

Date: 30.05.2024

To
BSE Limited,
Phiroze Jeejeebhoy 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

Scrip Code: 590041

NSE Symbol: KAVVERITEL

Sub: Secretarial Compliance Report under Regulation 24(A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

With reference to the caption subject, in terms of Regulation 24(A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclosed herewith Secretarial Compliance Report for the financial year ended March 31, 2024.

Request you to kindly take the same on records.

Thanking You,

Yours faithfully,

For Kavveri Telecom Products Limited


Chennareddy Shivakumarreddy
Managing Director
DIN: 01189348

**SECRETARIAL COMPLIANCE REPORT OF
KAVVERI TELECOM PRODUCTS LIMITED
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024**

I, Guruprasada Bhat, Practising Company Secretary have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **KAVVERI TELECOM PRODUCTS LIMITED** (hereinafter referred as 'the listed entity'), having CIN: L85110KA1996PLC019627 and having Registered Office at Plot No.31-36, 1st Floor, 1st Main 2nd Stage Arakere Mico Layout Bannerghatta Road, Bangalore 560076. Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my/our observations thereon. Based on my/our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that the listed entity has, during the review period covering the financial year ended on 31.03.2024 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

I, Guruprasada Bhat, Practising Company Secretary have examined:

- (a) all the documents and records made available to me and explanation provided by **KAVVERI TELECOM PRODUCTS LIMITED** ("the listed entity"), the filings/ submissions made by the listed entity to the stock exchanges,
- (b) website of the listed entity,
- (c) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March, 2024 ("Review Period") in respect of compliance with the provisions of:
 - (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



- (d) Securities and Exchange Board of India (Buy back of Securities) Regulations, 2018;
 (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
 (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
 (h) circulars/ guidelines issued thereunder;

and based on the above examination, I/We hereby report that, during the Review Period:

- I.
 (a) I hereby report that, during the Review Period:(**) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Si. No.	Compliance Requirement (Regulations/ circulars/ guide-lines including specific clause)	Regulations/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
01	Regulation 31 of SEBI LODR – Shareholding Pattern Quarter ended 30 th June 2023	Regulation 31 of SEBI LODR	Delay in filing the Shareholding Pattern	NSE	Fine	Delay in filing the Shareholding Pattern	Rs. 32,000/-	As explained by the listed entity, due to some queries raised by the NSE on the Q4 Shareholding Pattern, the company could not be able to file the Q1 Shareholding Pattern, without filing the Q4 revised Shareholding Pattern. Further, the company requested the extension of time to file the Shareholding Pattern with NSE, however the same has been denied by the	The Listed entity will ensure the Compliances in future.	Apart from the observation, the Listed entity had complied with the provisions during the current review period.

							NSE.			
02	Regulation 31 of SEBI LODR - Shareholding Pattern Quarter ended 30 th September 2023	Regulation 31 of SEBI LODR	Delay in filing the Shareholding Pattern	NSE	Fine	Delay in filing the Shareholding Pattern	Rs. 286,000/-	As explained by the listed entity, due to some queries raised by the NSE on the Q4 Shareholding Pattern, the company could not be able to file the Q2 Shareholding Pattern, without filing the Q4 revised Shareholding Pattern. Further, the company requested the extension of time to file the Shareholding Pattern with NSE, however the same has been denied by the NSE.	The Listed entity will ensure the Compliances in future.	Apart from the observation, the Listed entity had complied with the provisions during the current review period.
03	Regulation 6 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015	Regulation 6 of SEBI LODR	Company has not appointed Company Secretary and the Compliance officer for two days.	NSE	Fine	Company has not appointed Company Secretary and the Compliance officer for two days.	Rs. 2,000/-	Company has not appointed Company Secretary and the Compliance officer for two days.	Due to unavailability of the Company Secretary and the Compliance officer company fails to appoint. However, Company Secretary and the Compliance	Company Secretary and the Compliance officer has been appointed from 6 th September 2023.

									Compliance officer has been appointed from 6 th September 2023.	
04	Regulation 6 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015	Regulation 6 of SEBI (LODR)	Typo in announcement of Appointment of Company Secretary & Compliance Officer	NSE	Fine	Typo in announcement of Appointment of Company Secretary & Compliance Office	Rs. 92,000/-	As Company has appointed Ms. CS Ankita Chowdhary as a Company Secretary and the Compliance officer of the Company with effect from 6th day of September 2023 to 29th February 2024. Since Company Secretary and the Compliance officer was appointed for the said period, there is no noncompliance in the said period.	There were typo in announcement of the Company Secretary and the Compliance officer. Hence there were no noncompliance in the said period.	The Company Secretary and the Compliance officer was appointed for the said period, there were no noncompliance in the said period.
05	Regulation 23(9) of SEBI (LODR) Regulations, 2015	Regulation 23(9) of SEBI (LODR)	Delay in filing the Related Party Transaction.	NSE	Fine	Delay in filing the Related Party Transaction.	Rs. 15,000/-	There is a delay in filing the Related Party Transaction.	The Listed entity will ensure the Compliances in future.	There is a delay in filing the Related Party Transaction.
06	Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Regulation 44(3) of the SEBI (LODR)	Listed entity shall submit to the stock exchange, within forty eight hours of conclusion of its	NSE	Fine	Listed entity shall submit to the stock exchange, within forty eight hours of conclusion of its General Meeting, details	Rs. 10,000/-	Voting Results, Listed entity failed to submit to the stock exchange, within forty eight hours of conclusion of its General Meeting	Due to technical issue in the NSE portal, we could not file the same before two working days from the date of AGM and the same	Due to technical issue in the NSE portal, listed entity not submitted results within forty eight

			General Meeting						has been intimated to the exchange.	hours of conclusion of its General Meeting
07	Regulation 17(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Composition of Board of Directors.	Regulation 17(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The board of directors of the top 2000 listed entities shall comprise of not less than six directors.	NSE	Fine	Number of Directors in the company is below the number as specified under Regulation 17(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Rs. 3,95,000/-	The company should be compliant by appointing one more Independent Director to the Board.	Company is in the process of finding the best candidate to be appointed as an Independent Director of the Company.	The company should be compliant by appointing one more Independent Director to the Board.

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulations/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
01	Regulation 29(2)/29(3) of SEBI LODR - Prior Intimation of Board Meeting	Regulation 29(2)/29(3) of SEBI LODR	Delay in intimating the Board Meeting	NSE	Fine	Delay in intimating the Board Meeting	Rs. 10,000/-	The Listed entity should not deviate from any compliances and should follow the timelines strictly.	The Listed entity shall take care of the Compliances in future.	The Listed entity had complied with the provisions during the current review period.

				NSE	Fine					
02	Regulation 33 of SEBI LODR Intimation of Financials for the year 2022-2023	Regulation 33 of SEBI LODR	Delay in filing the Financials for the year 2022-2023			Delay in filing the Q2 Financials for the year 2022-2023	Rs. 10,000/-	The Listed entity should not deviate from any compliances and should follow the timelines strictly.	The Listed entity shall take care of the Compliances in future.	The Listed entity had complied with the provisions during the current review period.
03	Regulation 31 of SEBI LODR Shareholding Pattern Quarter ended 31 st March 2023	Regulation 31 of SEBI LODR	Delay in filing the Shareholding Pattern			Delay in filing the Shareholding Pattern	Rs. 2,000/-	As explained by the listed entity, due to some queries raised by the NSE on the Q3 Shareholding Pattern, the company could not be able to file the Q4 Shareholding Pattern, without filing the Q3 revised Shareholding Pattern. Further, the company requested the extension of time to file the Shareholding Pattern with NSE, however the same has been denied by the NSE.	The Listed entity shall take care of the Compliances in future.	The Listed entity had complied with the provisions during the current review period.

II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
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1.	Compliances with the following conditions while appointing/ re-appointing an auditor		
	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	YES	NIL
2.	Other conditions relating to resignation of Statutory Auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/ its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/ material subsidiary such as non-availability of information/ non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information/ explanation from the company, the auditor has informed the Audit Committee the details of information /explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to</p>	YES	NIL

5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as Other subsidiaries	YES	NIL
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	YES	NIL
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/ during the financial year as prescribed in SEBI Regulations.	YES	NIL
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	YES	NIL
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	No	There is some delay in filing disclosures under SEBI Regulations. Company needs to stick to the compliance requirements of SEBI Regulation.
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	NIL
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action (s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	NO	Stock Exchange and THE SUPREME COURT OF INDIA had levied the penalty for noncompliance under SEBI LODR Regulations.
12.	Additional Non-compliances, if any: No additional non compliance observed for any SEBI regulation/ circular/ guidance note etc.	NA	NA



	resign as mentioned above and communicate its views to the management and the auditor.		
	ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI/ NFRA in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.	NA	NIL
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18 th October, 2019.	YES	NIL

III. I/we hereby report that during the review period the compliance status of the listed entity is appended as below:

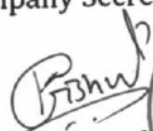
Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under Section 118 (10) of the Companies Act, 2013 and mandatorily applicable.	YES	NIL
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/ circulars/ guidelines issued by SEBI 	YES	NIL
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none"> The Listed entity is maintaining a functional website Timely dissemination of the documents/ information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27 (2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	YES No Yes	Website of the company needs to be updated as per the SEBI regulation.
4.	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	YES	NIL



Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For G Bhat & Associates
Company Secretaries


CS Guruprasada Bhat
Company Secretary in Practice

M. No.: F11713

CP. No.: 18963

UDIN: F011713F000497187



Place: Bangalore
Date: 30/05/2024