the terms of the Share Purchase Agreement.

41 ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE III OF COMPANIES ACT, 2013 OF ENTITIES CONSOLIDATED AS SUBSIDIARIES

Name of the entity in the Company	As at 31 March, 2024		As at 31 March, 2023	
	Net Assets, i.e. total assets minus total liabilities		Net Assets, i.e. total assets minus total liabilities	
	As % of consolidated net assets	Amount in ₹ Mn	As % of consolidated net assets	Amount in ₹ Mn
A. Parent company				
Kaynes Technology India Limited	97.60%	24,287.78	99.80%	9,583.86
B. Indian Subsidiaries				
Kaynes International Design and Manufacturing Private Limited	0.57%	142.73	0.90%	86.20
Kemsys Technologies Private Limited	0.56%	138.37	(0.86%)	(82.11)
Kaynes Embedded Systems Private Limited			-	-
Kaynes Electronics Manufacturing Privatelimited	2.08%	516.95	(0.03%)	(3.02)
Kaynes Semicon Private Limited	(0.00%)	(0.45)	-	-
Kaynes Circuits India Private Limited	0.01%	2.41	-	-
Kaynes Mechatronics Private Limited	0.01%	2.65	-	-
C. Foreign Subsidiary				
Kaynes Technology Europe GmbH	0.09%	23.24	0.26%	24.67
Digicom Electronics Inc.	0.22%	54.34	-	-
D.Consolidated adjustments	(0.14%)	(288.34)	(0.06%)	(6.11)
Total	100.00%	24,884.68	100.00%	9,603.49

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

Since Minority Interest is immaterial it is not disclosed separately.

Name of the entity in the Company	For the year ended 31 March, 2024		For the year ended 31 March, 2023	
	Share in Profit/(Loss)		Share in Profit/(Loss)	
	As % of consolidated net assets	Amount in ₹ Mn	As % of consolidated net assets	Amount in ₹ Mn
A. Parent company				
Kaynes Technology India Limited	68.80%	1,260.98	99.42%	947.61
B. Indian Subsidiaries				
Kaynes International Design and Manufacturing Private Limited	2.94%	53.87	2.41%	22.93
Kemsys Technologies Private Limited	(0.19%)	(3.55)	(1.36%)	(12.97)
Kanyes Embedded Systems Private Limited	-	-	-	-
Kaynes Electronics Manufacturing Private Limited	28.37%	519.97	(0.33%)	(3.12)
Kaynes Semicon Private Limited	(0.16%)	(2.95)	-	-
Kaynes Circuits India Private Limited	(0.00%)	(0.09)	-	-
Kaynes Mechatronics Private Limited	0.14%	2.55	-	-
C. Foreign Subsidiary				
Kaynes Technology Europe GmbH	(0.08%)	(1.44)	0.39%	3.73
Digicom Electronics Inc.			-	-
D. Consolidated adjustments	(0.36%)	(3.55)	(0.53%)	(5.01)
Total	100.00%	1,832.89	100.00%	953.17

Consolidated

42 RATIOS AS PER SCHEDULE III REQUIREMENTS**a) Current Ratio = Current Assets divided by Current Liabilities**

Particulars	As at 31 March, 2024	As at 31 March, 2023
Current Assets	25,866.87	12,301.20
Current Liabilities	7,362.27	4,145.19
Ratio	3.51	2.97
% Change from previous year	18.39	

b) Debt Equity Ratio = Total Debt divided by total equity

Particulars	As at 31 March, 2024	As at 31 March, 2023
Total Debt	3,060.67	1,358.99
Total Equity	24,884.68	9,603.49
Less : Non-controlling Interest	(15.79)	(13.07)
Less: Non free reserves	(20.86)	(13.77)
Equity attributable to the owners of the Company	24,848.03	9,576.65
Ratio	0.12	0.14
% Change from previous year	(13.20)	

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

c) Debt Service Coverage Ratio = Earnings available for servicing debt divided by total interest and principal payments

Particulars	As at 31 March, 2024	As at 31 March, 2023
Profit before tax	2,315.69	1,260.39
Add: Depreciation	251.41	187.41
Add: Finance Cost	533.74	349.36
Adjusted Profit	3,100.84	1,797.16
Interest cost on borrowings	533.74	349.36
Principal repayments	28.45	234.55
Total of Interest and Principal repayments	562.19	583.91
DSCR	5.52	3.08
% Change from previous year	79.21	

The improvement in the ratio for the year ended 31 March, 2024 is due to a significant increase in Profit Before Tax.

d) Return on Equity Ratio = Profit after Tax divided by Equity

Particulars	As at 31 March, 2024	As at 31 March, 2023
Profit after tax	1,832.89	951.96
Less : Share of Profit /(Loss) of minority interest	(2.72)	(1.75)
Consolidated Net Profit after tax, for the year attributable to equity shareholders	1,830.17	950.21
Total Equity	24,884.68	9,603.49
Less : Non-controlling Interest	(15.79)	(13.07)
Less: Non free reserves	(20.86)	(13.77)
Equity attributable to the owners of the Company	24,848.03	9,576.65
Average Shareholder's equity *	17,212.34	5,797.42
Ratio	10.63	16.39
% Change from previous year	(35.13)	

The decline in Ratio is due to increase in Total Equity due to share premium and profit for the year.

e) Trade Receivables Turnover Ratio = Credit Sales divided by Closing Trade Receivables

Particulars	As at 31 March, 2024	As at 31 March, 2023
Revenue from Operations	18,046.19	11,261.14
Average Trade Receivables *	2,913.19	2,123.96
Ratio	6.19	5.30
% Change from previous year	16.84	

f) Trade Payables Turnover Ratio = Credit Purchases divided by closing trade payables

Particulars	As at 31 March, 2024	As at 31 March, 2023
Credit Purchases	14,616.69	9,642.13
Average Trade payables	2,919.44	1,934.65
Ratio	5.01	4.98
% Change from previous year	0.46	

g) Inventory Turnover Ratio = Revenue from operations divided by Closing Inventory

Particulars	As at 31 March, 2024	As at 31 March, 2023
Revenue from Operations	18,046.19	11,261.14
Average Inventory	4,807.44	3,197.71
Ratio	3.75	3.52
% Change from previous year	6.59	

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

h) Net Capital Turnover ratio= Sales divided by net working capital

Particulars	As at 31 March, 2024	As at 31 March, 2023
Revenue from Operations	18,046.19	11,261.14
Average working capital	13,330.30	4,699.14
Ratio	1.35	2.40
% Change from previous year	(43.51)	

Reason for change more than 25%

The improvement in the ratio for the year ended 31 March, 2024 is due to the increase in average working capital

i) Profit Ratio = Profit after tax divided by Revenue from Operations

Particulars	As at 31 March, 2024	As at 31 March, 2023
Profit after tax	1,832.89	951.96
Revenue from Operations	18,046.19	11,261.14
Ratio	10.16	8.45
% change from previous year	20.15	

j) Return on Capital Employed= Adjusted EBIT / Total Capital Employed

Particulars	As at 31 March, 2024	As at 31 March, 2023
Profit before tax	2,315.69	1,260.39
Add: Finance Costs	533.74	349.36
EBIT	2,849.43	1,609.75
Tangible Net worth	24,267.55	9,271.75
Non Current Borrowings	111.56	150.42
Short Term Borrowings	2,949.11	1,208.57
Total	27,328.21	10,630.74
ROCE	10.43	15.14
% change from previous year	(31.14)	

The decrease in ratio is due to increase in net worth as a result of high retained earnings and money received from Initial Public Offer (IPO) and Qualified Institutional placement (QIP).

43 DISCLOSURE REQUIRED UNDER SECTION 186 (4) OF THE COMPANIES ACT, 2013

- (i) Included in loans, the particulars of which are disclosed in below as required by Sec 186(4) of the Companies Act 2013:

Sl. No.	Name of the Borrower	Type	Rate of Interest	Secured/ Unsecured	Due Date	Purpose	As at 31 March, 2024	As at 31 March, 2023
1	Kemsys Technologies Private Limited	Loan	8%	Unsecured	On Demand	General business purpose	18.51	180.96
2	Digicom electronics Inc	Loan	7%	Unsecured	On Demand	General business purpose	49.79	-
3	Kaynes International Design & Manufacturing Private Limited	Corporate Guarantee	-	Unsecured	30.03.2023	General business purpose	784.00	84.00

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

44 OTHER STATUTORY DISCLOSURES

1. Benami Property

The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

2. The Company does not have any transaction with companies struck off u/s 248 of Companies Act, 2013 or u/s 560 of Companies Act, 1956.

3. Following are the Loans and Advances granted to Related Parties and are repayable on demand:

i. **Kaynes Technology India Ltd.**

S. No	Particulars	Amount of Loans and advances	Percentage to the total Loans & Advances in the nature of Loans
1	Kemsys Technologies Private Limited	18.51	0.69%
2	Kaynes International Design & Manufacturing Pvt Ltd	65.16	2.44%
3	Kaynes Electronics Manufacturing Pvt Ltd	2,247.92	84.14%
4	Kaynes Semicon Private Limited	223.84	8.38%
5	Kaynes Circuits India Pvt Ltd	1.77	0.07%
6	Kaynes Mechatronics Private Limited	64.69	2.42%
7	Digicom Electronics Inc	49.79	1.86%

ii. **Kaynes Electronics Manufacturing Pvt Ltd.**

S. No	Particulars	Amount of Loans and advances	Percentage to the total Loans & Advances in the nature of Loans
1	Kaynes Semicon Private Limited	558.18	100%

4. The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

5. The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

6. (i) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(ii) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

7. The company has neither declared nor paid any interim dividend or final dividend during the year.

8. The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

9. The company has complied with the number of layers prescribed under clause (87) of Section 2 of the Act read with Companies (Restriction on number of layers) Rules, 2017.

10. The Company has not been declared as willful defaulter by any bank or financial institution or other lender.

11. The company does not have any transactions that are not recorded in books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

Notes to the Consolidated Financial Statements (Contd.)

(All amounts are in ₹ Mn, unless otherwise stated)

12. The Company uses an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the accounting software. There is no instance of audit trail feature being tampered with was noted in respect of the accounting software.

Presently, the log has been activated at the application and the access to the database continues to be restricted to limited set of users who necessarily require this access for maintenance and administration of the database.

45 CORPORATE SOCIAL RESPONSIBILITY EXPENSES

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Amount required to be spent by the Company during the year *	12.70	8.06
Amount of expenditure incurred.	12.87	8.06
Shortfall at the end of the year.	-	-
Total of previous years shortfall.	-	-

* Figure for the year ended 31 March, 2023 includes previous year's shortfall.

The Company's CSR Activities primarily involve in the promotion of education, healthcare, art and cultural promotion, animal welfare, rural development, natural calamities relief and skill development for underprivileged people.

The shortfall has arisen due to the lack of eligible projects due to the impact of the pandemic.

46 DISCLOSURE AS REQUIRED UNDER MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006 (THE ACT)

Particulars	As at 31 March, 2024	As at 31 March, 2023
Principal amount due to micro & small enterprises	65.67	216.45
Interest due on above	-	1.65
Interest paid during the period beyond the appointed day	-	-
Amount of interest due and payable for the period of delay in making payment without adding the interest specified under the Act.	-	-
Amount of interest accrued and remaining unpaid at the end of the year	-	-
Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to small enterprises for the purpose of disallowance as a deductible expenditure under Sec.23 of the Act	-	-

Note: The above information and that given in Note 16(b)'Trade Payables' regarding Micro and Small Enterprises has been determined on the basis of information available with the Company and has been relied upon by the auditors.

47 Previous year figures have been regrouped/ re-classified wherever necessary.

The accompanying notes form an integral part of the consolidated financial statements.

As per our report of even date

For K.P. Rao & Co

Chartered Accountants

Firm Registration Number: 003135S

Mohan R Lavi

Partner

Membership No.029340

For and on behalf of the Board of Directors of

Kaynes Technology India Limited

Ramesh Kunhikannan

Managing Director

(DIN: 02063167)

Rajesh Sharma

Chief Executive Officer

Jairam P Sampath

Whole Time Director & Chief Financial Officer

(DIN: 08064368)

S M Adithya Jain

Company Secretary

Membership No. A49042

Place: Mysuru

Date: 16 May, 2024

Place: Mysuru

Date: 16 May, 2024

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.kaynestechnology.co.in **email ID:** kaynestechcs@kaynestechnology.net

Telephone No: +91 8212582595

NOTICE is hereby given that the **SIXTEENTH (16TH) 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 16th AGM of your Company is being convened and conducted through VC.
 2. The Company has facilitated the Members to participate in the 16th 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 16th 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 16th 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 16th 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 2023-24 along with Notice of 16th 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 and from the website of BSE Limited at 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.

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.

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 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 16th 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 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 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 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 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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com 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.

- i. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ii. For shareholders/members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- iii. 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.

- i. 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.net.

- 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.net. 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 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 within two working days of the 16th 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

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]

Name of the Director	Mr. Jairam Paravastu Sampath (DIN: 08064368)
Age	59 years
Date of appointment on the Board	10 March, 2018
Qualification	Bachelor of Technology in Mechanical Engineering
Brief profile and nature of their expertise in specific functional areas	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.
Current Remuneration	As per the resolution passed by the shareholders on 01 April, 2022.
Details of Remuneration sought to be paid	As per the existing terms and conditions and as approved by the shareholders on 01 April, 2022.
Key terms and conditions of appointment	Whole-time Director and Chief Financial Officer of the Company.
Number of meetings of the Board attended during the year	Mr. Jairam Paravastu Sampath attended 8 (Eight) meetings out of 9 (Nine) meetings during the Financial Year 2023-24.
Directorships in other listed Companies	Nil
Membership/Chairmanships of Committees of other listed companies	Nil
Relationship with other Directors and KMP's	None
Number of Equity shares held in the Company	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

Corporate Information

Chairperson & Whole-Time Director

Mrs. Savitha Ramesh

Managing Director

Mr. Ramesh Kunhikannan

Directors

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

Mr. Anup Kumar Bhat
Independent Director

Mr. Seeplaputhur Ganapathiramaswamy Murali
Independent Director

Mr. Alexander Koshy
Independent Director

Mrs. Poornima Ranganath
Independent Director

Mr. Heinz Franz Moitzi*
Independent Director (Appointed w.e.f. 16th June 2023)

Chief Executive Officer

Mr. Rajesh Sharma

Company Secretary & Compliance Officer

Mr. SM Adithya Jain
(Appointed w.e.f 15 September 2023)

Audit Committee

Chairperson

Mr. Seeplaputhur Ganapathiramaswamy Murali

Members

Mr. Anup Kumar Bhat
Mr. Alexander Koshy
Mr. Ramesh Kunhikannan

Nomination and Remuneration Committee

Chairperson

Mr. Anup Kumar Bhat

Members

Mr. Alexander Koshy
Mrs. Poornima Ranganath

Stakeholder's Relationship Committee

Chairperson

Mr. Alexander Koshy

Members

Mr. Seeplaputhur Ganapathiramaswamy Murali
Mr. Jairam Paravasthu Sampath

Corporate Social Responsibility Committee

Chairperson

Mrs. Savitha Ramesh

Members

Mr. Anup Kumar Bhat
Mr. Seeplaputhur Ganapathiramaswamy Murali

Risk Management Committee

Chairperson

Mrs. Poornima Ranganath

Members

Mrs. Savitha Ramesh
Mr. Ramesh Kunhikannan
Mr. Jairam Paravasthu Sampath
Mr. Anup Kumar Bhat
Mr. Seeplaputhur Ganapathiramaswamy Murali
Mr. Alexander Koshy
Mr. Heinz Franz Moitzi

Statutory Auditors

K.P. Rao & Co.
Chartered Accountants, Bengaluru

Internal Auditors

Brahmayya & Co
Chartered Accountants, Bengaluru

Secretarial Auditors

Mrs. Kalaivani S
Practicing Company Secretary, Bengaluru

Cost Auditors

GA & Associates
Cost Accountants, Bengaluru

Bankers

Axis Bank Limited
Canara Bank
HDFC Bank Limited
ICICI Bank Limited
IndusInd Bank Limited
Kotak Mahindra Bank Limited
Saraswat Co-operative Bank
State Bank of India

Registered Office

#23-25, Belagola Food Industrial Estate,
Metagalli P O, Mysuru, Karnataka - 570 016.

Share Registrar & Transfer Agent

Link Intime India Private Limited
C 101, 247 Park, L.B.S.Marg, Vikhroli (West),
Mumbai - 400 083
Email ID: rnt.helpdesk@linkintime.co.in
Tel: 022 4918 6270



REGISTERED OFFICE
23-25 Belagola Food Industrial Estate,
Metagalli PO, Mysuru 570016
Karnataka, India.