



19.04.2013

The Manager - Listing
Bangalore Stock Exchange Limited
No. 51, Stock Exchange Towers
1st Cross, J C Road
Bangalore 560 027

Dear Sir/ Madam,

Sub: Postal ballot notice and form - Reg

Please find enclosed the copy of Postal Ballot Notice along with the postal ballot form circulated to the shareholders of the Company. This is submitted in terms of Clause 31 of the Listing Agreement for your information and records.

Thanking you.

Yours faithfully,

For KAVVERI TELECOM PRODUCTS LIMITED

L. Nicholas
Director - R&D

- Copy to:
- (1) The Manager - Listing
National Stock Exchange of India Ltd.
Bandra Kurla Complex, Bandra (E), Mumbai- 400051
 - (2) The Manager - Listing
The Stock Exchange, Mumbai
25th Floor, P J Towers, Dalal Street
Mumbai 400 001



KAVVERI TELECOM PRODUCTS LIMITED

Regd Office: Plot No.31-36, I Main, II Stage, Arakere MICO Layout,
Bannerghatta Road, Bangalore - 560.076

POSTAL BALLOT FORM

Sl. No.

Please read the instructions printed overleaf carefully before completing this form.

1. *Name(s) and address of the Share Holder(s) (in block letters) (including joint-holders, if any) :

2. Registered Folio Number /
DP ID No. / Client ID No. * :
*(Applicable to Members holding
Shares in dematerialised form)

3. Number of Equity Shares held :

4. I/We hereby exercise my/our vote in respect of the Ordinary Resolution to be passed through Postal Ballot as stated in the Notice dated 8th April, 2013 by conveying my/our assent or dissent to the said Ordinary Resolution by placing a tick (✓) at the appropriate box below:

Description	Number of Equity Shares	I/We Assent to the Resolution (FOR)	I/We Dissent to the Resolution (AGAINST)
Ordinary resolution under sub-section (6) of section 224 of the Companies Act, 1956 for Appointment of Statutory Auditor in casual vacancy.			

Place:

Date:

(Signature of the Shareholder)

INSTRUCTIONS

1. A Member desirous of exercising vote by Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier at the expense of the Member but using the postage pre-paid envelope will also be accepted.
2. The Postal Ballot Form should be signed by the Member as per specimen signature registered with the Company. In case, shares are jointly held, this Form should be completed and signed (as per specimen signature registered with the Company) by the first named member and in his/her absence, by the next named member. Holders of Power of Attorney (POA) on behalf of member may vote on the Postal Ballot mentioning the registration No. of the POA or enclosing an attested copy of POA.
3. Unsigned Postal Ballot Form will be rejected.
4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on Saturday, 18th May 2013. Postal Ballot Forms received after that date will be strictly treated as if reply from such member has not been received. The Members are requested to send the duly completed Postal Ballot Forms well before 18.05.2013 providing sufficient time for postal transit. Facility of voting through electronic mode is not being provided by the Company.
5. The voting shall be reckoned in proportion to a Member's share of the paid up equity share capital of the Company as on the cut-off date i.e. 12th April 2013.
6. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority and preferably with attested specimen signature(s) of the duly authorized signatory(s) giving requisite authority to the person voting on the Postal Ballot Form.
7. Members are requested not to send any paper (other than the resolution/authority as mentioned under item Nos. 2 & 6 above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
8. The exercise of vote by Postal Ballot is not permitted through proxy.
9. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of Joint Member(s).
10. Incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected.
11. Members are requested to fill the Postal Ballot Form in indelible ink (and avoid filling it by using erasable writing medium/s like pencil)
12. The Scrutinizer's decision on the validity of a Postal Ballot shall be final.
13. The result of the voting on the resolutions will be declared at the Registered Office of the Company on Monday, 20th May 2013. The results will thereafter be also informed to the stock exchanges, hosted on the Company's website www.kaveritelecoms.com and published in newspapers.
14. The item of business covered by this Postal Ballot will not be transacted at any General Meeting even though Members who have not exercised their franchise through Postal Ballot might be present in person or through proxy at the meeting.
15. Copy of documents referred to in the accompanying explanatory statement are open for inspection at the Registered office of the Company on all working days, between 10.00 A.M. to 5.00 P.M. upto the date of declaration of the result of Postal Ballot.



KAVVERI TELECOM PRODUCTS LIMITED

Regd Office: Plot No.31-36, I Main, II Stage, Arakere MICO Layout,
Bannerghatta Road, Bangalore - 560 076

POSTAL BALLOT

(Notice pursuant to Section 192A of the Companies Act, 1956)

To

The Members of the Company,

Notice is hereby given that the draft Resolution set out below is proposed to be passed through Postal Ballot in accordance with Section 192A of the Companies Act, 1956 ('the Act') read with the Rules made there under.

An Explanatory Statement pursuant to Section 173(2) of the Act setting out all material facts relating to the Resolution is annexed hereto along with a Postal Ballot Form for consideration of Members.

The Board has appointed Ms. Varsha V Shenoy, Practicing Company Secretary, as Scrutinizer for conducting the voting process through Postal Ballot in accordance with the law and in a fair and transparent manner. Members are requested to read carefully the instructions printed in the Postal Ballot Form and return the said Postal Ballot Form duly completed, in the attached self-addressed postage prepaid envelope so as to reach the Scrutinizer on or before 18th May 2013. The Scrutinizer will submit the Report and the result of the Postal Ballot shall be announced at the Registered Office of the Company on 20th May 2013.

SPECIAL BUSINESS:

Item No.1:

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

"RESOLVED THAT pursuant to the provisions of Section 224(6) and other applicable provisions, if any, of the Companies Act, 1956, consent be and is hereby accorded for the appointment of M/s. P. Murali & Co., Chartered Accountants, as Statutory Auditors of the Company to fill the casual vacancy caused by resignation of M/s. S Janardhan & Associates, Chartered Accountants, and to hold office till the conclusion of the next Annual General Meeting of the Company on the terms of remuneration to be decided by the Board of Directors from time to time."

For and on Behalf of Board
Kavveri Telecom Products Limited

Sd/-

C Shiva Kumar Reddy
Managing Director

Registered Office:
No. 31 to 36, 1st Main, 2nd Stage,
Arakere MICO Layout,
Bannerghatta Road, Bangalore - 560076

Place: Bangalore
Date : 08-04-2013

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE
COMPANIES ACT, 1956**

Item No.1

M/s. S Janardhan & Associates, Chartered Accountants, were appointed as Statutory Auditors of the Company at the 17th Annual General Meeting of the Company held on 29.09.2012 to hold office till the conclusion of the forthcoming Annual General Meeting. The said auditors vide their letter dt. 25.03.2013 has submitted their resignation as Auditors of the Company with immediate effect.

As per the provisions of Section 224(6) (a) of the Companies Act, 1956, the Board of Directors of the Company, proposes to appoint M/s. P. Murali & Co., Chartered Accountants, as Statutory Auditors of the Company to hold office till the conclusion of the ensuing Annual General Meeting on such remuneration as may be decided by the Board from time to time.

A certificate has been received from M/s. P. Murali & Co., Chartered Accountants, to the effect that they are qualified for appointment as Statutory Auditors of the Company and the proposed appointment if made by the Company will be within the limits specified under Section 224(1B) of the Companies Act, 1956.

The Board recommends the resolution for the approval of the shareholders through Postal ballot in terms of the provisions of Section 192A of the Companies Act, 1956 read with Postal Ballot Rules.

None of the Directors are in any way concerned or interested in the said resolution.

For and on Behalf of Board
Kavveri Telecom Products Limited
Sd/-
C Shiva Kumar Reddy
Managing Director

Registered Office:
No. 31 to 36, 1st Main, 2nd Stage,
Arakere MICO Layout,
Bannerghatta Road, Bangalore - 560076

Place: Bangalore
Date : 08-04-2013