



KAVVERI DEFENCE & WIRELESS TECHNOLOGIES LIMITED

(Formerly Kavveri Telecom Products Limited)

Registered Office: No. 31-36, I Main, II Stage, Arekere MICO Layout
Bannerghatta Road Bangalore 560 076

Phone No.: +91 80 41215999 Website: www.kavveritelecoms.com

Email Id: companysecretary@kaveritelecoms.com CIN:L85110KA1996PLC019627

Date: 06.02.2025

To,
The General Manager
Listing Department
BSE Limited
Department of Corporate Services
PJ towers, Dalal Street, Mumbai -400 001

To,
The Manager,
Department of Corporate Services,
The National Stock Exchange of India Limited
BKC Complex, Bandra (East), Mumbai

NSE Symbol: KAVVERITEL

Scrip Code: 590041

Dear Sir

Subject: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") - Intimation of the Extra-ordinary General Meeting of Kavveri Defence & Wireless Technologies Limited (Formerly Kavveri Telecom Products Limited) ("the Company").

This is in continuation to our letter dated February 05, 2025 and pursuant to Regulation 30 of the SEBI Listing Regulations, this is to inform you that the Extraordinary General Meeting ("EGM") of the Company will be held on Friday, February 28th 2025 at 10:00 A.M. (IST) at the registered office of the company at No. 31-36, Main, II Stage, Arekere MICO Layout, Bannerghatta Road, Bangalore 560076.

We are submitting herewith notice of Extraordinary General Meeting of the Company along with explanatory statement ("EGM Notice"), which is sent through electronic mode to the Shareholders of the Company.

The Record date/Cut-off Date will be on Thursday 20th of February 2025.

The Company has provided the facility to vote by electronic means (remote e-voting as well as e-voting at the EGM) for the resolutions set out in the EGM Notice. The e-voting shall commence on 9.00 a.m. on 25th, February 2025 and will end at 5.00 p.m. on 27th February 2025.



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The above information will also be available on the website of the Company at www.kavveritelecoms.com.

Kindly take the same on record.

Thanking You,
Yours faithfully,

For KAVVERI DEFENCE & WIRELESS TECHNOLOGIES LIMITED

Chennareddy Shivakumarreddy
Managing Director
DIN: 01189348



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NOTICE

NOTICE is hereby given to the Shareholders (the “Shareholders” or the “Members”) of Kavveri Defence & Wireless Technologies Limited (“Company”) (Formerly Kavveri Telecom Products Limited) that an Extra-Ordinary General Meeting (“EGM”) of the Company will be held on Friday, February 28, 2025 at 10.00 A.M. at the registered office of the company at No. 31-36, I Main, II Stage, Arekere MICO Layout, Bannerghatta Road, Bangalore 560 076 to transact the following special business:

1. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to pass, with or without modification the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder by the Members of the Company, consent of the Members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing Rs. 25,00,00,000/- (Rupees Twenty-Five Crores Only) divided into 2,50,00,000 (Two Crore Fifty Lakhs Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 65,00,00,000/- (Rupees Sixty-Five Crores Only) divided into 6,50,00,000 (Six Crore Fifty Lakhs Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.”

“RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, consent of the Members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place, the following:- **“V.** The Authorised Share Capital of the Company is Rs. 65,00,00,000/- (Rupees Sixty-Five Crores Only) divided into 6,50,00,000 (Six Crore Fifty Lakhs Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the



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Board / Committee of the Board or any officer(s) authorized by the Board of Directors, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard”.

2. APPOINTMENT OF DIRECTOR MR. LAKSHMIPURAM RAJAGOPALACHAR VENUGOPAL (DIN: 01058716) AS NON-EXECUTIVE, NON-INDEPENDENT DIRECTOR OF THE COMPANY:

*To consider and, if thought fit, to pass with or without modifications, the following resolution as **Ordinary Resolution**:*

“**RESOLVED THAT**, pursuant to provision of Section 149,150,152 read with Schedule IV of the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013, if any and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and as per the Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) 2015 and upon the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company; Mr. Lakshmipuram Rajagopalachar Venugopal (DIN: 01058716) who was appointed as an Additional Director of the Company in Non-Independent Category w.e.f 07th November, 2024 in terms of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) 2015 and Article of Association of the Company and who holds office up to the date of the next general meeting or within a time period of three months from the date of appointment, whichever is earlier i.e 6th February 2025 and from whom the Company has received a declaration that he meets the criteria as provided in Section 152(5) of the Act and who is eligible for appointment , be and hereby appointed as an Non-Independent Non - Executive Director of the Company, to hold office for five (5) consecutive years from March 01, 2025 to February 28, 2030 (both dates inclusive).”

“**FURTHER RESOLVED THAT**, the Board of Directors of the company, be and are, hereby authorised to take necessary actions and to sign and execute necessary papers, documents and to do all such acts, deeds, things in connection with and to give effect to the aforesaid resolution.”

3. REGULARIZATION OF ADDITIONAL EXECUTIVE DIRECTOR, MR. SANKETHRAM REDDY CHENNA REDDY (DIN: 10862507) BY APPOINTING HIM AS EXECUTIVE DIRECTOR OF THE COMPANY:

To consider and, if thought fit, to pass with or without modifications, the following resolution



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as Ordinary Resolution:

“RESOLVED THAT, pursuant to provision of Section 149,150,152 read with Schedule IV of the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013, if any and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force)and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) 2015 and upon the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company; Mr. Sankethram Reddy Chenna Reddy (DIN:10862507) who was appointed as an Additional Director of the Company in Executive Category w.e.f 31st December, 2024 in terms of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) 2015 and Article of Association of the Company and who holds office up to the date of the next general meeting or within a time period of three months from the date of appointment, whichever is earlier and from whom the Company has received a declaration that he meets the criteria as provided in Section 152(5) of the Act and who is eligible for appointment , be and hereby appointed as Executive Director of the company, to hold office for five (5) consecutive years from March 01, 2025 to February 28, 2030 (both dates inclusive).”

“FURTHER RESOLVED THAT, the Board of Directors of the company, be and are, hereby authorised to take necessary actions and to sign and execute necessary papers, documents and to do all such acts, deeds, things in connection with and to give effect to the aforesaid resolution.”

4. APPROVAL OF MATERIAL RELATED PARTY TRANSACTION WITH SAMORO TELECOMS PRIVATE LIMITED.

*To consider, and, if thought fit, approve the material related party transaction(s) proposed to be entered into by the Company during financial year 2024-2029 and to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:*

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/transactions or as fresh and



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independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with Samoro Telecoms Private Limited, a related party of the Company, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard.”

5. **RATIFICATION OF RELATED PARTY TRANSACTION WITH SAMORO TELECOMS PRIVATE LIMITED.**

*To consider, and, if thought fit, approve the material related party transaction(s) entered into by the Company during financial year 2024-25 and to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:*

“**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 (Listing Regulations) and other applicable provisions, if any of the Listing Regulations, Companies Act, 2013 and Rules made thereunder, including statutory modification(s) or re- enactment thereof for the time being in force and as may be notified from time to time, consent of the members of the company be and is hereby accorded to the Board of Directors of the company to enter into contract(s)/ arrangement(s)/ transaction(s) with parties as detailed in the table forming part of the Explanatory Statement annexed to this notice with respect to Sale, purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or appointment of such parties to any office or place of profit in the company or any other transactions of whatever nature, at arm's length basis and in the ordinary course of business, notwithstanding that such transactions may exceed 10% of the Consolidated Turnover of the Company in any financial year or such other threshold limits as may be specified by the Listing Regulations from time to time, up to such



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extent and on such terms and conditions as specified in the table forming part of the Explanatory Statement annexed to this notice.

FURTHER RESOLVED THAT the members hereby ratify the material related party transactions between the Company and Samoro Telecoms Private Limited, for the financial years 2024-25, at arm's length basis and in the ordinary course of business, under the existing related party arrangement as detailed in the Explanatory Statement to this Notice.

FURTHER RESOLVED THAT the terms and conditions of the transactions with the Related Parties shall be approved by the Audit Committee.”

Date: 06.02.2025

Place: Bangalore

By order of the Board

**For KAVVERI DEFENCE & WIRELESS
TECHNOLOGIES LIMITED**

Sd/-

**CHENNAREDDY SHIVAKUMARREDDY
Managing Director**

DIN: 01189348

Address: 31-36, 1st Floor, 1st Main 2nd Stage
Arakere Mico Layout Bannerghatta Road,
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NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL. Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 20th February 2025, are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the dispatch of the EGM Notice and before 20th February 2025 may approach the Share Transfer Agent of the Company for issuance of the User ID and Password for exercising their right to vote by electronic means. The e-voting period will commence at 9.00 a.m. on 25th February 2025 and will end at 5.00 p.m. on 27th February 2025. And whoever not voted in this time period, once again the e-voting facility will be enabled on the date of EGM. The Company has appointed CS Guruprasada Bhat, Company Secretary in practice to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at <http://www.kavveritelecoms.com/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at



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www.bseindia.com and www.nseindia.com respectively. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility) www.evotingindia.com

3. Mr. Guruprasada Bhat, Practicing Company Secretary (C.P. No. 18963; Membership No. FCS: 11713), has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and casting of votes through the e-Voting system during the EGM in a fair and transparent manner.
4. The Scrutinizer shall, immediately after the conclusion of e-Voting at the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-Voting and prepare, not later than 2 (two) working days of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
5. The Voting results declared, along with the Report of the Scrutinizer, shall be placed on the website of the Company at <http://www.kavveritelecoms.com> and on the website of CDSL at www.evotingindia.com, immediately after the declaration of results by the Chairman or a person authorized by him in writing and the same shall be communicated to NSE and BSE. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the date of the EGM i.e. February 28, 2025.
6. Electronic copy of the Notice of EGM is uploaded on the website of the Company at <http://www.kavveritelecoms.com> and are being sent to all the Members whose email IDs are registered with the Company/Depository Participant(s)/RTA for communication purposes. The Notice of EGM is also accessible on the websites of BSE and NSE. Further, the Notice of EGM is also available on the website of CDSL at www.evotingindia.com.
7. (i) Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013; (ii) Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013; and (iii) any other documents as may be required will be made available for inspection to the Members during the EGM. Further, all the documents referred to in this Notice and Explanatory Statement will also be made available for inspection without any fees by the Members and Members seeking to inspect such documents can send an email to the Company at companysecretary@kaveritelecoms.com.
8. The Company has designated email addresses - companysecretary@kaveritelecoms.com for redressal of Investors' and Shareholders' complaints/grievances. For any investor related queries, you are requested to write to us at the above mentioned email addresses.



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9. The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 9.00 a.m. on 25th, February 2025 and will end at 5.00 p.m. on 27th February 2025. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 20th February 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided 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 would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:



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Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) 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 company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 and you will be re-directed to e-Voting service



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	<p>provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is 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</p> <p>3) 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 hold 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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website. Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL.

Login type	Helpdesk details
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 022-23058738 and 22-23058542-43.



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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 toll free no.: 1800 1020 990 and 1800 22 44 30
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(iv) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password



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(Formerly Kavveri Telecom Products Limited)

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Phone No.: +91 80 41215999 Website: www.kavveritelecoms.com

Email Id: companysecretary@kavveritelecoms.com CIN:L85110KA1996PLC019627

field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant Kavveri Telecom Products Limited on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.



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-
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cskavveritelecomproducts@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

- 1) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested) scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- 2) For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
- 3) For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Nehal Naleen Vora, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

10. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to Integrated Registry Management Services Private Limited (formally M/s. Integrated Enterprises (India) Ltd) Investor Service Department of the Company immediately.
11. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to M/s. Integrated Registry Management Services Private Limited / Investor Service Department of the Company.

12.



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13. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter.

Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND / OR REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

In terms of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all the material facts relating to the above Special Business of the accompanying Notice:

Item No. 1:

INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

In order to increase the capital base, the Company is required to issue new shares / Convert Warrants. Such issue of new shares / Warrant Conversion cannot be beyond the Authorized Capital of the Company. Hence, it is proposed to increase the Authorized Capital of the Company.

The Board of Directors of the Company in their meeting held on 5th Day of February, 2025 approved the above-mentioned Increase in the Authorised Capital of the Company.

In accordance with the provisions of Section 13 read with Section 61 of the Companies Act, 2013 the Increase of Authorised Capital of the Company requires the consent of the members by passing Ordinary Resolution. Accordingly, resolutions mentioned in the Notice are recommended for your Acceptance.

None of Directors, KMP's and Relatives of Directors and KMP of the Company are in any way, concerned or interested in the resolution, except to the extent of their shareholding in the Company.



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Item No. 2:

APPOINTMENT OF MR. LAKSHMIPURAM RAJAGOPALACHAR VENUGOPAL (DIN: 01058716) AS NON-EXECUTIVE, NON-INDEPENDENT DIRECTOR OF THE COMPANY:

Mr. Lakshmipuram Rajagopalachar Venugopal (DIN: 01058716) was appointed as an Additional Director of the company on 07th November, 2024 in terms of Section 161 (1) of the Companies Act, 2013 in the category of 'Non-Executive Non-Independent' in terms of the Companies Act, 2013. Mr. Lakshmipuram Rajagopalachar Venugopal, an Additional Director holds the office up to the date of the next general meeting or within a time period of three months from the date of appointment, whichever is earlier i.e 6th February 2025.

Mr. Lakshmipuram Rajagopalachar Venugopal is not disqualified from being appointed as a Non-Executive Non-Independent Director in terms of Section 164 of the Act and has given his consent to act as Director (in the category of Non-Executive Non-Independent).

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Lakshmipuram Rajagopalachar Venugopal (DIN: 01058716) as a Non-Executive Non-Independent.

In order to ensure compliance with the provisions of Section 152 of the Companies Act, 2013 read with Rules made there under and Schedule IV of the Act, it is proposed that approval of the shareholders be accorded for the appointment of Mr. Lakshmipuram Rajagopalachar Venugopal (DIN: 01058716) as 'Non-executive Non-Independent Director' for a term up to 5 (five) consecutive years commencing from 01.03.2025 to 28.02.2030 (both inclusive).

Accordingly, the Board of Directors recommends the passing of the above resolution as an Ordinary Resolution as set out in the item no. 2 of the notice for appointment of Mr. Lakshmipuram Rajagopalachar Venugopal. Save and except Mr. Lakshmipuram Rajagopalachar Venugopal, being an appointee, none of the other Directors/Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, in the Resolution set out in the notice.



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Item No. 3:

REGULARIZATION OF ADDITIONAL EXECUTIVE DIRECTOR, MR. SANKETHRAM REDDY CHENNA REDDY (DIN: 10862507) BY APPOINTING HIM AS EXECUTIVE DIRECTOR OF THE COMPANY:

Mr. Sankethram Reddy Chenna Reddy (DIN: 10862507) was appointed as an Additional Director of the company on 31st December, 2024 in terms of Section 161 (1) of the Companies Act, 2013 in the category of 'Executive Non-Independent' in terms of the Companies Act, 2013. Mr. Sankethram Reddy Chenna Reddy, an Additional Director holds the office up to the date of the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Mr. Sankethram Reddy Chenna Reddy is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director (in the category of Executive Director).

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Sankethram Reddy Chenna Reddy (DIN: 10862507) as an Executive Director.

In order to ensure compliance with the provisions of Section 152 of the Companies Act, 2013 read with Rules made there under and Schedule IV of the Act, it is proposed that approval of the shareholders be accorded for the appointment of Mr. Sankethram Reddy Chenna Reddy (DIN: 10862507) as 'Executive Director' for a term up to 5 (five) consecutive years commencing from 01.03.2025 to 28.02.2030 (both inclusive).

Accordingly, the Board of Directors recommends the passing of the above resolution as an Ordinary Resolution as set out in the item no. 3 of the notice for appointment of Mr. Sankethram Reddy Chenna Reddy. Save and except Mr. Sankethram Reddy Chenna Reddy, Executive Director, being an appointee and Mr. Chennareddy Shivakumarreddy and Ms. Rajpeta Kasturi Hanumentharedy being relatives of the appointee, none of the other Directors/Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, in the Resolution set out in the notice.



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Item No. 4:

APPROVAL OF RELATED PARTY TRANSACTION.

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Effective from April 1, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

The Company proposes to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on February 5, 2025, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

Accordingly, the Board of Directors recommends the passing of the above resolution as an Ordinary Resolution as set out in the item no. 4 of the notice. Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular dated November 22, 2021 is provided herein below:

Material Related Party Transactions by The Company



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Resolution Item No. 4: Particulars of Material Related Party Transactions.

Sl. No	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Samoro Telecoms Private Limited Under the control of same management.
2.	Type, tenure, material terms and particulars	<ul style="list-style-type: none">• Sale and purchase of goods• Five years from FY 2024-25 onwards
3.	Value of the transaction	The value per year for sales is about Rs 3 crore and for purchases Rs 10 crore and terms are as per normal business terms with any other vendor or customer (Aggregately Rs. 65 Crores in five years)
4.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	830% of the annual consolidated turnover of the company for financial year 2023-2024
5.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i. details of the source of funds in connection with the proposed transaction; ii. where any financial indebtedness is incurred to make or give loans,	Not Applicable



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	<p>inter-corporate deposits, advances or investments,</p> <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; <p>iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>iv. the purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT</p>	
6.	Justification as to why the RPT is in the interest of the listed entity	These arm length transactions are being done in the interest of Kavveri Defence and Wireless Technologies Limited
7.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable
8.	Any other information that may be relevant	The pricing and other terms are as per the normal business terms with any other customer or vendor

Item No. 5:

RATIFICATION OF RELATED PARTY TRANSACTION.

As per Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members by way of Ordinary Resolution is required for material related party transactions (i.e. transactions exceeding 10% of the consolidated turnover of the Company as per the latest audited financial statements). Transactions between your Company and Samoro Telecoms Private Limited exceeded the threshold limit of 10% of the annual consolidated turnover during the Q1 to Q3 of the financial Year 2024-2025 as detailed in the table below:



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Name of Related Party	Nature of Related Party Relationship	Nature of Transaction	Value of Transaction	% of consolidated turnover for the financial year 2023-2024
Samoro Telecoms Private Limited	Under the control of same management.	<ul style="list-style-type: none">• Sales• Purchase	<ul style="list-style-type: none">• 1,46,79,160• 1,99,09,141	<ul style="list-style-type: none">• 92%• 125%

All the transactions were on continuing basis and were undertaken on arm's length basis and in the ordinary course of business.

For the period commencing from 1st April, 2024, the Audit Committee/ Board had recommended and approved the above-mentioned contracts/ arrangements/ transactions for consideration of the members.

Date: 06.02.2025

Place: Bangalore

By order of the Board

**For KAVVERI DEFENCE & WIRELESS
TECHNOLOGIES LIMITED**

Sd/-

**CHENNAREDDY SHIVAKUMARREDDY
Managing Director**

DIN: 01189348

Address: 31-36, 1st Floor, 1st Main 2nd Stage
Arakere Mico Layout Bannerghatta Road,
Bangalore KA 560076 IN



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ATTENDANCE SLIP

I/We.....R/o..... hereby record my/our presence at the Extraordinary General Meeting of the Company on Friday, 28th day of February, 2025 at 10.00 A.M at No. 31-36, I Main, II Stage, Arekere MICO Layout, Bannerghatta Road, Bangalore 560 076

DPID * :	Folio No. :
Client Id * :	No. of Shares :

* Applicable for investors holding shares in electronic form.

Signature of shareholder(s)/proxy

Note:

1. Please fill this attendance slip and hand it over at the entrance of the hall.
2. Please complete the Folio / DP ID-Client ID No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.
3. Electronic copy of the Notice of the Extraordinary General Meeting (EGM) along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/ Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the EGM can print copy of this Attendance Slip.
4. Physical copy of the Notice of the Extraordinary General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.

PROXY FORM

Name of the member (s):	E-mail Id:
	No. of shares held
Registered address:	Folio No.
	DP ID*.
	Client ID*.

* Applicable for investors holding shares in electronic form.

I/We being the member(s) of the above named Company hereby appoint:

Si. No.	Name	Address	Email address	
1				or failing him
2				or failing him
3				

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on Friday, 28th day of February, 2025 at 10.00 A.M at No. 31-36, I Main, II Stage, Arekere MICO Layout, Bannerghatta Road, Bangalore 560 076 and at any



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adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

Si. No.	Resolution	For	Against
1			
2			
3			
4			
5			

** It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Signed this day of..... 2025

Signature of shareholder.....

Signature of Proxy holder(s) (1).....

Signature of Proxy holder(s) (2).....

Signature of Proxy holder(s) (3).....

Affix
Revenue
Stamp not
less than
Re.0.15

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
5. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Extraordinary General Meeting.
6. Please complete all details including details of member(s) in above box before submission.