Chairman's message

Dear Shareholders,

I am privileged to present on behalf of the Board of Kavveri Telecom Products Limited., the 28th Annual Report of the company for the financial year ended March 31, 2023.

The Year 2022 was a revolutionary year for the Indian telecom Industry with some high decibel, stand-out developments and regulatory initiatives taken to boost the digital economy. The launch of 5G services was big turning point, ushering the technological advancement and connected ecosystem. It was also encouraging to see multifaceted telecom reforms and announcements made in Union Budget 2023 that shows positive outlook and growth potential of the telecom industry and become a defining sector of the decade.

GSMA's ' Government Leadership Award 2023' to India is a testimony showing global confidence in India telecom industry's growth backed by strong regulatory reforms and initiatives driven by the telecom ministry around spectrum auctions, digital inclusion, sustainability, next generation technology innovations, and enhanced consumer welfare.

Roadmap 2023 and beyond – India ahead with setting forth the 6G vision for India

Bharat 6G vision document aims to facilitate finance R&D, design, and development of 6G technologies by Indian Startups, research bodies, and universities to enable India to become a leading global supplier of IP, products, and solutions for affordable 6G telecom solutions. Phase 1(2023 to 2025) is expected to explore ideas, risky pathways, and proof-of-concepts tests. Phase 2 (2026-2028) is expected to develop ideas, establish use cases and benefits, create IP, and set up test beds for commercialization.

The telecommunications industry in India is at a turning point, as technological advancements pave the way for a new era of connectivity. From the long-awaited arrival of 5G to the increasing importance of public cloud, cyber security, and the rise of artificial intelligence (AI), we take a sneak peek at the key developments shaping the industry. India's telecommunication network is the second largest in the world by number of telephone users (both fixed and mobile phone) with 1179.49 million subscribers as on 31 January 2021. It has some of the most economical call tariffs in the world enabled by mega telecom operators and hyper-competition among them Telecommunication has contributed to the socioeconomic development of India and has played a significant role in the rural-urban digital divide to some extent. It also has helped to increase the transparency of governance with the introduction of e-governance in India.

The government has practically used modern telecommunication facilities to deliver mass education programs for the rural folk of India. The telecommunications industry is at a turning point, with technological advancements paving the way for a new era of connectivity.

From the long-awaited arrival of 5G to the increasing importance of public cloud, cyber security, and the rise of artificial intelligence (AI), let's take stock of the key developments shaping the industry. With the growth of cloud computing, the increasing adoption of digital transformation, and the growing reliance on cloud BSS and billing platforms, it is clear that the future of telecom is both exciting and challenging.

So, here are the top telecom industry trends we can expect in the year 2023

Mobile downloads are more speedy than before: It will not be a surprise to anyone that mobile download speeds in India will improve in 2023. This is because of multiple reasons, including the rollout of 5G as well as the 4G expansion. The median mobile download speed in India in Nov 2021 was 14.39 Mbps, which went up to 18.26 Mbps in November 2022. India also climbed seven spaces in the Speedtest Global Index ranking from 112th place in November 2021 to 105th place in November 2022.
Quick 5G Rollout to get Subscribers commercializing 5G and winning consumers will be a priority for telecom operators in 2023. This is true as even Airtel's CEO, Gopal Vittal, said that 5G presents an opportunity for the company to add subscribers in the short term. Both Jio and Airtel are rolling out 5G at a rapid pace to cover the entire nation as fast as possible. Kechiche noted that BSNL plans to upgrade the 4G

technology stack to 5G. Ookla's consumer survey suggests that 48% of the respondents want to upgrade to 5G as soon as it is available in their area.

Right now, only Airtel and Jio are rolling out 5G. Vodafone Idea (Vi) customers would either have to go to Airtel or Jio's network to experience 5G on their mobiles.

Satcom to Disrupt Indian Telecom Landscape: Satellite communications (Satcom) would disrupt the Indian telecom landscape in 2023, believes Kechiche. Jio Satellite Communications Ltd and One Web have already received a GMPCS license under the unified license by the Department of Telecommunications (DoT). More companies, such as Star Link, want to penetrate the Indian market with their satellite broadband services, as India is still a market where fixed broadband connections have just reached 10% of households. India's National Broadband Mission highlights satellite as part of the technology mix to extend broadband connectivity across India.

5G FWA: Regarded as one of the most user-friendly, the 5G FWA (fixed wireless access) has been pretty successful in markets such as South Africa, the United States, and the Philippines. The interest in 5G FWA is growing in India as well. Overall, 5G technology will significantly change how we use technology and communicate with each other. Communication service providers and businesses that embrace 5G and its monetization opportunities will be well-positioned to succeed in the long run.

Hyper scalers prompt cloud computing: In the past three years, cloud computing has gained popularity as more companies have turned to digital service delivery to respond to the global pandemic. By 2026, the global hyper-scale cloud market is estimated to reach US$693.49 billion, according to Research and Markets. The global hyper-scale cloud market is expected to grow by 2026. This potentially industry-changing technology is something that telcos should keep an eye on. One of the most significant factors influencing the hyper-scale cloud market is the growing adoption of hyper-scalers among SMEs in developing markets. Due to physical infrastructure and consistent technological evolution, SMEs are always looking for ways to curb IT costs and overcome the challenges related to data security, digitization and high CAPEX.

2023 is shaping up to be one of the most transformative years for the telecom industry. These five trends will bring technological revolution, digital transformation, better data security, improved Quality of Service (QoS), and new revenue opportunities for telcos. And the adoption of these trends is a must to remain competitive and overcome future challenges.

Signposts for the future

In 2023, Communications Service Provider (CSPs) have many opportunities to deliver advanced connectivity and higher performance for customers while reinforcing their own value and competitiveness. They will likely also face challenges to manage costs while scaling capital-intensive infrastructure like 5G FWA and fiber networks and to evolve their networks to provide greater low-latency capabilities with edge computing. Ultimately, these efforts will likely require more collaboration and coordination across an ecosystem of CSPs, hyperscale cloud providers, governments, investors, and an array of equipment manufacturers.

In 2023, CSPs will likely partner with other service providers for compelling consumer bundles, with private investors to share costs and risk and accelerate deployments, with communities and underserved areas to extend broadband access and enable the many opportunities it brings, and with providers across their supply chains to lower energy use and associated operational costs and to reduce the amount of waste and emissions generated by their footprints.

Such partnerships should make for a stronger industry that is well positioned to deliver value to its consumer and enterprise customers. Still, CSPs face uncertainty with macroeconomic factors around inflation, interest rates, cost of capital, and consumer belt-tightening, as well as the impact of emerging and maturing technologies on their business models.

In 2023, we expect certain signposts to emerge. The number of FWA and MVNO bundle subs will likely grow again, but all eyes will be on overall net subscriber additions. Edge computing will also likely grow at double digits, but how much of the “solution stack” will CSPs choose to develop themselves. These are just a few of the many factors that CSPs will navigate in 2023.

Telecom Services Market Size & Forecast

The telecommunication services market size is estimated to grow at a CAGR of 6.13% between 2022 and 2027. The market size is forecast to increase by USD 625.5 billion. The market growth is influenced by multiple factors, including the growing demand for broadband, the occurrence of mergers and acquisitions, and the surge in global mobile data traffic. Along with this regulatory compliance, vendor competition, and environmental concerns are key factors impacting the market. Compliance with regulations ensures adherence to standards and promotes fair competition. Increasing competition drives innovation and improved customer experiences. Growing environmental concerns influence consumer preferences for eco-friendly products. These factors shape strategies and contribute to market growth.

Key Telecom Services Market Driver

Increased demand for broadband is the key factor driving the growth of the Global telecom service market.

The widespread use of the Internet has led to an increased demand for high-speed broadband connections. This has forced telecom companies to upgrade their network infrastructure to support faster speeds and higher bandwidths. As the world becomes more connected, the demand for telecom services is growing rapidly. People and businesses require fast and reliable connectivity to stay connected with each other, access information and services, and conduct their daily activities. Mobile devices such as smartphones and tablets have become ubiquitous, with billions of people around the world now using them. This has led to a significant increase in the demand for mobile data services, such as internet access and messaging.

The COVID-19 pandemic has led to a surge in remote work, which has increased the demand for broadband as workers require reliable, high-speed Internet connections to work effectively from home. The popularity of streaming services such as Netflix, Hulu, and Amazon Prime Video has increased the amount of data being transmitted over broadband networks. Thus, high demand for Internet and broadband will boost the growth of the global telecom services market during the forecast period.

Financial Performance of the Company:

Your Company’s sales on a consolidated basis decreased by 53.83% due to bad market conditions. The company recorded a total of ₹ 372.05/- Lakhs revenue as compared to Rs. 691.53 Lakhs of previous financial year.

Finally, I would like to convey my sincere gratitude to my esteemed colleagues on the Board for their valuable advice and guidance which ensures that your company adheres to its principles, policies and processes and successfully meets the various challenges arising in these difficult times.

Thank you.

Sd/-

Chennareddy Shivakumarreddy
Chairman
DIN: 01189348

KAVVERI TELECOM PRODUCTS LIMITED
(L85110KA1996PLC019627)

BOARD OF DIRECTORS

Name of the Director	DIN	Designation
Mr. CHENNAREDDY SHIVAKUMARREDDY	01189348	Chairman and Managing Director
Ms. RAJPETA KASTURI HANUMENTHAREDDY	00291851	Whole Time Director (Operations)
Mr. SHANKARNARAYAN SRIKANTIAH BANGALORE	00269705	Independent Director
Mr. LAKSHMIPURAM RAJAGOPALACHAR VENUGOPAL	01058716	Independent Director
Mr. KEERTHI NARAYAN	06745995	Independent Director
Mr. ABHISHEK PADMANABHA DESAI	08828702	Independent Director

COMPLIANCE OFFICER
Ms. CHENNAREDDY SHIVAKUMARREDDY ,
Compliance Officer
(Appointed w.e.f August 14, 2023)

STATUTORY AUDITORS
M/s. J K Chopra & Associates, Chartered Accountants
Bhiki Kunj, 2203, 23rd Cross, 5th Main,
Banashankari II Stage, Bangalore – 560070

REGISTERED OFFICE
No. 31-36, I Main, II Stage
Arekere MICO Layout
Bannerghatta Road
Bangalore 560 076

LOCATION OF MANUFACTURING FACILITY
Sy. No. 104/2
Suragajakkanahalli Village
KasabaHobli, Anekal Taluk
Bangalore

BANKERS
Andhra Bank,
STATE BANK OF INDIA
AXIS BANK
IDFC Bank

REGISTRAR & SHARE TRANSFER AGENTS
Integrated Registry Management Services Private Limited
30, Ramana Residency,
4th Cross, Sampige Road
Bangalore 560 003
Company E Mail : companysecretary@kavveritelecoms.com
Company Website : www.kavveritelecoms.com

LISTING AT
The National Stock Exchange of India Limited
BSE Limited

ISIN : INE641C01019

NOTICE

NOTICE is hereby given that the 28th Annual General Meeting of the Members of the Company will be held on Saturday, the 30th day of September 2023 at 10.00 A.M at No. 31-36, I Main, II Stage, Arekere MICO Layout, Bannerghatta Road, Bangalore 560 076 to consider the following Business:

ORDINARY BUSINESS:

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

   "**RESOLVED THAT** the Audited Balance sheet as at 31st March, 2023, the Statement of Profit and Loss, notes forming part thereof, the Cash Flow Statement for the year ended on that date and the Consolidated Financial Statements, together with the Reports of the Board of Directors and the Auditor's thereon as circulated to the Members and presented to the meeting be and the same are hereby approved and adopted."

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

   "**RESOLVED THAT** Mr. Chennareddy Shivakumarreddy (DIN: 01189348) Director, who retires by rotation and being eligible, offer himself for re - appointment, be and is hereby re- appointed as a Director of the Company.

SPECIAL BUSINESS:

3. **To Approval for increasing the limits applicable for making investments/extending Loans and giving Guarantees or providing Securities in connection with loans to persons / Bodies Corporate:**

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

"**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013, ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modification thereto or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board"), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, in excess of the limits prescribed under Section 186 of the Act up to an aggregate sum of INR. 1,00,00,00,000 (Indian Rupees One Hundred Crores Only), notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided to, along with the investments, loans, guarantee or security proposed to be made or given by the Board may exceed 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Board of Directors and Company Secretary of the Company, be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

4. To approve borrowing powers of the company and creation of charge / providing of security.

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

"**RESOLVED THAT** in supersession of the passed by the shareholders earlier , the consent of the Company be and is hereby accorded to the Board of Directors of the Company under Section 180(1)(c) and all other applicable provisions if any, of the Companies Act, 2013 read with Articles of Association of the Company, to borrow money for and on behalf of the Company from time to time as deemed by it to be requisite and proper for the business of the Company, but so that the moneys to be borrowed together with the moneys already borrowed by the Company shall not exceed 100 Crores (Rupees One Hundred Crores Only) in excess of the aggregate of its paid share capital and free reserves of the Company as per the latest annual audited financial statements, apart from temporary loans obtained from the Company's bankers in the ordinary course of business."

"**RESOLVED FURTHER THAT** the consent of the Company be and is hereby accorded, in terms of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 to the Board of Directors of the Company to create charge / provide security for the sum borrowed on such terms and conditions and in such form and manner and with such ranking as to priority, as the Board in its absolute discretion thinks fit, on the assets of the Company, as may be agreed to between the Company and the Lenders so as to secure the borrowings by the Company, together with interest costs, charges, expenses and all other monies payable by the Company to the concerned Lenders / Institutions, under the respective arrangements entered into / to be entered by the Company and/or Board."

"**RESOLVED FURTHER THAT** the Securities to be created by the Company for its borrowing as aforesaid may rank with the security already created in the form of mortgage and / or charges already created or to be created in future by the Company as may be agreed to between the Board and concerned parties."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board or any committee or person(s) authorised by the Board, be and is / are hereby authorised to finalise, settle and execute such documents / deeds / writings / papers / agreements as may be required and to do all acts, deeds, matters and things as may in its / his / their absolute discretion deem necessary, proper or desirable and to settle any question(s), difficulty(ies) or doubt(s) that may arise in regard to creating security(ies) as aforesaid or other considered to be in the best interest of the Company."

For and on behalf of the Board of Directors of
KAVVERI TELECOM PRODUCTS LIMITED

Sd/-
Chennareddy Shivakumarreddy Chairman &
Managing Director
DIN: 01189348

Place : Bangalore
Date : 06.09.2023

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. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 23rd September, 2023 to Saturday 30th September, 2023 (both days inclusive). The book closure dates have been fixed in consultation with the Stock Exchanges.

3. The relevant details of Director seeking re-appointment under item no. 2 of this Notice are provided in the Annual Report.

4. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company can now register the same by submitting a duly filled in 'E-Communication Registration Form', available on the website of the Share Transfer Agent of the Company, to Integrated Registry Management Services Private Limited (Formally M/s. Integrated Enterprises (India) Ltd., & previously Alpha Systems Pvt Ltd.), Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.

5. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. No Physical copy of the Notice of AGM, Annual Report and Attendance Slip shall be sent to the members. Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.

6. 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 AGM. 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 AGM 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 22nd September 2023, are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the dispatch of the Annual Report and before the book closure 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 27th, September 2023 and will end at 5.00 p.m. on 29th September 2023. And whoever not voted in this time period, once again the e-voting facility will be enabled on the date of AGM. 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 AGM 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 www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility) www.evotingindia.com

7. **The instructions for shareholders voting electronically are as under:**

(i) The voting period begins on 9.00 a.m. on 27th, September 2023 and will end at 5.00 p.m. on 29th September 2023. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd September 2023 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:

Type of shareholders	Login Method

Individual Shareholders holding securities in Demat mode with **CDSL**	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**	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.nsdl.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 provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 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 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.
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 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.

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.comor contact at 022-23058738 and 22-23058542-43.
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

(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) • 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. • 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 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.
- 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.

8. 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.

9. 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.

10. 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.

11. 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 (1) OF THE COMPANIES ACT, 2013

ITEM NO. 3 – TO APPROVAL FOR INCREASING THE LIMITS APPLICABLE FOR MAKING INVESTMENTS/EXTENDING LOANS AND GIVING GUARANTEES OR PROVIDING SECURITIES IN CONNECTION WITH LOANS TO PERSONS / BODIES CORPORATE

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required. Members may note that pursuant to Section 186 of the Companies Act, 2013 (“Act”), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 100 Crores, as proposed in the Notice.

Accordingly, the Board of Directors of the Company in their meeting held on 06th September, 2023 recommended the resolution as set out in Item No. 3 in the accompanied notice for approval of the Shareholders.

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.

ITEM NO. 4 - APPROVE BORROWING POWERS OF THE COMPANY AND CREATION OF CHARGE / PROVIDING OF SECURITY.

In terms of the provisions of Section 180 (1)(a) and 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot except with the consent of the shareholders by a Special Resolution, borrow moneys, apart from temporary loans, in excess of aggregate of the paid up capital and its free reserves {section 180 (1)(c)) nor the Board can create security or create mortgage, charge and hypothecation over the assets of the Company which would be required to secure aforesaid borrowings ((section 180(1)(a).

Accordingly, the Board of Directors of the Company in their meeting held on 06th September 2023 recommended the resolution as set out in Item No. 4 in the accompanied notice for approval of the Shareholders.

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.

For and on behalf of the Board of Directors of
KAVVERI TELECOM PRODUCTS LIMITED
Sd/-
C. Shivakumar Reddy

CHAIRMAN & MANAGING DIRECTOR
DIN: 01189348

Place : Bangalore
Date : 06.09.2023

ATTENDANCE SLIP

I/We..R/o…………………..................................... hereby record my/our presence at the 28th Annual General Meeting of the Company on Saturday, 30th day of September, 2023 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 Annual Report for 2023 and Notice of the Annual General Meeting (AGM) 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 AGM can print copy of this Attendance Slip.
4. Physical copy of the Annual Report for 2023 and Notice of the Annual 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 ld:
	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 28th Annual General Meeting of the Company to be held on Saturday, 30th day of September, 2023 at 10.00 A.M at No. 31-36, I Main, II Stage, Arekere MICO Layout, Bannerghatta Road, Bangalore 560 076 and at any 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			

** 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................. 2023
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 28th Annual General Meeting.

6. Please complete all details including details of member(s) in above box before submission.

BOARD'S REPORT

Your directors are pleased to present below the 28th Annual Report along with the Consolidated and Standalone Audited Financial Statements for the financial year ended 31st March, 2023.

FINANCIAL RESULTS (₹ IN Lakhs):

Particulars (In ₹ Lakhs)	Consolidated		Standalone*	
	FY23	FY22	FY23	FY22
Total Revenue	24,363.60	691.53	24,014.04	125.51
Profit before exceptional items and tax	**3 ,237.31**	**(1546.95)**	**3,305.24**	**(1470.61)**
Add/Less-Exceptional Items Income/(Expense)	87.74	-	87.74	-
Profit after exceptional items and before Tax	**3 ,149.57**	**(1546.95)**	**3 ,217.50**	**(1470.61)**
Less: provision for tax	**-**	**-**	**-**	**-**
Current tax	-	-	-	-
Tax adjustment relating to earlier years	0.81	-	0.81	-
Deferred tax (credit)/charge	-	262.15	-	262.15
Profit after Tax	**3,148.76**	**(1809.10)**	**3 ,216.70**	**(1732.75)**
Other comprehensive income for the year, net of tax	**-**	**-**	**-**	**-**
Total comprehensive income for the year	**-**	**-**	**-**	**-**
Add: balance brought forward from previous year	-	-	-	-
Total available for appropriation	**-**	**-**	**-**	**-**
Interim dividend	-	-	-	-
Dividend distribution tax	-	-	-	-
Share based compensation adjustment	-	-	-	-
Balance transferred to Balance Sheet	**3 ,148.76**	**(1809.10)**	**3 ,216.70**	**(1732.75)**

* The previous period figures have been regrouped and/or reclassified wherever necessary to confirm with the current period presentation in compliance with Ind AS requirement.

DIVIDEND AND RESERVES:

The Directors regret their inability to recommend dividend for the year under review due to insufficient profit. The company undergoes the OTS with the bank and all the financial liabilities are settled off. Hence it appears that, the company earned the profit as per the Profit and Loss statement.

The Company has not transferred any amounts to reserves for the financial year ended March 31, 2023.

OPERATING RESULTS:

The financial performance highlights for the year ended March 31, 2023, are as follows:

On a Standalone basis, the Company has registered a net revenue stood at Rs. 24,014.04 Lakhs as compared to total revenue of Rs. 125.51 Lakhs of previous year and the Company has reported profit after tax of Rs. 3,216.70 Lakhs during the Financial Year as compared to loss of Rs. 1,732.75 Lakhs in the previous Financial Year. The company undergoes the OTS with the bank and all the financial liabilities are settled off. Hence it appears that, the company earned the profit as per the Profit and Loss statement.

On Consolidated basis, the Company has registered a net revenue stood at Rs. 24,363.60 Lakhs as compared to total revenue of Rs. 691.53 Lakhs of previous year and the Company has reported profit after tax of Rs. 3,148.76 Lakhs during the Financial Year as compared to loss of Rs. 1,809.10 Lakhs in the previous Financial Year 2022-23. The company undergoes the OTS with the bank and all the financial liabilities are settled off. Hence it appears that, the company earned the profit as per the Profit and Loss statement.

COMPANY'S PRODUCTS / SERVICES:

Kavveri Telecom Products Limited is a leading telecom wireless subsystem products manufacturer, providing world class, hardware products and solutions for the Telecom, Defense & Aerospace segments. Founded in 1996, Kavveri Telecom designs, develops, tests and manufactures a diverse range of wireless Telecom products, from concept to deployment. With over 500 R&D man-years of experience and over 20 years of high paced growth, Kavveri Telecom is uniquely positioned to offer an array of world-class products and solutions to meet product and sub-system requirements of wireless Telecom equipment manufacturers, Carriers, Defence and Space clients. The Company enjoys the status of being the largest Indian transnational manufacturer of Antennas & RF products with overseas offices, distributed R&D, and foreign acquisitions resulting in market access spanning four continents and is committed to meet the expectations of its shareholding community, clients, business partners and employees.

CHANGES IN SHARE CAPITAL:

There were no changes in the Share Capital of the Company during the financial year.

CAPITAL STRUCTURE OF THE COMPANY:

The Authorized Share Capital of the Company as on date is ₹ 25,00,00,000/- (Indian Rupees Twenty-Five Crores only) divided into 2,50,00,000 (Two Crore Fifty Lakhs only) Equity Shares of ₹ 10/- (Indian Rupees Ten only) each.

The Issued, Subscribed and Paid-up Share Capital of the Company as on date is ₹ 20,12,42,600/- (Indian Rupees Twenty Crore Twelve Lakhs Forty-Two Thousand Six Hundred only) divided into 2,01,24,260 (Two Crore One Lakh Twenty-Four Thousand Two Hundred Sixty only) Equity Shares of ₹ 10/- (Rupees Ten only) each.

DISCLOSURE REGARDING ISSUE OF EQUITY SHARES WITH DIFFERENTIAL VOTING RIGHTS:

During the financial year under review, the Company has not issued Shares with Differential Voting Rights.

DISCLOSURE REGARDING ISSUE OF EMPLOYEE STOCK OPTIONS:

During the financial year under review, the Company has not issued Shares Employee Stock Options.

DISCLOSURE REGARDING ISSUE OF SWEAT EQUITY SHARES:

During the financial year under review, the Company has not issued Sweat Equity Shares.

MATERIAL CHANGES AND COMMITMENTS:

There has been no material changes and commitments, affecting the financial performance of the Company which occurred between the end of the financial year of the Company to which the financial statements relate and the date of this Report.

MANAGEMENT DISCUSSION AND ANALYSIS:

The Management Discussion and Analysis (MD&A) Report is annexed to this report as "**Annexure I**" as required under Regulation 34 of SEBI [Listing Obligations and Disclosure Requirements (LODR)] Regulations, 2015 (Hereinafter referred as SEBI (LODR) Regulations 2015).

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Directors Retiring by Rotation

In accordance with the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, Mr. Chennareddy Shivakumarreddy, is due to retire by rotation at the forthcoming Annual General Meeting ("AGM") and, being eligible, offers himself for re-appointment. The Board recommends his reappointment at the forthcoming AGM.

During the year under review, Ms. Kamla Choudhary, Company Secretary resigned with effect from October 17, 2022. The Board placed on the record its appreciation for valuable contribution given by her during the tenure of Key Managerial Person in the Company and Ms. Priya Arwat, Company Secretary has been appointed as a Company Secretary and Compliance officer with effect from October 17, 2022.

During the year under review, Ms. Priya Arwat, Company Secretary resigned with effect from March 29, 2023. The Board placed on the record its appreciation for valuable contribution given by her during the tenure of Key Managerial Person in the Company.

Ms. Ankita Chowdhary (Membership No. A36224) was appointed as Company Secretary of the Company with effect from September 06, 2023.

DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS:

The Company has received declarations from all the Independent Directors of your Company confirming that they meet the criteria of Independence as mentioned under sub-section (6) of Section 149 of the Companies Act, 2013 and as per the SEBI (LODR) Regulations, 2015 and criteria of independence from the Management.

On October 22, 2019, the MCA had released the Companies (Accounts) Amendment Rules, 2019, the Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019 and the Companies (Creation and Maintenance of databank of Independent Directors) Rules, 2019. These rules have come into force on December 1, 2019 and your Company yet to comply with these requirements.

The Policy on Director's appointment and remuneration including criteria for determining qualifications, positive attributes, Independence of Director, and also remuneration for Key Managerial Personnel and other employees' forms part of Corporate Governance Report of this Annual Report. The Independent Directors possess the requisite expertise and experience (including Proficiency) necessary for acting as Independent Directors of the Company.

DIRECTORS' INTEREST:

During the year, the Company not entered contract/arrangement/ transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website.

Your Directors draw attention of the members to Note to the financial statement which sets out related party disclosures.

INVESTOR EDUCATION AND PROTECTION FUND (IEPF):

Pursuant to the applicable provisions of the Companies Act, 2013, read with the IEPF Authority Accounting, Audit, Transfer and Refund) Rules, 2016 ("the IEPF Rules"), all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF, established by the Government of India, after the completion of seven years. Further, according to the Rules, the shares on which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account of the IEPF Authority. During the year, the Company has transferred the unclaimed and unpaid dividends to IEPF. Further, no shares were transferred as per the requirements of the IEPF rules.

DIRECTORS' RESPONSIBILITY STATEMENT:

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory, cost and secretarial auditors and external consultant(s) including audit of internal financial controls over financial reporting by the Statutory Auditors and the reviews performed by Management and the relevant Board Committees, including the Audit Committee and Risk Management Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the FY23.

Accordingly, pursuant to the provisions of Section 134(3)(c) and Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of its knowledge and ability, report that:

- the applicable accounting standards have been followed in the preparation of the financial statements, along with proper explanations relating to material departures, if any;
- they 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 at March 31, 2023 and of the loss of the Company for the year ended on that date;
- they have taken proper and sufficient care for the 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 fraud and other irregularities;
- they have prepared the annual accounts on a going concern basis;
- they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DEPOSITS:

During the financial year, your Company has not invited/ accepted any Public Deposits pursuant to the provisions of Chapter V of the Companies Act, 2013.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:

The details of Subsidiaries are mentioned elsewhere in this Annual Report.

Pursuant to Ministry of Corporate Affair's Circular No. 2/2011 dated 08.02.2011, since the company is presenting consolidated financial statement of Holding and Subsidiary companies, the individual financial statements of the subsidiaries are not presented separately.

The consolidated financial statement has been prepared in strict compliance with applicable Accounting Standards and, where applicable, Requirements as prescribed by the Security and Exchange Board of India. The company do undertake that annual report that annual accounts of the subsidiary companies and the related detailed information shall be made available to shareholders of the holding and subsidiary companies seeking such information at any point of time. Annual accounts of the subsidiary companies are also kept for inspection by any shareholders in the head office (i.e., Registered Office) of the company and of the subsidiary companies.

The consolidated Financial figures for the Financial Year ending on 31st March 2023 are not comparable with the Financial figures for the Financial Year ending on 31st March 2022, as the Financial figures for the Financial Year ending on March 31, 2023 do not include one of the subsidiaries i.e., Kavveri Telecom Infrastructure Limited due to the reason that National Company Law Tribunal (NCLT) had initiated Corporate Insolvency Resolution Process under the provisions of the Insolvency and Bankruptcy Code, 2016 (the Code) in respect of Kavveri Telecom Infrastructure Limited, subsidiary of the Company and has appointed Interim Resolution Professional to carry out the functions as mentioned under the Code, and the functions of the Board of the subsidiary are suspended and the said company is under liquidation.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The details of Loans and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the Notes to the Financial Statements forming part of Annual Report. The Company has not provided any loans and guarantees during the Financial Year.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS:

During the financial year under review, there were no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company and its future operations.

CHANGE IN THE NATURE OF BUSINESS:

There were no changes in the nature of business of the Company during the financial year ended on 31st March 2023.

EVALUATION OF THE BOARD'S PERFORMANCE:

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the Board had adopted a formal mechanism for evaluating its performance and that of its Committees and Directors, including the Chairman of the Board. During the financial year, the evaluation exercise was carried out through a structured evaluation process covering various aspects of the functioning of the Board and Committees such as their composition, experience & competencies, performance of specific duties & obligations, governance issues etc. A separate exercise was carried out to evaluate the performance of each individual Director including the Board's Chairman who were evaluated on parameters such as contribution at the meetings, independent judgment, attendance and other relevant aspects. The Board was satisfied with the evaluation results, which reflected the overall engagement of the Board, Committees and the Directors of the Company.

Further, SEBI (LODR) (Amendment) Regulations, 2018 has changed the evaluation criteria of Independent Directors from April 1, 2019. As per the amendment, evaluation of Independent Directors by the entire Board shall include:

(a) Performance of Directors and
(b) Fulfilment of independence criteria as specified in SEBI (LODR) Regulations, 2015 and their independence from the Management.

CORPORATE GOVERNANCE:

Pursuant to Regulation 34 (3) read with Schedule V(C) of SEBI (LODR) Regulations, 2015, a report on Corporate Governance and the Certificate as required under Schedule V Part C (10) (i) of SEBI (LODR) Regulations, 2015 from CS Guruprasada Bhat, Practicing Company Secretary, regarding compliance of conditions of Corporate Governance is annexed as **"Annexure II and Annexure III"** which forms part of this report. Further, in compliance with the Listing Regulations, your Board has adhered to the Corporate Governance Code.

As required by SEBI (LODR) (Amendment) Regulations, 2018, 'Annual Secretarial Compliance Report' issued by CS Guruprasada Bhat, Practicing Company Secretary for the financial year ended 31st March 2023 is annexed as **"Annexure IV"** which forms part of this report.

COMPLIANCE WITH THE CODE OF CONDUCT:

A declaration signed by the Managing Director affirming compliance with the Company's Code of Conduct by your Directors and Senior Management of your Company, for the financial year under review, as required under SEBI (LODR) Regulations, 2015 is annexed as **"Annexure V"** and forms part of this report.

WHISTLE-BLOWER POLICY/VIGIL MECHANISM

The Board of Directors of the company are committed to maintain the highest standard of honesty, openness and accountability and recognize that employees have important role to play in achieving the goal. As a public company the integrity of the financial matters of the Company and the accuracy of financial information is paramount. The stakeholders of the Company and the financial markets rely on this information to make decisions. For these reasons, the Company must maintain workplace where it can retain and treat all complaints concerning questionable accounting practices, internal accounting controls or auditing matters or concerning the reporting of fraudulent financial information to our shareholders, the Government or the financial markets. The employees should be able to raise these free of any discrimination, retaliation or harassment. Pursuant to the policy, employees are encouraged to report questionable accounting practices to Mr. L R Venugopal, Chairman of Audit Committee through email or by correspondence through post.

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

Pursuant to the Companies Act 2013 and Provisions of SEBI (LODR) Regulations 2015, the Company has formulated a programme for familiarising the Independent Directors with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company etc… through various initiatives.

STATUTORY AUDITORS

The members of the Company in their 27th Annual General Meeting (AGM) held on 30th September 2022 appointed M/s. J K Chopra & Associates, Chartered Accountants, Bangalore (F.R.N 016071S), as Statutory Auditors of the Company for a term of 5 (five) years from the conclusion of 27th Annual General Meeting till the conclusion of 32nd Annual General Meeting.

AUDIT REPORT FOR 2022-2023

Statutory Auditors' in their Standalone audit report qualified the following points.

Sl. No.	Details of Audit Qualifications	Management's Representations on audit qualification
1.	Material uncertainty related to Going Concern: During the year the company has incurred a Net profit of Rs. 3,216.70 Lakhs resulting into accumulated losses of Rs. 9,023.38 Lakhs, which is after recording all the necessary entries based on the write back of One Time Settlement order received from Edelweiss ARC Ltd for the settlement of cash credit and term loan settlement which were availed from State Bank of India, write back of Trade Payables, write back of provision of Gratuity, write back of provision of Leave encashment, write back of provision of warranty, write back of Salaries and employee advances. There is significant decrease in revenue over the past few years. These conditions indicate the existence of a material uncertainty that may cast a significant doubt on the Company's ability to continue as going concern and therefore may be unable to realize its assets and discharge its liabilities in the normal course of business. The ultimate outcome of these matters is at present not ascertainable. Accordingly, we are unable to comment on the consequential impact, if any, on the accompanying standalone financial statements.	In the opinion of the management, resolution and revival of the Company is possible in foreseeable future. Rapid increase of competitors in the telecommunication business effects the operations of the company during the previous years. The management of the company is taking steps to improve the business in the year 2023-24 and will improve the operations in the coming years. Hence the company's management is of the opinion that the company is 'Going Concern' only and the accounts have been prepared accordingly.
2.	In relation to carrying value of investments held in by the company to its subsidiaries, which have been incurring losses and in some of these companies, net worth was fully or substantially eroded. Taking into account the management internal assessment and initiatives to be implemented to improve the profitability in the medium to long term, the management of the company is of the view that carrying value of investments are realizable at the value stated in the books. In the absence of fair valuation of these investments, we are unable to comment upon the carrying value and thus, we are unable to comment whether any provision for impairment in the value of investments is required.	The management of the Company is in communication with such subsidiaries engaged in the other projects to recover the dues and cost incurred by the Company and taking necessary steps to turnaround the loss-making subsidiary Companies. Considering the long-term nature of investments and in view of ongoing discussion, no provision has been considered necessary by the management in respect of impairment in the value of investment.

Statutory Auditors' in their consolidated audit report qualified the following points.

Sl. No.	Details of Audit Qualifications	Management's Representations on audit qualification
1.	In the consolidated financial statements, the financial statements/ financial information of the following subsidiaries are not included for the Year ended 31st March, 2023. a. Kavveri Telecom Infrastructure Limited b. EAICOM India Private Limited c. Kavveri Technologies Americans Inc. d. New England Communications Systems Inc. e. Quality Communications Systems Inc. f. Spotwave Wireless Ltd. g. Trackcon Systems International Inc. As the results/ financial information of the above mentioned subsidiaries are not considered in consolidation for the year ended 31.03.2023, the current year figures are not comparable to previous year.	Some of the subsidiary companies are undergoing the bankruptcy process and some of the subsidiary companies are non-operating, hence they are not considered for consolidation. The Management is evaluating various options for these subsidiaries.
2.	In respect of preparation of financial statements of "the group" on going concern basis, during the Year ended, "the group" has incurred a Net Profit (after tax) of Rs. 3,148.76 Lakhs resulting into accumulated losses of Rs. 10,310.44 Lakhs. "The group" has obligations towards fund-based borrowings and significant decrease in revenue over the years. These conditions indicate the existence of a material uncertainty that may cast significant doubt on "the group's" ability to continue as going concern and "the group" may be unable to realize its assets and discharge its liabilities in the normal course of business. The ultimate outcome of these matters is at present not ascertainable. Accordingly, we are unable to comment on the consequential impact, if any, on the accompanying	In the opinion of the management, resolution and revival of the Company is possible in foreseeable future. Rapid increase of competitors in the telecommunication business effects the operations of the company during the previous years. The management of the company is taking steps to improve the business in the year 2023-24 and will improve the operations in the coming years. Hence the company's management is of the opinion that the company is 'Going Concern' only and the accounts have been prepared accordingly.

	consolidated financial statements.	
3.	Material uncertainty related to Going Concern: During the year the company has incurred a Net profit of Rs. 3,216.70 Lakhs resulting into accumulated losses of Rs. 9,023.38 Lakhs, which is after recording all the necessary entries based on the write back of One Time Settlement order received from Edelweiss ARC Ltd for the settlement of cash credit and term loan settlement which were availed from State Bank of India, write back of Trade Payables, write back of provision of Gratuity, write back of provision of Leave encashment, write back of provision of warranty, write back of Salaries and employee advances. There is significant decrease in revenue over the past few years. These conditions indicate the existence of a material uncertainty that may cast a significant doubt on the Company's ability to continue as going concern and therefore may be unable to realize its assets and discharge its liabilities in the normal course of business. The ultimate outcome of these matters is at present not ascertainable. Accordingly, we are unable to comment on the consequential impact, if any, on the accompanying standalone financial statements.	In the opinion of the management, resolution and revival of the Company is possible in foreseeable future. Rapid increase of competitors in the telecommunication business effects the operations of the company during the previous years. The management of the company is taking steps to improve the business in the year 2023-24 and will improve the operations in the coming years. Hence the company's management is of the opinion that the company is 'Going Concern' only and the accounts have been prepared accordingly.
4.	In relation to carrying value of investments held in by the company to its subsidiaries, which have been incurring losses and in some of these companies, net worth was fully or substantially eroded. Taking into account the management internal assessment and initiatives to be implemented to improve the profitability in the medium to long term, the management of the company is of the view that carrying value of investments are realizable at the value stated in the books. In the absence of fair valuation of these investments, we are unable to comment upon the carrying value and thus, we are unable to comment whether any provision for impairment in the value of investments is required.	The management of the Company is in communication with such subsidiaries engaged in the other projects to recover the dues and cost incurred by the Company and taking necessary steps to turnaround the loss-making subsidiary Companies. Considering the long-term nature of investments and in view of ongoing discussion, no provision has been considered necessary by the management in respect of impairment in the value of investment. Further, depending upon the future the management of the company shall take the necessary modifications if required.

REPORTING OF FRAUDS

There was no instance of fraud during the financial year under review, which required the Statutory Auditors to report to the Audit Committee and / or the Board, as required under Section 143(12) of the Act and Rules framed thereunder.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Secretarial Audit Report is obtained by the company and forms part of this Annual report.

Disclosures pursuant to The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

1. The Disclosures pursuant to sub-rule (1) of Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are forms part of the Board's Report.
2. The Disclosures pursuant to sub-rule (2) of Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in respect of employees of the Company forms part of the Board's Report.

COST AUDIT

Cost Audit is not applicable as your industry is not within the purview of cost audit.

INTERNAL FINANCIAL CONTROL

The Company has in place with adequate internal financial controls with reference to financial statements. Periodic audits are undertaken on a continuous basis covering all the operations i.e., manufacturing, sales & distribution, marketing, finance, etc. Reports of internal audits are reviewed by management from time to time and desired actions are initiated to strengthen the control and effectiveness of the system.

PARTICULARS OF DISCLOSURES AS REQUIRED UNDER SECTION 197 OF THE COMPANIES ACT, 2013

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The details pertaining to criteria for determining qualifications, positive attributes and independence of a Director and remuneration policy have been provided in Section of the attached Corporate Governance Report.

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

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013. An Internal committee has been set up to redress the complaints received regarding sexual harassment at workplace. All employees including trainees are covered under this policy.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company has formulated CSR Policy pursuant to the provisions of Section 135 of the Companies Act, 2013. The Company has constituted a Corporate Social Responsibility (CSR) Committee comprising of the following Members:

1. Mr. Lakshmipuram Rajagopalachar Venugopal – Chairman
2. Mr. Shankarnarayan Srikantiah Bangalore – Member

3. Mr. Chennareddy Shivkumarreddy - Member

PERSONNEL / INDUSTRIAL RELATIONS

The relationship between the management and the staff was very cordial throughout the year under review. Your directors take this opportunity to record their appreciation for the cooperation and loyal services rendered by the employees.

RISK MANAGEMENT

The Risk Management Committee which has been entrusted with the responsibility to assist the Board in (a) Overseeing and approving the Company's enterprise wide risk management framework; and (b) Overseeing that all the risks that the organization faces such as strategic, financial, credit, market, liquidity, security, property, IT, legal, regulatory, reputational and other risks have been identified and assessed and there is an adequate risk management infrastructure in place capable of addressing those risks. A Group Risk Management Policy was reviewed and approved by the Committee.

The Company managers, monitors and reports on the principal risks and uncertainties that can impact its ability to achieve its strategic objectives. The Company's management systems, organisational structures, processes, standards, code of conduct and behaviors together form the Reliance Management System (RMS) that governs how the Group conducts the business of the Company and manages associated risks.

The Company has introduced several improvements to Integrated Enterprise Risk Management, Internal Controls Management and Assurance Frameworks and processes to drive a common integrated view of risks, optimal risk mitigation responses and efficient management of internal control and assurance activities. This integration is enabled by all three being fully aligned across Group wide Risk Management, Internal Control and Internal Audit methodologies and processes.

NUMBER OF BOARD MEETINGS

The Board of Directors met 7 (Seven) times during the financial year 2022-23. The details of the Board meetings and the attendance of the Directors are provided in the Corporate Governance Report.

The Agenda of the Meeting is circulated to the Directors in advance. Minutes of the Meetings of the Board of Directors are circulated amongst the Members of the Board for their perusal and approval.

COMMITTEES OF BOARD OF DIRECTORS

Details of memberships and attendance of various Committee Meetings of the Company are given in the Corporate Governance Report.

COMPLIANCE WITH THE APPLICABLE SECRETARIAL STANDARDS

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board Meetings and Annual General Meetings.

ACKNOWLEDGEMENTS

Your Directors place on record their appreciation for the support and assistance received from customers, investors, business associates, bankers, vendors, regulatory and governmental authorities. Your Directors also wish to place on record their gratitude to the shareholders for their continued trust, confidence and express its sincere appreciation to all employees for their teamwork and contributions during the financial year.

For and on behalf of the Board of Directors of
KAVVERI TELECOM PRODUCTS LIMITED

Sd/-
Chennareddy Shivakumarreddy
Chairman Managing Director
DIN: 01189348
Address: Plot No.31-36, 1st Floor,1st Main 2nd Stage Arakere Mico Layout Bannerghatta Road, Bangalore Ka 560076

Sd/-
Rajpetakasturi Hanumenthareddy
Director (Operations)
DIN: 00291851
Address: Plot No.31-36, 1st Floor,1st Main 2nd Stage Arakere Mico Layout Bannerghatta Road, Bangalore Ka 560076

Bengaluru
06.09.2023

Annexure I to the Board's Report

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A. INDUSTRY BACKGROUND

As per the reports of India Brand Equity Foundation, India is currently the world's second-largest telecommunications market and has registered strong growth in the past decade and half. The Indian mobile economy is growing rapidly and is expected to contribute substantially to India's Gross Domestic Product (GDP). The liberal and reformist policies of the Government of India have been instrumental along with strong consumer demand in the rapid growth in the Indian telecom sector. The government has enabled easy market access to telecom equipment and a fair and proactive regulatory framework that has ensured availability of telecom services to consumer at affordable prices. The deregulation of Foreign Direct Investment (FDI) norms has made the sector one of the fastest growing and a top five employment opportunity generator in the country.

B. INDUSTRY OUTLOOK

Five key trends shaping the telecom landscape:

In the year ahead, telecommunications companies will be focused on delivering advanced connectivity and higher performance to customers while reinforcing value and competitiveness. Five trends shaping telecom industry growth and business strategy, from 5G monetization to edge computing to an increasing focus on sustainability.

Preparing for a strong, resilient future:

Telecom industry growth continues to be driven by the continued importance of connectivity, bringing both opportunities and challenges for communications service providers (CSPs). This year's telecom outlook explores how CSPs are delivering value to consumer and enterprise customers with bundled services and connectivity options like 5G fixed wireless access (FWA) and fiber, as well as their role in meeting the growing demand for edge computing. We'll also consider how CSPs may want to balance pricing decisions with the need to accelerate deployment of infrastructure like fiber networks, while attending to the growing urgency to reduce resources, waste, and emissions from network operations, upgrades, and deployments. As connectivity works its way into more of the world, it may be more imperative than ever to balance costs with the needs of households, businesses, communities, and the environment.

Some of the specific themes playing a critical role in 2023 and beyond include the following:

- **The bundle battle: Add more value for cost-conscious consumers.** For individuals and families, connectivity is important. Yet, consumers often have cost constraints that can limit their options or drive them to seek the best service at the lowest price. To offer more value to consumers, many CSPs are bundling mobile and home internet access, offering connectivity options like fiber and 5G FWA, and partnering with entertainment services to include subsidized or free subscriptions.

- **Fixed wireless access surges, but will it endure?** As part of this "bundle battle," 5G FWA has enjoyed substantial growth. This type of connectivity can provide strong reliability, but some questions remain about how much it can scale. As more people use 5G services, and if more bandwidth-intensive "killer apps" emerge, the limits of 5G FWA could be exposed. However, market dynamics and next-gen technology solutions could overcome these challenges.

- **What enterprises want from 5G edge.** For enterprise customers, the need to cut costs, automate capabilities, and support innovation is driving interest and adoption of edge computing. CSPs will likely need partners to develop and deploy edge solutions, requiring more cooperation with erstwhile competitors.

- **Joint ventures accelerate deployment of fibre networks.** Many of the connectivity solutions we cover rely on fibre networks. With high demand, strong competition, and the need to optimize costs and risk, more CSPs are partnering with private investors to accelerate deployment of fibre networks.

- **Increase the focus on sustainability.** In doing so, these partnerships can support existing customers while extending further into underserved communities, helping to narrow the digital divide—the gap between those who have access to modern information and communication technologies and those who don't. This aspect tugs at the broader economic imperative of connectivity: more bandwidth, more equally distributed, enabling greater access to education and opportunity.

C. OPPORTUNITIES AND THREATS

After a turbulent few years, telecommunications leaders are looking toward challenges and opportunities that lie ahead.

During the panel, industry leaders tackled supply issues, inflation, and security, and what telecommunications companies can do and offer to offset increased costs and uncertainty.

While this panel of telecommunications experts focused on the challenges to come, we've reframed the topic to identify three opportunities these challenges present.

1. **The opportunity to be financially and digitally agile:** Since the pandemic, supply chain struggles have been a hot topic. Supply chain concerns seem to touch every industry from food service to logistics to, yes, telecommunications. Similarly, inflation – partially brought on by and intrinsically linked to supply chain challenges – is a ubiquitous, cross-industry issue. Supply, demand, and pricing fluctuations over the past few years have hurt businesses and created general economic uncertainty.

   As a result of these challenges, companies struggle with missed delivery dates, the inability to run projects on predetermined timelines, and the need to set expectations around costs and timelines with customers before losing their business. At the same time, telcos face pressures between margins and topline costs as prices for equipment, labor, and materials skyrocket. All the while, the impending recession causes companies to reconsider their budgets. As budgets tighten across the board, business buyers and consumers seek cheaper alternatives, putting further pressure on telcos' budgets and cost structures.

   Companies that emerge from the other end of the upcoming recession stronger than before will address financial instability by assessing risk versus value when budgeting, digitizing wherever possible, and keeping laser focused on customer experience.

   In today's rapidly changing, digital-first age, financial and digital agility go hand-in-hand. Digitization efforts can cut costs in the long run as networks become more efficient, manual labor is automated, and security measures strengthen. Digitization can take the form of migration to the Cloud, adoption of next-generation technologies like artificial intelligence, automating internal processes, or embracing edge networking – to name a few.

Although these digitization efforts themselves often go unnoticed by the end user, these efforts ultimately trickle down into a better customer experience by improving application performance, mitigating network and business disruptions, and bolstering on-time delivery.

2. **Up-leveling services with managed offerings:** A downturned economy means that companies everywhere are considering which telco providers they work with and where they get value for their money. However, there's good news for telcos that offer managed services. One estimate suggests that IT spending on managed services will rise by 18% in 2023.

   The fact is, smaller and mid-sized companies may not have the IT budgets or the expertise on their teams to operate like enterprises with bigger budgets and larger, more experienced teams. Perhaps they don't have the skills in-house to configure and manage their network. Plus, in an era of increasingly complex cyber-attacks, security is a concern. Without dedicated security staff, a company and its network could be vulnerable to attacks.

   These companies' limited IT resources are incredibly valuable, and they don't want to waste their IT teams' time with tasks that could be outsourced or automated. In addition, remote work and the migration to the Cloud have skyrocketed in the past year, creating more dispersed networks, and adding a layer of complexity and insecurity.

3. **Increasing automation efforts for greater efficiency and cost savings:** As both enterprises and telecommunications companies cut costs and search for process optimizations to save time, technology can fill the gaps. Automation is one such technology that can help offset costs, save time on manual processes, and supplement human labor – ultimately lending to up-leveled offerings and increased customer satisfaction.

   Rules-based automation has long been an integral part of the networking process. However, forward-thinking telecommunications companies are now adding machine learning-supported automation to the mix now. Machine learning can help predict network traffic, generate real-time dashboards, and monitor network security, to name just a few applications of the technology.

   There are opportunities to improve both network operations and service operations with automation. Telcos can use automation to perform network maintenance and optimization, anomaly detection, and continuous integration/continuous delivery (CI/CD). Service operations automation includes customer and partner management, automating manual tasks, service provisioning, and assurance. All of these optimizations lead to more efficient, more accurate processes.

   The aspirational end goal for telecommunications is fully autonomous systems able to learn and improve without any human intervention. However, most telecommunications companies are a far cry from this reality. Less than 10% of the surveyed telco leaders from a study by STL Partners reported being fully autonomous within a single function in network or service operations. Still, the same survey found that telcos could save almost six percent of their annual revenues if they choose to undertake automation efforts.

   This technology will undoubtedly transform the telecommunications industry and others as more teams undergo digital transformation and it becomes more prevalent.

RISKS FOR TELECOMMUNICATIONS IN 2023

1. Insufficient response to customers during the cost-of-living crisis
2. Underestimating changing imperatives in security and trust
3. Failure to improve workforce culture and ways of working
4. Inability to accelerate efficiencies through digitization
5. Failure to ensure infrastructure resilience and reach
6. Inability to adapt to changing regulatory landscape

D. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Internal control systems are aimed at promoting operational efficiencies while stressing adherences to policies. The systems are designed with adequate internal controls commensurate size and nature of operations. Transactions are executed in accordance with the company policies. Assets are safeguarded and deployed in accordance with the Company's Policies.

The Company has in place adequate internal financial controls with reference to financial statements. Periodic audits are undertaken on a continuous basis covering all the operations i.e., manufacturing, sales & distribution, marketing, finance, etc. Reports of internal audits are reviewed by management from time to time and desired actions are initiated to strengthen the control and effectiveness of the system.

E. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/INDUSTRIAL RELATIONS

The Company is able to retain the experienced staff, in spite of the copper consuming Industries are under recession, the Company feels confident of keeping its manpower costs to below industry norms. The atmosphere that is created in the organization is conducive for self-development and career growth; this is the success in retaining our manpower.

Annexure II to the Board's Report

REPORT ON CORPORATE GOVERNANCE

Company's Philosophy on Code of Governance

Your Company has been committed to the highest standard of Corporate Governance practices in the entire gamut of its business philosophy. The guiding forces of Corporate Governance at KAVVERI TELECOM are its core values – Quality operations, Customer satisfaction, Shareholders' value, Belief in people. The Company believes that a strong Corporate Governance policy is indispensable to healthy growth of business and resilient and vibrant capital markets, besides being an important instrument of investor protection. In this direction, your company endeavors in true spirit, to adopt the best global practices in Corporate Governance.

The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time is collectively referred to hereinafter as 'SEBI (LODR) Regulations, 2015'.

1. Composition of the Board of Directors

The Board of Directors has Six (6) members (as on March 31, 2023) and company including the Managing Director and one Women Director and Four (4) Non-Executive Directors. All Directors bring in wide range of skills and experience to the Board. The Company has a Executive Director as its Chairman and the Four (4) Independent Directors constitute more than half of the total number of Directors on Board. Thus, the composition of the Board is in conformity with the provisions of the Companies Act, 2013 and SEBI [Listing Obligations and Disclosure Requirements (LODR)] Regulations, 2015.

None of the Directors on the Board is a Member of more than 10 committees or Chairman of more than 5 companies across all the Companies in which he is a Director. The Directors have made necessary disclosures regarding Committee positions in other public companies as on March 31, 2023.

The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and the number of Directorships and Committee Chairmanships / Memberships held by them in other companies is given below. Other Directorships do not include alternate directorships, directorships of private limited companies, section 8 companies and of companies incorporated outside India. Chairmanship / Membership of Board Committees include only Audit and Shareholders / Investors Grievance Committees.

During the year the Board of Directors of the Company duly constituted and the details of the Board of Director of the Company as on 31st March 2023 tabled below.

Sl. No	Name of the Director	DIN	Designation
1	Mr. Chennareddy Shivakumarreddy	01189348	Chairman and Managing Director
2	Ms. Rajpeta Kasturi Hanumenthareddy	00291851	Whole Time Director
3	Mr. Shankarnarayan Srikantiah Bangalore	00269705	Non-Executive - Independent Director
4	Mr. Lakshmipuram Rajagopalachar Venugopal	01058716	Non-Executive - Independent Director
5	Mr. Keerthi Narayan	06745995	Non-Executive - Independent Director
6	Mr. Abhishek Padmanabha Desai	08828702	Non-Executive - Independent Director

2. No. of meetings held and attended:

Date of Board Meeting:

30.05.2022	13.08.2022	03.09.2022	17.10.2022	14.11.2022	13.02.2023	29.03.2023

Name	Designation	No. of Board Meeting held	No. of Board Meeting Entitled to attend	No. of Board Meeting attended
Mr. Chennareddy Shivakumarreddy	Chairman & Managing Director	7	7	7
Ms. Rajpeta Kasturi Hanumenthareddy	Whole Time Director	7	7	7
Mr. Shankarnarayan Srikantiah Bangalore	Non-Executive - Independent Director	7	7	7
Mr. Lakshmipuram Rajagopalachar Venugopal	Non-Executive - Independent Director	7	7	7
Mr. Keerthi Narayan	Non-Executive - Independent Director	7		
Mr. Abhishek Padmanabha Desai	Non-Executive - Independent Director	7		

3. Membership in other Boards or Committee:

Name	No. of Memberships in other Companies (including Private Limited Companies		
	Board	Committees (Details excluding the chairmanship held in this Company)	
		Membership	Chairmanship (Excluding the chairmanship held in this Company)
Mr. Chennareddy Shivakumarreddy	6	3	0
Ms. Rajpeta Kasturi Hanumenthareddy	6	0	0
Mr. Shankarnarayan Srikantiah Bangalore	4	4	0
Mr. Lakshmipuram Rajagopalachar Venugopal	2	4	0
Mr. Keerthi Narayan	6	1	0
Mr. Abhishek Padmanabha Desai	1	1	0

4. Attendance at previous Annual General Meeting:

Name	Attendance at previous AGM
Mr. Chennareddy Shivakumarreddy	Yes
Ms. Rajpeta Kasturi Hanumenthareddy	No
Mr. Shankarnarayan Srikantiah Bangalore	Yes
Mr. Lakshmipuram Rajagopalachar Venugopal	Yes
Mr. Keerthi Narayan	Yes

Mr. Abhishek Padmanabha Desai	Yes

5. **Responsibilities of the Chairman & Managing Director and Whole Time Director of the Company:**

In short, the Chairman & Managing Director and the Executive Director are the mentors of the Management and responsible for Corporate Strategy, Planning, Internal & External Controls. They also take care of business operations and targets, new initiatives and investments and planning for achieving targets. They also overview customer service & support operations new advancements, in addition to governance, compliances and guidance on day to day challenges.

6. **Independent Directors:**

During the financial year, the Board consists of Four Independent Directors. Mr. Shankarnarayan Srikantiah Bangalore, Mr. Lakshmipuram Rajagopalachar Venugopa, Mr. Keerthi Narayan and Mr. Abhishek Padmanabha Desai are an Independent Directors of the Company, who comply the criteria's mentioned in the Section 149 of the Companies Act, 2013 and LODR regulations.

7. Code of Conduct:

The Board has laid down a code of conduct for all its members, Senior Management Personnel and Designated Employees of the Company. All Board members and Senior Management Personnel affirm compliance with the code on an annual basis.

8. Vigil Mechanism:

As referred in the Directors Report, the vigil mechanism for its Directors and employees also incorporates a Whistle Blower Policy, basically enabling the seamless flow of grievances from the victims / observers to the redressal authority. The Managing Director of the Company has been made the nodal officer to receive the complaints / concerns / grievances of employees, who in turn escalates the matter to the Audit Committee who oversees the vigil mechanism. The nodal officer, upon receipt of any complaints / concerns / grievances, processes the same and does the preliminary investigation and then presents the facts of the case to the Audit Committee. The employee, in exceptional cases, can directly access the Chairman of the Audit Committee by any available mode of communication.

9. Board Evaluation:

As mentioned in the Directors Report, the Companies Act, 2013 as well as the Listing Agreement envisage a performance evaluation framework whereby the performance of Directors, committees and the Board as a whole is subject to evaluation from time to time which in turn helps the Company to address several issues such as appointment / reappointment of Directors, improving the quality of performance of the Directors at individual level and the Board as a whole, effective discharge of duties by the Directors, optimum utilization of Board level resources, determining suitable remuneration / compensation packages etc., With the aforesaid objective in mind, the Board, based on the recommendations of the Nomination and Remuneration Committee, has devised a policy for performance evaluation of Directors, committees and the Board, which include criteria for determining qualifications, positive attributes and independence of Directors. The Company has also surveyed on the best practices prevalent in the Industry with respect to evaluation of the performance of the Board and its members. The Company has also availed the services of professionals seeking their suggestions on the said matter. Based on the inputs received from the aforesaid sources and in accordance with the Policy of the Company, evaluation process has been undertaken.

10. Transactions with Related Parties:

The Company has entered into any related party transactions during the year under review details are attaches as **AOC-2**.

I. Committees of the Board:

Currently, there are Four Board Committees – Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee. The terms and reference of the Board Committees are determined by the Board from time to time. Meetings of each Board Committee are convened by the Chairman of the respective Committee. The role and composition of these Committees, including the number of Meetings held during the financial year and the related attendance are provided below.

1. Audit Committee:

The primary objective of the committee is to monitor and provide effective supervision of the Management Financial Reporting process to ensure accurate and timely disclosures, with the highest levels of transparency, integrity and quality of financial reporting. The committee oversees the work carried out in the financial reporting process by the Management and the independent auditors. The committee has the ultimate authority and responsibility to select, evaluate and wherever required, replace the independent auditor in accordance with the law.

(i) Composition and Attendance in the Meeting:

Name	Designation	No. of Meetings held during the year	No. of meetings entitled to attend	No. of meetings attended
Mr. Lakshmipuram Rajagopalachar Venugopal	Chairperson	4	4	4
Mr. Shankarnarayan Srikantiah Bangalore	Member	4	4	4
Mr. Chennareddy Shivakumarreddy	Member	4	4	4

All the Members of the Audit Committee are financially literate and possess knowledge about accounting and Financial Management.

(ii) Role of the Audit Committee:

1. Overseeing the Company's Financial Reporting Process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.

2. Recommending to the Board, the appointment, re-appointment and if required, the replacement or removal of the statutory auditor and the fixation of audit fees.

3. Reviewing with the Management, the Annual financial statements before submission to the Board for approval, with particular reference to:

    a) Matters required to be included in the Director's Responsibility Statement and Board's Report in terms of provisions of the Companies Act.
    b) Changes, if any, in Accounting Policies and practices and reasons for the same.
    c) Major accounting entries involving estimates based on the exercise of judgment by the management.
    d) Significant adjustments made in the financial statements arising out of audit findings.

e) Compliance with listing and other legal requirements relating to financial statements.
f) Disclosure of any related party transactions.
g) Qualifications in the draft audit report.

4. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.

5. Reviewing, with the management, performance of the statutory auditor and adequacy of the internal control systems.

6. To discuss with statutory auditors before the audit commences, the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.

7. Reviewing the adequacy of the internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.

8. Discussion with the internal auditors of any significant findings and follow up there on.

9. Reviewing the risk management policies, practices and the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.

10. Review and monitor the auditor's independence and performance and effectiveness of audit process.

11. Approval or any subsequent modification of transactions of the Company with related parties.

12. Evaluation of internal financial controls and risk management systems.

13. To look into the reasons for substantial defaults in the payment to the depositors, if any, shareholders (in case of non-payment of declared dividends) and creditors.

14. Reviewing with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document / prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of public issue or rights issue and making appropriate recommendations to the Board to take up steps in this matter.

15. To review the functioning of Whistle Blower Mechanism.

16. Approval of appointment / reappointment / remuneration of CFO (or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.

17. Carrying out any other function as may be mentioned in the terms of reference of the Audit Committee.

The Audit Committee discharges its functions and obligations on regular basis and on the occurrence of the events.

2. Nomination and remuneration committee:

(i) Composition & Attendance:

Name	Designation	No. of Meetings held during the year	No. of meetings entitled to attend	No. of meetings attended
Mr. Lakshmipuram Rajagopalachar Venugopal	Chairperson	2	2	2
Mr. Shankarnarayan Srikantiah Bangalore	Member	2	2	2
Mr. Keerthi Narayan	Member	2	2	2
Mr. Abhishek Padmanabha Desai	Member	2	2	2

(ii) The Role of the Nomination and Remuneration Committee includes:

1. Formulation of criteria for determining qualifications, positive attributes of a director and recommend to the Board a policy, relating to the remuneration of the directors, Key managerial personnel and other employees;

2. Formulation of criteria for evaluation of Directors and the Board;

3. Devising a policy on Board diversity;

4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

5. To recommend/review remuneration of Key Managerial Personnel i.e., salary, benefits, bonus etc.

6. Recommendation of Fee/compensation, if any, to be paid to Non-Executive Directors, including Independent Directors of the Board.

7. Payment / revision of remuneration payable to Managerial Personnel.

8. While approving the remuneration, the committee shall take into account the financial position of the Company, qualification, experience and past performance of the appointee.

9. The committee shall be in a position to bring about objectivity in determining the remuneration package while striking the balance between the interest of the Company and shareholders.

10. Any other functions / powers / duties as may be entrusted by the Board from time to time.

(iii) Remuneration policy:

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The details pertaining to criteria for determining qualifications, positive attributes and independence of a Director and remuneration policy have been provided in Section of the attached Corporate Governance Report.

While reviewing the remuneration of management personnel, the committee takes into account the following:

a. Financial position of the Company
b. Trends in the Industry

c. Appointee's qualification and experience.
d. Past performance.
e. Past remuneration etc.

3. Stakeholders Relationship Committee:

The Board of Directors of the Company constituted a committee to for considering and redresses the matters relating to shareholders grievances.

(i) Composition & Attendance:

Name	Designation	No. of Meetings held	No. of meetings attended
Mr. Lakshmipuram Rajagopalachar Venugopal	Chairman	4	4
Mr. Shankarnarayan Srikantiah Bangalore	Member	4	4
Mr. Chennareddy Shivakumarreddy	Member	4	4

The Stakeholders Relationship Committee is responsible for resolving investor's complaints pertaining to share transfers, non-receipt of Annual Reports, Dividend Payments, Issue of Duplicate share certificates, Transmission of shares and other related complaints.

4. Corporate Social Responsibility Committee:

The primary function of the Corporate Social Responsibility Committee is to assist the Board to manage the CSR activities of the Company in order to promote a social cause. The committee oversees the identification of major drawbacks in the societies and arrange to fulfills the same.

(i) Composition & Attendance:

Name	Designation	No. of Meetings held	No. of meetings attended
Mr. Lakshmipuram Rajagopalachar Venugopal	Chairman	0	0
Mr. Shankarnarayan Srikantiah Bangalore	Member	0	0
Mr. Chennareddy Shivakumarreddy	Member	0	0

II. GENERAL BODY MEETINGS & SHAREHOLDERS INFORMATION:

a. The Details of the last three (3) Annual General Meetings are as follows:

Financial Year	Date	Place
2019-20	31.12.2020	PLOT NO.31-36, 1ST FLOOR,1ST MAIN 2ND STAGE ARAKERE MICO LAYOUT BANNERGHATTA ROAD, BANGALORE KA 560076
2020-21	30.09.2021	PLOT NO.31-36, 1ST FLOOR,1ST MAIN 2ND STAGE ARAKERE MICO LAYOUT BANNERGHATTA ROAD, BANGALORE KA 560076
2021-22	30.09.2022	PLOT NO.31-36, 1ST FLOOR,1ST MAIN 2ND STAGE ARAKERE MICO LAYOUT BANNERGHATTA ROAD, BANGALORE KA 560076

b. Postal ballot:

No special resolution was passed by Postal Ballot during the year.

As of now, there is no proposal to pass any Special resolution through Postal Ballot process. Special resolutions, if required to be passed in the future, will be decided at the relevant time. The procedure for postal Ballot is / shall be as per the provisions contained in this behalf in the Companies Act, 2013 and rules made there under.

c. Annual General Meeting:

Date & Time: 10.00 A.M, 30th September 2023
Venue: PLOT NO.31-36, 1ST FLOOR,1ST MAIN 2ND STAGE ARAKERE MICO LAYOUT BANNERGHATTA ROAD, BANGALORE KA 560076

d. Financial year (2022-23):

The financial year under review is 2022-23 (1st April 2022 to 31st March, 2023).

e. Current Financial Year Calendar 1st April 2023 to 31st March 2024 (Tentative Schedule)

Quarter ending	Board / General Meeting Date
Quarter ending June 30, 2023	14th August 2023
Quarter ending September 30, 2023	13th November 2023
Quarter ending December 31, 2023	1st / 2nd week of February 2024
Quarter ending March 31, 2024	on or before 30th May 2024

Annual General Meeting for FY ended 31st March, 2024	Before end of September, 2024

f. Book closure: 23rd September 2023 to 30th September 2023

g. Dividend:

In absence of allocable surplus the Board of Directors of the Company did not recommended any dividend for the financial year 2022-23.

h. Listing on Stock Exchanges:

a. BSE Limited (BSE), Mumbai.
b. The National Stock Exchange of India Limited (NSE), Mumbai

The listing fee has been paid to all the Stock Exchanges where the Company's shares are listed

i. Market Price:

During the financial year the shares of the company were traded on Bombay Stock Exchange Limited & on National Stock Exchange Limited, the following Market Price High & Low during each Month in the Last Financial Year 2022-23 as follows:

	BSE (in Rs.)		NSE (in Rs.)	
Month & Year	High	Low	High	Low
April 2022				
May 2022				
June 2022				
July 2022				
August 2022				
September 2022				
October 2022				
November 2022				
December 2022				
January 2023				
February 2023				
March 2023				

j. Stock Performance in Comparison to Broad-based indices such as BSE Sensex, CRISIL Index, BZX 200, Nifty etc.

During the financial year the shares of the company were traded in BSE and NSE, the stocks are traded very well in the market.

k. Registrar and Share transfer agents:

The Board of Directors of the Company has delegated the power of share transfer and related operations to M/s. Integrated Registry Management Services Private Limited, registrar and Share Transfer Agents.

All the correspondence relating to the shares of the company should be addressed to M/s. Integrated Registry Management Services Private Limited at the address given below.
M/S Integrated Registry Management Services Private Limited.,

Registered office:

2nd Floor Kences Towers ,1 Ramakrishna Street North Usman Road T Nagar Chennai TN 600017

l. Share transfer system:

All the physical transfers are noted by the Stakeholders relationship Committee. Share transfer requests which are received in physical form are processed and the share certificates returned within a period of 30 days from the date of receipt, subject to the documents being in order and complete in all respects.

m. Statement Showing Shareholding Pattern as on 31.03.2023 is mentioned elsewhere in this Annual Report.

n. Dematerialization of shares & liquidity

The Company's shares are compulsory traded in dematerialized form and are available for trading on both the Depositories in India viz. National Securities Depository Limited (NSDL) and Central Depositary Services (India) Limited (CDSL). Company representing 99.64% of the company's share capital are dematerialized as on 31st March 2023.

The Company's shares are listed and eligible to trade on the above-mentioned Stock Exchanges in electronic form. Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's shares is **INE641C01019.**

o. Address for Correspondence: No. 31-36, I Main, II Stage, Arekere MICO Layout, Bannerghatta Road, Bangalore 560 076.

III. DISCLOSURES

a. There were no materially significant related party transactions that may have potential conflict with the interest of the Company at large.
b. There was no incidence of non-compliance during the last three years by the Company on any matter related top Capital markets. There were some penalties, strictures imposed on the company by Stock Exchange or SEBI or any statutory authority. Details are as follows:

i. Penalties levied by NSE

Sl. No.	Regulation	Amount	Remark
1	Regulation 29(2)/29(3)	10,000/-	Fine
2	Regulation 33	2,40,000/-	Fine
3	Regulation 31	2,000/-	Fine

IV. NOTES ON DIRECTORS APPOINTMENT/RE-APPOINTMENT:

Relevant details forms part of the explanatory statement to the notice of the Annual General Meeting /Director's Report.

V. MEANS OF COMMUNICATIONS:

The quarterly, half-yearly and yearly financial results will be sent to the Stock Exchanges immediately after the Board approves the same and these results will also be published in prominent daily newspapers. These financial statements, press releases are also posted on the Company's website. As the financial performance of the Company is well published, individual communication of half yearly results are not sent to the shareholders.

The Management Discussion and Analysis Report forms part of the annual report, which is posted to the shareholders of the Company.

VI. OUTSTANDING GDRS/ ADRS/ WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY:

The Company has not issued any of these instruments till date.

VII. CODE OF CONDUCT

The Company has formulated and implemented a Code of Conduct for Board Members and Senior Management of the Company. Requisite annual affirmations of compliance with the respective Codes have been made by the Directors and Senior Management of the Company.

Certificate of Code of Conduct for the year 2022-23

KAVVERI TELECOM is committed for conducting its business in accordance with the applicable laws, rules and regulations and with highest standards of business ethics. The Company has adopted "Code of Conduct" which is applicable to all director, officers and employees.

I hereby certify that all the Board Members and Senior Management have affirmed the compliance with the Code of Conduct, under a certificate of Code of Conduct for the year 2022-23.

VIII. DISCLOSURE OF ACCOUNTING TREATMENT

The Company has complied with the appropriate accounting policies and has ensured that they have been applied consistently. There have been no deviations from the treatment prescribed in the Accounting Standards notified under the provisions of the Companies Act, 2013.

IX. NON-EXECUTIVE DIRECTORS' COMPENSATION AND DISCLOSURES

None of the Independent / Non-executive Directors has any pecuniary relationship or transactions with the Company which in the judgment of the Board may affect the independence of the Directors.

X. CEO CERTIFICATION

The CEO certification of the financial statements for the year 2022-23 is provided elsewhere in this Annual Report.

By the order of the Board
For **KAVVERI TELECOM PRODUCTS LIMITED**
Sd/-
C. Shivakumar Reddy
Chairman & Managing Director
DIN:01189348
Address: No.31-36, 1st Floor,1st Main 2nd Stage Arakere
Mico Layout Bannerghatta Road, Bangalore 560076

Date:06.09.2023
Place: Bangalore

Annexure III to the Board's Report

AUDITOR'S CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

To
The Members
KAVVERI TELECOM PRODUCTS LIMITED
Bengaluru

I have examined all the relevant records of KAVVERI TELECOM PRODUCTS LIMITED ('the Company') for the purpose of certifying the compliances of the conditions of Corporate Governance by the Company for the year ended 31st March 2023 as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').

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 under the Listing Regulations.

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.

For G Bhat & Associates.,
COMPANY SECRETARIES
Sd/-
CS Guruprasada Bhat
Proprietor
M. No. F11713
CP No. 18963
UDIN:

Place: Bengaluru
Date: 06.09. 2023

Annexure IV to the Board's Report

FORM No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2023
(Pursuant to Section 204 (1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Kavveri Telecom Products Limited (CIN: L85110KA1996PLC019627) (hereinafter called 'the Company'). 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 31.03.2023 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 the Company for the financial year ended on 31.03.2023 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, 2009;
    (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
    (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 and dealing with client;
    (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
    (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
    (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(vi) Other laws applicable to the Company as per the representations made by the Management. We have also examined compliance with the applicable clauses of the following:

(a) Secretarial Standards of The Institute of Company Secretaries of India with respect to board and general meetings are yet to be specified under the Act by the Institute.

(b) The provisions of Companies Act 2013 and Provisions of SEBI (LODR) Regulations 2015.

During the period under review and as per the explanations and clarifications given to us and the representations made by the Management, the Company has complied *(except delay filings forms with ROC / delay intimations to Stock Exchange in some cases)* with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above except the following.

1. *Delay / Non -Filing of following form with ROC / RBI / SEBI and other regulatory authorities.*

   a. *Form IEPF – 1 – return of unclaimed Dividend*
   b. *FLA return for the financial year 2020-2021, 2021-2022 and 2022-2023.*
   c. *Compliances on Secretarial Standards relating to Board and Committee Meetings may be strengthened.*
   d. *Compliances on intimation to stock exchanges to be strengthened.*
   e. *Financial results for the year ended March 31st 2022 (Impact of Qualified Opinion)*
   f. *Delay in payment of PF, TDS, PT.*

We 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.

Adequate notice was given to all Directors at least seven days in advance to schedule the Board Meetings. Agenda and detailed notes on agenda were sent 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.

Decisions at the Board Meetings, as represented by the management, were taken unanimously. We further report that as per the explanations given to us and the representations made by the Management and relied upon by us 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.

We further report that during the audit period, there were no instances of Amalgamation or arrangements.

Further, I report that with regard to financial and taxation matters, I have relied on the Audit Report, Limited Review Report and the Internal Audit Report provided by the Statutory/Internal Auditor as the case may be.

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.

For G Bhat & Associates.,
Company Secretaries
Sd/-
CS Guruprasada Bhat
Proprietor
M. No. F11713
CP No. 18963
UDIN:

Place: Bengaluru
Date: 14.08.2023

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.

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

1. Maintenance of secretarial records 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 Income Tax Act, Central Excise Act, Customs Act, Goods and Service 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.

For G Bhat & Associates.,
Company Secretaries
Sd/-
CS Guruprasada Bhat
Proprietor
M. No. F11713
CP No. 18963
UDIN:

Place: Bengaluru
Date: 14.08.2023

Annexure V to the Board's Report

MANAGING DIRECTOR'S CERTIFICATION

(Code of Conduct for Directors and Senior Management)

To
The Members of
KAVVERI TELECOM PRODUCTS LIMITED

I hereby confirm that all the Members of the Board of Directors and the Senior Management of the Company have affirmed compliance with the Code of Conduct of the Company for the year ended March 31, 2023.

For KAVVERI TELECOM PRODUCTS LIMITED

Sd/-
CHENNAREDDY SHIVAKUMARREDDY
Managing Director
DIN: 01189348

Place: Bengaluru
Date: 06.09.2023

CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

To
The Board of Directors
CHENNAREDDY SHIVAKUMARREDDY

I, C Shivakumar Reddy, Chairman &Managing Director of M/s Kavveri Telecom Products Limited certify:

1. That we have reviewed the financial statements and the cash flow statement for the year ended 31st March 2023 and to the best of our knowledge and belief;
    a. These statements do not contain any materially untrue statement nor omit any material fact nor contain statements that might be misleading, and
    b. These statements present a true and fair view of the company’s affair and are in compliance with the existing accounting standards, applicable laws and regulations.
2. That there are, to the best of our knowledge and belief, no transactions entered into by the company during the year, which are fraudulent, illegal or violative of the company’s code of conduct;
3. That we accept responsibility for establishing and maintaining internal controls, we have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the auditors and the audit committee, deficiencies in the design or the operation of internal controls, if any, of which we are aware and the steps that we have taken or purpose to take and rectify the identified deficiencies and;
4. That we have informed the auditors and the audit committee of:
    a. Significant changes in the internal control during the year;
    b. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
    c. There is no Instances of significant fraud of which we have become aware and the involvement of an employee having a significant role in the company’s internal control system.

Sd/-	Sd/-
Chennareddy Shivakumarreddy	Rajpeta Kasturi Hanumenthareddy
Managing Director	Chief Financial Officer

Place: Bengaluru
Date: 06.09.2023

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

To
The Members
KAVVERI TELECOM PRODUCTS LIMITED
Bengaluru

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of KAVVERI TELECOM PRODUCTS LIMITED 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 (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 the 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 Directors 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 ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory.

For G Bhat & Associates.
COMPANY SECRETARIES
Sd/-
CS Guruprasada Bhat
Proprietor
M. No. F11713
CP No. 18963
UDIN:

Place: Bengaluru
Date: 06.09.2023

INDEPENDENT AUDITOR'S REPORT

To the Members

Kavveri Telecom Products Limited

Report on Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone financial statements of **M/s. Kavveri Telecom Products Limited** ("the Company") which comprises the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss, and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of 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, ***except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph***, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and loss, and its cash flows for the year ended on that date.

Basis of Qualified Opinion

i. ***Material uncertainty related to Going Concern:*** *During the year the company has incurred a Net profit of Rs. 3,216.70 Lakhs resulting into accumulated losses of Rs. 9,023.38 Lakhs, which is after recording all the necessary entries based on the write back of One Time Settlement order received from Edelweiss ARC Ltd for the settlement of cash credit and term loan settlement which were availed from State Bank of India, write back of Trade Payables, write back of provision of Gratuity, write back of provision of Leave encashment, write back of provision of warranty, write back of Salaries and employee advances. There is significant decrease in revenue over the past few years. These conditions indicate the existence of a material uncertainty that may cast a significant doubt on the Company's ability to continue as going concern and therefore may be unable to realize its assets and discharge its liabilities in the normal course of business. The ultimate outcome of these matters is at present not ascertainable. Accordingly, we are unable to comment on the consequential impact, if any, on the accompanying standalone financial statements.*

ii. *In relation to carrying value of investments held in by the company to its subsidiaries, which have been incurring losses and in some of these companies, net worth was fully or substantially eroded. Taking into account the management internal assessment and initiatives to be implemented to improve the profitability in the medium to long term, the management of the company is of the view that carrying value of investments are realizable at the value stated in the books. In the absence of fair valuation of these investments, we are unable to comment upon the carrying value and thus, we are unable to comment whether any provision for impairment in the value of investments is required.*

Emphasis of Matter

Without qualifying our opinion, we draw attention to the below

i. **Branch Balance** : We draw attention to Note 3 in the financial statements, which describes the write-off of certain branch balances. As disclosed in Note 3, during the current year, the company has recognized a write-off of balances associated with its branches due to their unrecoverable nature. The total value of branch balance written off during the financial year is Rs. 182.58 Lakhs.

The write-off of branch balances has resulted in a decrease in the assets or liabilities associated with these balances in the financial statements. Consequently, the financial statements reflect a reduction in the company's assets or liabilities and an impact on its financial position.

ii. **Deposits** : We draw attention to Note 3 in the financial statements, which describes the write-off of certain deposits. As disclosed in Note 3, during the current year, the company has recognized a write-off of deposits due to their unrecoverable nature. The total value of Deposits written off during the financial year is Rs. 4.76 Lakhs.

The write-off of deposits represents a significant event that has affected the company's financial position. It reflects management's revised assessment of the recoverability of these deposits based on the current information, contractual status, or disputes.

iii. **Deferred Tax Asset :** We draw attention to Note 5 in the financial statements, which describes the reversal of a deferred tax asset. As disclosed in Note 5, during the current year, the company has recognized a reversal of a previously recognized deferred tax asset due to the lack of future virtual certainty to earn future taxable income. The total value of Deferred Tax Assets written off during the financial year is Rs. 1,722.29 Lakhs.

The reversal of the deferred tax asset has resulted in a decrease in the income tax benefit and an increase in the income tax expense for the current year. Consequently, the financial statements reflect a lower net profit and an adjustment to the carrying value of the deferred tax asset.

iv. **Interest Receivable from Subsidiary and Third Parties :** We draw attention to Note 9 in the financial statements, which describes the write-back of interest receivable from subsidiaries. As disclosed in Note 9, during the current year, the company has recognized a write-back of previously recognized interest receivable from its subsidiaries. The total value of Interest receivable from subsidiary written off during the financial year is Rs. 249.59 Lakhs.

We draw attention to Note X in the financial statements, which describes the write-back of interest receivable from subsidiaries. As disclosed in Note X, during the current year, the company has recognized a write-back of previously recognized interest receivable from its subsidiaries.

v. **Investments :** We draw attention to Note 2 in the financial statements, which describes the write-off of investments in domestic and overseas subsidiaries. As disclosed in Note 2, during the current year, the company has recognized a loss and fully written off its investments in certain domestic and overseas subsidiaries. The total value of Investments written off during the financial year is Rs. 2548.43/- Lakhs. Further, we have not received the balance confirmation for the closing balance of Investments as on 31st March 2023.

The write-off of the investments in domestic and overseas subsidiaries has resulted in a recognition of loss in the financial statements. Consequently, the financial statements reflect a reduced net profit and an adjustment to the carrying value of the investments.

vi. **Trade Payable, Advances Received and Confirmation :** We draw attention to Note 15 & 16 in the financial statements, which describes the write-back of certain trade payables and advances received. As disclosed in Note 15 & 16, during the current year, the company has recognized a reversal of previously recognized trade payables and advances received due to their no longer being payable or refundable. The total value of trade payables and advances write-back during the financial year is Rs. 578.74 Lakhs.

The write-back of trade payables and advances received has resulted in a decrease in the accounts payable and advances balances in the financial statements. Consequently, the financial statements reflect a reduction in the company's liabilities and an impact on its financial position.

Further, we draw attention to Note 15 & 16 in the financial statements, which describes the absence of confirmation of Trade Payable and Advances as on 31st March 2023. However, the Company is in the process of obtaining the same, based on that we are unable to comment on the extent to which such balances are payable. The total value of Trade Payable as on 31st March 2023 is Rs.48.10 Lakhs.

vii. **Capital Work-in-Progress :** We draw attention to Note 1 in the financial statements, which describes the write-back of previously recognized Capital Work-in-Progress (CWIP). As disclosed in Note 1, during the current year, the company has recognized a reversal of the previously capitalized

CWIP due to changes in the project's status or abandonment. The total value of Capital Working in Progress written off during the financial year is Rs. 54.17 Lakhs.

The write-back of CWIP has resulted in a decrease in the value of assets and an adjustment to the carrying value of CWIP in the financial statements. Consequently, the financial statements reflect a reduction in the company's total assets and an impact on its financial position.

viii. **One Time Settlement (OTS) Scheme for Bank Loan and Interest Payable :** The Company (KTPL) has defaulted in repayment of cash credit and term loan which were availed from State Bank of India. The Bank has issued notice U/s. 13(2) of Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 to recover the amount which includes outstanding interest towards cash credit and term loan availed by the Company. Later on the bank has transferred the outstanding due to Edelweiss Asset Reconstruction Company (EARC) for the purpose of recovery of dues from the Company on 27th June, 2014. Also all securities provided by the company to Bank against Term loan and cash credit are also transferred to the Asset Reconstruction Company as informed by Bank to the Company. The Company has approached Edelweiss ARC Ltd for One Time Settlement (OTS) Proposal in 21st November, 2021 for settlement of loans availed by the company, the settlement proposal had been accepted by the EARC vide it's letter dated 8th December, 2021. As per terms of aforesaid settlement, KTPL was required to pay EARC a sum of Rs. 2.5 Crores on or before 25th March, 2022. The company has paid the Rs. 2.5 Crores to EARC in consonance with the timeline detailed under the acceptance letter. Later, the EARC has issued No Dues Certificate to KTPL on 24th March, 2022 and released the personal guarantees of Mr. C Shivakumar Reddy and Mrs. R.H. Kasturi. The total value of loan and interest waived off as per books of accounts and credit to profit and loss account as on 31st March 2023 is Rs.20,503.62 Lakhs.

On Similar line, the total value of assets settled against the secured loan, the total value of Inventory and Written down value of Plant and Machinery settled during OTS as on 31st March 2023 is Rs.5,609.63 Lakhs and Rs.190.44 Lakhs respectively.

ix. **Loans and Advances :** We draw attention to Note 3 in the financial statements, which describes the write-back of certain loans and advances. As disclosed in Note 3, during the current year, the company has recognized a reversal of previously recognized loans and advances due to their no longer being recoverable. The total value of Loans and Advances written off during the financial year is Rs. 1.80 Lakhs. Further, we have not received the balance confirmation for the closing balance of Loans and Advances as on 31st March 2023.

We draw attention to Note 3 in the financial statements, which describes the write-back of certain loans and advances. As disclosed in Note 3, during the current year, the company has recognized a reversal of previously recognized loans and advances due to their no longer being recoverable.

x. **Provision for Gratuity and Leave encashment :** We draw attention to Note 12 in the financial statements, which describes the write-back of provision for gratuity and leave encashment. As stated in Note 12, during the current year, the company has reversed the previously recognized provision for gratuity and leave encashment due to a reassessment of the estimated liability. The total value of Gratuity and Leave Encashment write-back during the financial year is Rs. 92.33 Lakhs.

   The write-back of the provision for gratuity and leave encashment has resulted in a decrease in the liability and an increase in profit for the current year. As a result, the financial statements reflect a higher net profit and a reduced liability for employee benefits.

xi. **Provision for Warranty, Retention Money and Other Provisions** : We draw attention to Note 12 & 16 in the financial statements, which describes the write-back of the provision for warranty, retention money and other outstanding liabilities. As disclosed in Note 12 & 16, during the current year, the company has recognized a reversal of previously recognized provisions for warranty, retention money and other outstanding liabilities due to changes in estimates or settlements. The total value of Warranty, Retention Money and Outstanding Liabilities write-back during the financial year is Rs. 2,169.62 Lakhs.

   The write-back of the provision for warranty and retention money has resulted in a decrease in the liabilities and an adjustment to the provision balances in the financial statements. Consequently, the financial statements reflect a reduction in the company's liabilities and an impact on its financial position.

xii. **Salaries Payable and Staff Advance :** We draw attention to Note 9 & 17 in the financial statements, which describes the write-back of the provision for salary payable and employee advances. As disclosed in Note 9 & 17, during the current year, the company has reversed a portion of the previously recognized provision for salary payable and employee advances due to a reassessment of the estimated liability. The management retained the claims of respective employees for a period beyond 8 years and post that based on the law of limitations the management took a call to write back the salaries payable and employee advances to employees in the current financial year. The total value of Salaries and employee advances write-back during the financial year is Rs. 115.02 Lakhs.

xiii. **Trade Receivables, Advances and Balance Confirmation** : We draw attention to Note 7 & 9 in the financial statements, which describes the write-off of trade receivables and advances paid. As disclosed in Note 7 & 9, during the current year, the company has recognized a write-off of certain trade receivables and advances paid due to their irrecoverable nature. The total value of trade receivables and advances written off during the financial year is Rs. 10,015.05 Lakhs.

The write-off of trade receivables and advances paid has resulted in a decrease in the accounts receivable and advances balances in the financial statements. Consequently, the financial statements reflect a reduction in the company's assets and an impact on its financial position.

Further, we draw attention to Note 7 in the financial statements, which describes the absence of confirmation of Trade Receivables and Advances as on 31st March 2023. However, the Company is in the process of obtaining the same, based on that we are unable to comment on the extent to which such balances are recoverable. The total value of Trade Receivable as on 31st March 2023 is Rs.239.18 Lakhs.

xiv. **Unsecured Loans :** We draw attention to Note 3 in the financial statements, which describes the write-back of unsecured loans. As disclosed in Note 3, during the current year, the company has reversed a portion of the previously recognized provision for unsecured loans due to a reassessment of their recoverability. The total value of Unsecured loans write-back during the financial year is Rs. 19.03 Lakhs.

The write-back of the provision for unsecured loans has resulted in a decrease in the loss/provision and an increase in profit for the current year. Consequently, the financial statements reflect a higher net profit and an adjustment to the carrying value of the unsecured loans.

xv. **Overseas Investment Audit Report :** In our opinion and according to the information and explanations given to us, the Company did not provide the audit reports of the group companies Hence we are unable to ascertain the details of the same.

xvi. **Inventory :** We draw attention to Note 6 in the financial statements, which describes the write-off of inventories that have been taken over by the banks under the One Time Settlement (OTS) scheme. As disclosed in Note 6, during the current year, the company has recognized a loss and written off the carrying value of inventories that have been transferred to the banks as part of the settlement agreement. The total value of Inventory write-back on One Time Settlement Scheme of Cash Credit and Term Loan along with interest due during the financial year is Rs. 5,609.63 Lakhs.

We draw attention to Note 6 in the financial statements, which describes the write-off of inventories that have been taken over by the banks under the One Time Settlement (OTS) scheme. As disclosed in Note 6, during the current year, the company has recognized a loss and written off the carrying value of inventories that have been transferred to the banks as part of the settlement agreement.

We conducted our audit 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 thereunder, 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.

Information other than the Financial Statements and Auditors' Report thereon

The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Director's Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the 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.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Management's responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards 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 of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments 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 statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is 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.

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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 financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances.
- 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's 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the 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 communicate with those charged with governance 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 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

1. 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 in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143(3) of the Act, we report that:
   a) We have sought and obtained, ***except for the possible effects of the matters described in the Basis for Qualified Opinion paragraph and Emphasis of matter paragraph above,*** all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
   b) ***Except for the possible effects of the matters described in the Basis for Qualified Opinion paragraph and Emphasis of matter paragraph above,*** 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 Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
   d) ***Except for the possible effects of the matters described in the Basis for Qualified Opinion paragraph and Emphasis of matter paragraph above,*** In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014,
   e) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 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 II"**. Our report expresses a modified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
   g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended.
      In our opinion and to the best of our information and according to the explanations given to us, the company has not paid/provided any managerial remuneration during the year under Audit.

   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 disclosed the impact of pending litigations on its financial position in its standalone financial statements.
      ii. The Company has not made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

iii. There has been delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company (Refer Note No.16).

iv. (a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, 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, whether, 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 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, other than as disclosed in the notes to the accounts, 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, whether, 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 provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c) Based on audit procedures which we 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) contain any material mis-statement.

v. The company has not declared or paid any dividend during the year which is in contravention of the provisions of section 123 of the Companies Act, 2013.

For **J K Chopra & Associates,**
Chartered Accountants
ICAI Firm's Registration No. 016071S

Sd/-
Jitendra Kumar Chopra
Proprietor
Membership No: 237068
UDIN: 23237068BGXHMA2243

Place: Bangalore
Date: 30th May 2023

Annexure I referred to in paragraph [1] under Report on Other Legal and Regulatory Requirements of our report of even date

Annexure to the Independent Auditor's Report of even date to the members of **M/s Kavveri Telecom Products Limited**, on the financial statements for the year ended 31st March 2023.

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

(i) In respect of Fixed Assets:

a) *(A) The Company has not maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment, Hence, we are unable to ascertain the details of quantity and situation of Property, Plant and Equipment.*

(B) The Company has not maintained proper records showing full particulars of Intangible Assets.

b) The major Property, Plant and Equipment of the company have not been physically verified by the management at reasonable intervals during the year, however they are in the process of doing the physical verification in the current financial year. We are unable to comment on discrepancies that might be arose on such physical verification of PPE that are lying on all locations where physical verification could not be performed.

c) There is no immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), held by the Company and accordingly, the requirement to report on clause 3(i)(c) of the Order is not applicable to the Company.

d) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year ended March 31, 2023 and accordingly, the requirement to report on clause 3(i)(d) of the Order is not applicable to the Company.

e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder and accordingly, the requirement to report on clause 3(i)(c) of the Order is not applicable to the Company.

(ii) In respect of Inventories:

a) There are no inventory in the company in order to perform physically verification during the year by the management.

b) The company has not been sanctioned working capital limits in excess of five crore rupees (at any point of time during the year), in aggregate, from banks or financial institutions on the basis of security of current assets; quarterly returns or statements filed by the company with such banks or financial institutions are in agreement with the books of account of the Company.

(iii) According to the information and explanation given to us, the Company has during the year, not made 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. Accordingly, the provisions of clauses 3(iii) of the Order are not applicable.

(iv) In our opinion and according to the information and explanations given to us, the company in respect of loans, investments, guarantees and security, provisions of section 185 and 186 of companies act, 2013 have been complied with.

(v) The Company has not accepted any deposits from the public covered under Section 73 to 76 of the Companies Act, 2013 and rules framed there under to the extent notified.

(vi) The Company is not in the business of sale of any goods or provision of such services as prescribed by the Central Government under section 148(1) of the Act. Accordingly, the requirement to report on clause 3(vi) of the Order is not applicable to the Company.

(vii) (a) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, goods and services tax, service tax, value added tax, cess and any other statutory dues applicable are not regularly in deposited by the Company with the appropriate authorities in India,

(b) There were disputed amounts payable in respect of Provident Fund, Professional Tax and TDS dues in arrears as at 31st March 2023 for a period of more than 6 months from the date they became payable:

Particulars	**Amount is Rs.**
Tax Deducted at Source	1,56,58,429
Provident Fund	41,520
Professional Tax	32,150
Total	**1,57,32,099**

According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, service tax, and cess were in arrears as at the balance sheet date for a period of more than six months from the date they became payable apart from amounts mentioned above. ***However, in respect of Provident Fund, Sales Tax and TDS the company has dues payable for more than 6 months outstanding as on the date of balance sheet, the details of the same are as under:***

Particulars	**FY 2021-22**
Provident Fund	5,29,117
Central Sales Tax (FY 2010-11)	57,69,004
Tax Deducted at Source	1,10,562
Employee State Insurance Corporation	184
Total	**64,07,657**

(c) Details of dues of Income-tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax and CESS which have not been deposited as on 31st March 2023 on account of disputes are given below:

Direct Taxes

Name of the Statue	Nature of Dues	Amount *(Rs. in Lakhs)*	Period	Forum where dispute pending
Income Tax Act, 1961	Income Tax	19.09	A.Y 2005-06	CIT (A), Bangalore
Income Tax Act, 1961	Income Tax	133.37	A.Y 2006-07	CIT (A), Bangalore
Income Tax Act, 1961	Income Tax	826.14	A.Y 2008-09	CIT (A), Bangalore
Income Tax Act, 1961	Income Tax	430.80	A.Y 2009-10	CIT (A), Bangalore
Income Tax Act, 1961	Income Tax	346.85	A.Y 2010-11	CIT (A), Bangalore
Income Tax Act, 1961	Income Tax	5474.02	A.Y 2011-12	CIT (A), Bangalore
Income Tax Act, 1961	Income Tax	4677.90	A.Y 2012-13	CIT (A), Bangalore
Income Tax Act, 1961	Income Tax	NIL	A.Y 2013-14	CIT (A), Bangalore
Income Tax Act, 1961	Income Tax	607.58	A.Y 2014-15	CIT (A), Bangalore
Income Tax Act, 1961	Income Tax	584.85	A.Y 2015-16	CIT (A), Bangalore
Income Tax Act, 1961	Income Tax	8624.55	A.Y 2017-18	CIT (A), Bangalore

Indirect Taxes

Name of the Statue	Nature of Dues	Amount *(Rs. in Lakhs)*	Period	Forum where dispute pending
Central Excise	Availment of CENVAT Credit (Including Penalty)	5424.26	February 2007 to 2009	CESTAT Bangalore
Central Excise	Irregular availiment of CENVAT Credit(Including penalty)	33.2	2010-2011	Commissioner of customs and central excise (Appeals) Bangalore
Central Excise	Irregular availment of CENVAT Credit(Including penalty)	1.27	2012-2013	CESTAT Bangalore
Central Excise	Irregular availment of CENVAT Credit(Including penalty)	2.58	2007-2008	Commissioner of customs and central excise (Appeals) Bangalore
Central Excise	Irregular availment of CENVAT Credit(Including penalty)	10.36	2007-2008 & 2008-2009	CESTAT Bangalore

(viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.

(ix) The Company has not taken term loans from Banks and Financial institutions during the financial year. The company has defaulted in payment of dues of interest and principal of cash credit and term loans, however, the Company had submitted a Settlement Proposal on 21st November 2021, the same was accepted and One Time Settlement was finalised on 24th March 2022 . (Refer "Basis for Qualified Opinion Paragraph" in Audit Report).

(x) (a) During the year the Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments).

(b) The Company has not made any Preferential allotment or Private Placement of shares or fully Convertible Debentures (Partly or optionally convertible debentures) during the year under review.

(xi) (a) No fraud by the Company or no fraud on the Company has been noticed or reported during the year.

(b) During the year, no report under sub-section (12) of section 143 of the Act, 2013 has been filed by the secretarial auditor or by us 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, the Company is not a nidhi company as per the provisions of the Act. Therefore, the provisions of clause 3(xii)(a) of the Order are not applicable to the Company and hence not commented upon.

(xiii) Transactions with the related parties are in compliance with sections 177 and 188 of Act where applicable and the details have been disclosed in the notes to the standalone financial statements, as required by the applicable Ind AS Financial Statement as required under Indian Accounting standard (Ind AS) 24, related party disclosures specified under section 133 of the Act, read with relevant rules issued there under.

(xiv) The Company is in the process of having an internal audit system commensurate with the size and nature of its business for the financial year 2022-23.

(xv) According to the information and explanations given to us and on the basis of our examination of the records, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.

(xvi) (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.

(b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on clause (xvi)(b) of the Order is not applicable to the Company.

(c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi)(c) of the Order is not applicable to the Company

(d) There is no Core Investment Company as a part of the Group, hence, the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company.

(xvii) The Company has incurred cash losses in the current year of Rs.126.80 Lakhs. The Company has incurred cash losses in the immediately preceding financial year of Rs.1,264.85/- Lakhs.

(xviii) There has been resignation of the statutory auditors during the year and accordingly requirement to report on clause 3(xviii) of the Order is applicable to the Company.

(xix) On the basis of the financial ratios disclosed in Note 51 to the standalone financial statements, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone 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) The provisions of Section 135 towards corporate social responsibility are not applicable on the company. Accordingly, the provisions of clause 3(xx) of the Order is not applicable.

For **J K Chopra & Associates**
Chartered Accountants
ICAI Firm's Registration No. 016071S

Sd/-
Jitendra Kumar Chopra
Proprietor
Membership No.237068
UDIN: 23237068BGXHMA2243

Place: Bangalore
Date: 30th May 2023

Annexure B to the Independent Auditor's Report

Report on the Internal Financial Controls over Financial Reporting under clause (i) of the Sub-section 3 of the Section 143 of the Companies Act, 2013 ('The Act')

We have audited the internal financial controls over financial reporting **of M/s. Kavveri Telecom Products Limited ('the company')** as of 31st March 2023 in conjunction with our audit of IND AS Financial Statements of the company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls 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 on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (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 under 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 on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an Audit of Internal Financial Controls, both applicable to an audit of Internal Financial Controls and both issued by the ICAI. These standards and guidance note require that we comply with ethical requirements and plan and performed 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 risk of material misstatement of the IND AS 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 and the company's internal financial control 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 Ind AS Financial Statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes these policies and procedures that (1) pertain to the maintenance of records that, in reasonable detailed, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS Financial Statements in accordance with generally accepted principles, and that receipts and expenditures are being made only in accordance with authorization of management and directors of the Company; and (3) 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 Ind AS Financial Statements.

Inherent Limitation of Internal Financial Controls over Financial Reporting

Because of the inherent limitation 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.

Basis for Qualified Opinion:

1. The company did not have appropriate internal controls for confirmation and reconciliation of Trade Receivables, Trade Payables, Other Current Assets and Current Liabilities.
2. The company did not have fixed asset register as on 31.03.2023.

As a result of above matters, we have not been able to obtain sufficient and appropriate audit evidence in relation to Internal Financial Controls over Financial Reporting and consequently, we are unable to determine whether the company has established adequate internal financial controls over Financial Reporting and also whether such internal financial controls were operating effectively as at March 31st, 2023.

Qualified Opinion

In our opinion, as a result of the matters given in the Basis of Qualified opinion paragraph in the Audit report of the company, we have not obtained sufficient appropriate audit evidence in respect of those matters specified in the Basis of Qualified opinion paragraph. We are unable to determine whether the company has established adequate internal financial controls over Financial Reporting and also whether such internal financial controls were operating effectively as at 31st March 2023 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 on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute Of Chartered Accountants of India.

For **J K Chopra & Associates**
Chartered Accountants
ICAI Firm's Registration No. 016071S

Sd/-
Jitendra Kumar Chopra
Proprietor
Membership No.237068
UDIN: 23237068BGXHMA2243

Place: Bangalore
Date: 30th May 2023

STANDALONE FINANCIAL STATEMENTS

KAVVERI TELECOM PRODUCTS LIMITED

CIN: L85110KA1996PLC019627

FINANCIAL YEAR 2022-23

ASSESSMENT YEAR 2023-24

KAVVERI TELECOM PRODUCTS LIMITED
Standalone Balance Sheet as at

(Amount in lakhs)

PARTICULARS	Note No.	31st Mar 2023	31st Mar 2022
ASSETS			
Non - Current Assets			
Property, Plant and Equipment			
Tangible assets	1	120.78	442.56
Intangible Assets	1	35.68	52.33
Capital Work in Progress		-	54.17
Intangible assets under development		-	-
Financial Assets			
Investments	2	2,834.07	5,382.50
Loans and advances	3	2,453.47	2,828.23
Other Non Current Assets	4	1,158.03	7,606.27
Deferred Tax Asset	5	-	1,722.29
		6,602.03	**18,088.35**
Current Assets			
Inventories	6	-	5,609.64
Financial Assets			
Trade Receivables	7	239.18	3,909.62
Cash and cash Equivalents	8	22.63	28.28
Other Current Assets	9	45.96	375.99
		307.77	**9,923.53**
Total		**6,909.80**	**28,011.89**

PARTICULARS	Note No.	31st Mar 2023	31st Mar 2022
EQUITIES AND LIABILITIES			
Shareholders' Funds			
Equity share capital	10	2,012.43	2,012.43
Other equity	11	3,757.68	685.15
		5,770.11	**2,697.58**
Non- Current Liabilities			
Financial Liabilities			
Provisions	12	-	2,241.42
Deferred tax liabiliies (Net)	13	-	-
		-	**2,241.42**
Current Liabilities			
Financial liabilities			
Borrowings	14	-	20,445.09
Trade Payables	15		
(a)Total outstanding dues of micro enterprises and small enterprises		-	-
(b)Total outstanding dues of creditors other than micro & small enterprises		48.11	1,170.75
Other Current Liabilities	16	856.61	1,127.29
Provisions	17	234.98	329.75
		1,139.69	**23,072.88**
Total		**6,909.80**	**28,011.88**
Corporate Information & Summary of significant accounting policies the accompanying notes are an integral part of the financial statements	25 & 26		

For J K Chopra & Associates
Chartered Accountants
ICAI Firm Registration No. 016071S

For and on behalf of the board

Jitendra Kumar Chopra
Proprietor
Membership No. 237068
UDIN : 23237068BGXHMA2243

C Shiva Kumar Reddy
Managing Director
DIN: 01189348

R H Kasturi
Director
DIN: 00291851

Place: Bangalore
Date: 30th May 2023

KAVVERI TELECOM PRODUCTS LIMITED
Standalone Statement of Profit and Loss for the Period ended

(Amount in lakhs except EPS)

Particulars	Note	31st Mar 2023	31st Mar 2022
Revenue			
Revenue from operations	18	11.00	112.91
Other Income	19	11.50	12.60
Write back of Expenses			
Write Back-Bank Loan		20,484.23	-
Write back-Loans & Advances		3.56	-
Write Back-Provision		2,299.13	-
Write Back-Salaries		102.26	-
Write Back-Staff Advance		20.51	-
Write Back-Trade Payable and Advances		1,062.82	-
Write Back-Unsecured Loans		19.03	-
Total Income		**24,014.04**	**125.51**
Expenses			
Cost of Material Consumed	20	-	-
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	21	-	-
Employee Benefit Expenses	22	4.14	2.52
Finance Costs	23	0.13	1,344.54
Other Expenses	24	288.90	43.31
Expenses written off			
Write Off-Branch Balance		182.58	-
Write Off-Deposits		4.76	-
Write Off-DTA		1,722.29	-
Write Off-Interest Receivable		249.59	-
Write Off-Investments		2,548.43	-
Write Off-Loans & Advances (Asset)		1.76	-
Write Off-Staff		7.74	-
Write Off-Trade Receivables and Advances		10,015.43	-
Write Off-WIP/CWIP		54.17	-
Write Off-Inventory		5,609.63	-
Depreciation&Amortisation Expenses		19.25	205.75
Total Expenses		**20,708.80**	**1,596.12**
Profit/(loss) Before Tax		**3,305.24**	**(1,470.61)**
Prior Period Expenses		87.74	-
		3,217.50	**(1,470.61)**
Tax Expense:			
Provision for Tax		0.81	-
Deferred Tax		-	262.15
Profit/(Loss) for the period		**3,216.70**	**(1,732.75)**
Other comprehensive income		-	-
Total comprehensive income for the period		**3,216.70**	**(1,732.75)**
Earning per equity share of Rs 10/- each:			
Basic		**15.98**	**(8.61)**
Diluted		**15.98**	**(8.61)**

Corporate Information & Summary of significant accounting policies the accompanying notes are an integral part of the financial statements — 25 & 26

For J K Chopra & Associates
Chartered Accountants
ICAI Firm Registration No. 016071S

Jitendra Kumar Chopra
Proprietor
Membership No. 237068
UDIN : 23237068BGXHMA2243

For and on behalf of the board

C Shiva Kumar Reddy
Managing Director
DIN: 01189348

R H Kasturi
Director
DIN: 00291851

Place: Bangalore
Date: 30th May 2023

KAVVERI TELECOM PRODUCTS LIMITED
Standalone Statement of Cash flow for the period ended

(Amount in lakhs)

Particulars	31st Mar 2023	31st March 2022
A. Cash flow from operating activities		
Profit / (Loss) before tax	3,217.50	(1,470.61)
Adjustments to reconcile profit before tax to net cash from / (used in) operating activities.		
Depreciation on property, plant and equipment	2.60	189.10
Amortisation and impairment of intangible assets	16.65	16.65
WIP Written Off	54.17	-
Inventory written off	5,609.63	-
Investments Written off	2,548.43	-
Write off of DTA	1,722.29	-
Interest receivable written off	249.59	-
Loans and advance written off	1.76	-
Write Off-Staff	7.74	-
Write Back-Staff Advance	(20.51)	-
Write back-Loans & Advances (Asset)	(3.56)	-
Write back- Bank Loans	(20,484.23)	-
Write Back-Salaries	(102.26)	-
Write Back-Provision	(2,299.13)	-
Write Off-Branch Balance	182.58	-
Write Off-Deposits	4.76	-
Write Off-Sundry Crs & Drs	10,015.43	-
Prior Period Expenses	87.74	-
Write Back-Sundry Crs & Drs	(1,062.82)	-
Write Back-Unsecured Loans	(19.03)	-
(Gain)/loss on sale of property, plant and equipment	175.03	-
Finance income (including fair value change in financial instruments)	(7.36)	-
Finance costs (including fair value change in financial instruments)	-	1,344.54
Operating Profit before working capital changes	**(103.00)**	**79.68**
Working capital adjustments		
Decrease/ (increase) in Inventory	-	-
(Increase) / decrease in Trade Receivables	(4,385.54)	(3.49)
Decrease/ (increase) in other Current assets	95.01	58.75
Increase/ (decrease) in Trade Payables	(2,590.72)	(4.66)
Increase/ (decrease) in short term provisions	491.20	(0.25)
(Increase) /Decrease in Short term loans and advances	-	-
Increase/ (decrease) Other Current Liabilities	(270.68)	234.40
Sub Total	(6,660.73)	284.75
Income tax paid	0.81	-
Net cash flows from operating activities (A)	**(6,764.54)**	**364.43**
B. Cash flow from investing activities		
(Increase)/ decrease in Capital-work-in-progress/Fixed Assets	-	(0.52)
(Increase)/ decrease in Non-current assets	6,448.24	(127.85)
Proceeds from sale of assets	-	-
Interest received	7.36	-
purchase of intangible assets	-	-
(Increase)/ decrease in Long term loans and advances	206.45	(227.45)
Net cash flows from / (used in) investing activities (B)	**6,662.05**	**(355.82)**
C. Cash flow from financing activities		
(Increase) /Decrease in long term loans and advances	-	-
Increase/ (decrease) in long term provisions	57.71	-
Proceeds from long term loans and borrowings	39.13	1,324.46
Interest payment	-	(1,344.54)
Net Cash flows from / (used in) Financing activities (C)	**96.85**	**(20.08)**
Net increase / (decrease) in cash and cash equivalents (A+B+C)	**(5.65)**	**(11.47)**
Opening Balance of Cash	28.28	39.75
Closing Balance	**22.63**	**29.28**
Components of Cash and Cash Equivalents		
Cash on Hand	1.70	1.71
Balances with bank in current account	20.94	26.57
Balance at the end of the year	**22.63**	**28.28**

For J K Chopra & Associates
Chartered Accountants
ICAI Firm Registration No. 016071S

For and on behalf of the board

Jitendra Kumar Chopra
Proprietor
Membership No. 237068
UDIN : 23237068BGXHMA2243

C Shiva Kumar Reddy
Managing Director
DIN: 01189348

R H Kasturi
Director
DIN: 00291851

Place: Bangalore
Date: 30th May 2023

Notes to Financial Statement as at (Amount in lakhs)

10 Share Capital:

Particulars	31-Mar-23	31-Mar-22
Authorised Capital		
2,50,00,000 (March 31, 2023: 2,50,0000) Equity shares of Rs. 10/- each	2,500.00	2,500.00
Issued, subscribed & fully paid up Capital		
2,01,24,260 (March 23, 2023) Equity shares of Rs. 10/- each	2,012.43	2,012.43
Less: Calls Unpaid by others		
Total	**2,012.43**	**2,012.43**

a. Terms/ rights attached to the equity shares:

i) The Company has only one class of shares referred to as equity shares having a par value of Rs. 10/-. Each, holder of equity shares is entitled to one vote per share.

ii) The Company did not declare any dividend during the accounting period under reporting.

iii) 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 in proportion to the number of equity shares held by the share holders.

iv) No shares have been issued for consideration other than cash during the immediately preceding five years from the end of the reporting period.

b. Reconciliation of equity shares outstanding as at the beginning and at the end of the reporting Period:

Particulars	31-Mar-23	31-Mar-22
	No. of Shares	No. of Shares
Equity shares		
Ordinary equity shares		
Balance at the beginning of the year	201.24	201.24
Issued during the year	-	-
Balance at the end of the year	**201.24**	**201.24**

c. Details of Shares held by shareholders, holding more than 5% of the aggregate shares in the Company.

Particulars	No. of shares			
	Current Year	Previous Year	Current Year	Previous Year
Ashish Nanda	11,78,307	14,70,000	5.86%	7.30%
C Uma Reddy	17,50,100	17,50,100	8.70%	8.70%
Karjat Trade Place Private Limited	14,34,214	14,34,214	7.13%	7.13%

Shares held by promoters at the end of the year			% Change during the year
Promoter Name	**No. of shares**	**% of Total Shares**	
C Uma Reddy	17,50,100	8.70	-
Shiva Kumar Reddy	7,73,854	3.85	-
R H Kasturi	5,21,977	2.59	-
Sankethram Reddy Chenna Reddy	1,10,500	0.55	-
Mokshit Reddy Channa Reddy	90,346	0.45	-

Statement of changes in Equity

(Amount in lakhs)

A. Equity Share Capital:

Particulars	Shares	Amount
Balance as at April 1, 2021	**2,01,24,260**	**2,012.43**
Changes in equity Share Capital	-	-
Balance as at March 31, 2022	**2,01,24,260**	**2,012.43**
Balance as at April 1, 2022	**2,01,24,260**	**2,012.43**
Changes in equity Share Capital	-	-
Balance as at Mar 31, 2023	**2,01,24,260**	**2,012.43**

(Amount in lakhs)

B. Other Equity

Particulars	Reserves & Surplus					Items of Other comprehensive income		Total
	General Reserve	Capital Reserve	Securities Premium	Employee Stock Option Outstanding	Retained earnings	Equity Instruments through other comprehensive income	Other items of other comprehensive income	
Balance at April 1, 2021	907.44	73.26	11,800.36	124.61	(10,487.78)	-	-	**2,417.90**
Changes in equity for the year ended March 31, 2021								
Transfer to General Reserve	-	-	-	-	-	-	-	-
Equity instruments through other comprehensive income	-	-	-	-	-	-	-	-
Changes in accounting policy / prior period errors	-	-	-	-	-	-	-	-
Profit for the period	-	-	-	-	(1,732.75)	-	-	(1,732.75)
Addition to capital reserve	-	-	-	-	-	-	-	-
Balance as at March 31, 2022	**907.44**	**73.26**	**11,800.36**	**124.61**	**(12,220.53)**	**-**	**-**	685.15
Changes in equity for the Period ended Mar 31, 2023								
Transfer to General Reserve	-	-	-	(124.61)	(19.55)	-	-	(144.16)
Equity instruments through other comprehensive income	-	-	-	-	-	-	-	-
Changes in accounting policy / prior period errors	-	-	-	-	-	-	-	-
Profit for the period	-	-	-	-	3,216.70	-	-	3,216.70
Addition to capital reserve	-	-	-	-	-	-	-	-
Balance as at Mar 31, 2023	**907.44**	**73.26**	**11,800.36**	**-**	**(9,023.38)**	**-**	**-**	**3,757.68**

2 Investments

Particulars	31st Mar 2023	31st Mar 2022
Investment in subsidiaries[1]	2,834.07	5,382.50
Total	**2,834.07**	**5,382.50**

[1.] (i) During the current year, the company has recognized a loss and fully written off its investments in certain domestic and overseas subsidiaries. The total value of Investments written off during the financial year is Rs. 2548.43/- Lakhs. Further, we have not received the balance confirmation for the closing balance of Investments as on 31st March 2023.
(ii)The write-off of the investments in domestic and overseas subsidiaries has resulted in a recognition of loss in the financial statements. Consequently, the financial statements reflect a reduced net profit and an adjustment to the carrying value of the investments.

3 Loans and advances

Particulars	31st Mar 2023	31st Mar 2022
Advances Otherthan capital advances		
Margin Money Deposits	10.63	10.63
Advances [2]	-	182.58
Other Deposits [3]	111.23	125.84
Loans and advances to Related Parties	484.06	412.78
Loans and advances to Subsidiaries [4]	1,847.56	1,846.40
Advance Given for OTS Proposal [5]	-	250.00
Total	**2,453.47**	**2,828.23**

[2.] During the current year, the company has recognized a reversal of previously recognized Advances due to their no longer being recoverable. The total value of Advances written off during the financial year is Rs. 182.58 Lakhs. Balances in the accounts of Advances are subject to confirmation from the respective parties.
[3.] During the current year, the company has recognized a reversal of previously recognized Other Deposits due to their no longer being recoverable. The total value of Other Deposits written off during the financial year is Rs. 14.61 Lakhs.
[4.] During the current year, the company has recognized a reversal of previously recognized Loans and advances to Subsidiaries due to their no longer being treated as Loans and advances to Subsidiaries . The total value of Loans and advances to Subsidiaries written off during the financial year is Rs. 1.16 Lakhs. Further, we have not received the balance confirmation for the closing balance of Other Deposits as on 31st March 2023.

[5.] Advances given for OTS Proposal have been set off during the year after receiving the order of OTS with respective liabilities amounting to Rs.250 Lakhs.

4 Other Non Current Assets

Particulars	31st Mar 2023	31st Mar 2022
Balance with Revenue authorities	31.39	32.87
Excise Duty under Protest	262.62	262.62
Other Non current assets	864.02	7,310.78
Total	**1,158.03**	**7,606.27**

5 Deferred Tax Asset

Particulars	31st Mar 2023	31st Mar 2022
Deferred Tax Asset [6]	-	1,984.44
Add:- Current Year DTA	-	(262.14)
	-	-
Total	**-**	**1,722.29**

[6] During the current year, the company has reversed the deferred tax asset due to the lack of future virtual certainty to earn future taxable income. The total value of Deferred Tax Assets written off during the financial year is Rs. 1,775.79 Lakhs.

6 INVENTORIES [7]

Particulars	31st Mar 2023	31st Mar 2022
Finished Goods	-	343.08
Work-in-progress	-	20.06
Raw Materials	-	552.83
Stock In Trade	-	4,693.67
Total	**-**	**5,609.64**

[7] During the current year, the company has written off the carrying value of inventories that have been transferred to the banks as part of the OTS settlement agreement. The total value of Inventory write-back on OTS Scheme of Cash Credit and Term Loan along with interest due during the financial year is Rs. 5,609.63 Lakhs.

7 Trade Receivables

Particulars	31st Mar 2023	31st Mar 2022
Outstanding for a period exceeding six months from the date they are due for payment		
Unsecured and considered good [8]	239.18	3,909.62
Other Receivables	-	-
Unsecured and considered good	-	-
	-	-
Total	**239.18**	**3,909.62**

[8] During the current year, the company has writen-off of certain trade receivables due to their irrecoverable nature. The total value of trade receivables written off during the financial year is Rs. 3670.44 Lakhs.

8 Cash and Cash Equivalents

Particulars	31st Mar 2023	31st Mar 2022
Cash & Cash Equivalents :		
Balances with Banks		
In Current Accounts	18.22	19.23
In Unpaid Dividend Account [9]	2.72	7.34
Cash in Hand	1.70	1.71
Total	**22.63**	**28.28**

[9] There is a balance of unpaid dividend for the FY 2006-07 and FY 2008-09 which is not being transferred to the Investor Protection and Education Fund as the State Bank of India is not able to provide the investor wise dividend due information, hence the liability is still shown in the book of accounts even though it is due beyond 7 years.

9 Other Current Assets

Particulars	31st Mar 2023	31st Mar 2022
a) Income Accrued On Deposits(Unsecured,conidered good) [10]	8.80	299.92
b)GST Input Tax Credit	69.24	69.24
c) Loan and advances [11]	(32.09)	6.83
Total	**45.96**	**375.99**

[10] During the current year, the company has writen-back interest receivable from its subsidiaries due to their irrecoverable nature. The total value of Interest receivable from subsidiary written off during the financial year is Rs. 249.59 Lakhs

[11] During the current year, the company has write-back Loans and Advances of Rs. 3.89 Lakhs due to their irrecoverable nature. Further, credit balance of parties amounting to Rs. 29.15 has been transferred to Loans and Advances, leading to an over credit balance of Rs. 32.09 Lakhs.

Note No. 10 To be Printed

11 Other Equity

Particulars	31st Mar 2023	31st Mar 2022
Securities Premium		
As per last Balancesheet	11,800.36	11,800.36
Investment Allowance Reserve		
As per last Balancesheet	-	-
Share Application Money Pending Allottment		
As per last Balancesheet	-	-
Capital Reserve		
As per last Balancesheet	73.26	73.26
Employee Stock option outstanding		
Opening balance	124.61	124.61
Add: New Grants during the year	-	-
Less:- Transfer to Securities premium Account [12]	124.61	-
Less:- Transfer to Securities premium Account	-	-
Less:- Transfer towards Lapsed options	-	-
Less:- Deferred stock compensation cost	-	-
	-	124.61
General Reserve		
As per last Balancesheet	907.44	907.44
Retained Earnings/ (Surplus)		
Surplus/(deficit) in the statement of profit and loss:		
Balance as at the beginning of the year	(12,220.53)	(10,487.78)
Changes in accounting policy / prior period errors	(19.55)	
Add: change to profit / (loss) for the year	3,216.70	(1,732.75)
Balance as at the end of the year	**(9,023.38)**	**(12,220.53)**
Total	**3,757.68**	**685.15**

[12] During the current year, the company has transferred the Employee Stock option outstandings as on 31st March 2022 to Reserve amounting to 124.61 Lakhs as there are no employees in the company and the period to exercise the Employee Stock Options has been lapsed.

12 Provisions -Non Current [13]

Particulars	31st Mar 2023	31st Mar 2022
Provisions for Gratuity	-	54.06
Provisions for Leave Encashment	-	38.27
Provisions for Warranty	-	2,111.77
Other Provisions	-	37.32
Total	**-**	**2,241.42**

[13.] *During the current year, the company has recognized a reversal of previously recognized provisions for Gratuity, Leave encashment, warranty and other provisions due to changes in estimates or settlements. The total value of Gratuity, Leave encashment, warranty and other provisions write-back during the financial year is Rs. 2,241.42 Lakhs.*

13 Deferred Tax Liability

Particulars	31st Mar 2023	31st Mar 2022
Deferred Tax Liability	-	-
Total	**-**	**-**

14 Borrowings- Current

Particulars	31st Mar 2023	31st Mar 2022
Loans repayable on Demand		
From Banks [14]	-	20,445.09
Total	**-**	**20,445.09**

[14.] *The Company has defaulted in repayment of cash credit and term loan which were availed from State Bank of India. The Bank has issued notice U/s. 13(2) of Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 to recover the amount which includes outstanding interest towards cash credit and term loan availed by the Company. Later on the bank has transferred the outstanding due to Edelweiss Asset Reconstruction Company (EARC) for the purpose of recovery of dues from the Company Also all securities provided by the company to Bank against Term loan and cash credit are also transferred to the Asset Reconstruction Company as informed by Bank to the Company.The Company has approached Edelweiss ARC Ltd for One Time Settlement (OTS) Proposal The company has paid the Rs. 2.5 Crores to EARC in consonance with the timeline detailed under the acceptance letter. The total value of loan and interest waived off as per books of accounts and credit to profit and loss account as on 31st March 2023 is Rs.20,503.62 Lakhs.*

15 Trade Payables

Particulars	31st Mar 2023	31st Mar 2022
Trade Payables		
- Dues to MSME'S		-
- Other Payables [15]	48.11	1,170.75
Total	**48.11**	**1,170.75**

[15.] *During the current year, the company has written back trade payables as they are no longer payable. The total value of trade payables write-back during the financial year is Rs. 1122.64 Lakhs.*

16 Other Current Liabilities

Particulars	31st Mar 2023	31st Mar 2022
(a) Term Loan account with State Bank of India [16]	-	289.13
(b) Unpaid dividend	2.72	7.34
(c) Statutory Dues Payable	217.82	203.61
(d) Others Payable	636.06	627.20
(e) Advance received from customers	-	-
Total	**856.61**	**1,127.29**

[16.] *During the current year, the company has written back the balance in the Term Loan account with State Bank of India as they are no longer payable. The total value of Term Loan account with State Bank of India write-back during the financial year is Rs. 289.13 Lakhs.*

17 Provisions

Particulars	31st Mar 2023	31st Mar 2022
Provisions for Empoyee Benefits [17]	1.87	97.18
Provisions for Income Tax	233.11	232.57
Total	**234.98**	**329.75**

[17.] *During the current year, the company has written back the balance in salary payable and employee advances as they are not longer being payable. The total value of salary payable and employee advances write-back during the financial year is Rs. 95.31 Lakhs.*

18 Revenue From Operations

Particulars	31st Mar 2023	31st Mar 2022
(a)Sale of Products	11.00	112.91
(b)Sale of Services	-	-
Total	**11.00**	**112.91**

19 Other Income

Particulars	31st Mar 2023	31st Mar 2022
Interest Received from banks	-	-
Interest Income From FD	7.36	-
Long Term Capital Gain	3.87	-
Dividend Received	0.26	-
Provision for Advance in Foreign Subsidiary (P&L)	-	-
Insurance Claim	-	10.60
Scrap sales	-	2.00
Total	**11.50**	**12.60**

20 Cost of Materials consumed

Particulars	31st Mar 2023	31st Mar 2022
Material Consumption:		
Opening Stock of Raw Materials	552.83	552.83
Add: Purchases During the year	-	-
Less: Closing Stock of Raw material	-	552.83
Less: Inventory written off	552.83	
	-	-
Packing Materials		
Opening Stock of Raw Materials	-	-
Add: Purchases During the year	-	
Less: Closing Stock of Raw material	-	-
	-	-
Total	**-**	**-**

18. During the current year, the company has recognized a loss and written off the carrying value of inventories that have been transferred to the banks as part of the settlement agreement. The total value of Inventory write-back on One Time Settlement Scheme of Cash Credit and Term Loan along with interest due during the financial year is Rs. 552.83 Lakhs.

21 Changes in inventories of finished goods, work-in-progress and stock-in-trade [19]

Particulars	31st Mar 2023	31st Mar 2022
Finished Goods		
Finished goods at the beginning of the year	343.08	343.08
Less: Finished goods at the end of the year	-	343.08
Less: Inventory written off	343.08	-
Sub Total (A)	-	-
Work in Progress		
Finished goods at the beginning of the year	20.06	20.06
Less: Finished goods at the end of the year	-	20.06
Less: Inventory written off	20.06	
Sub Total (B)	-	-
Stock in trade		
Finished goods at the beginning of the year	4,693.66	4,693.66
Less: Finished goods at the end of the year	-	4,693.66
Less: Inventory written off	4,693.66	
Sub Total (C)	-	-
Increase or Decrease in Inventories - (A - B)	**-**	**-**

[19.] *During the current year, the company has recognized a loss and written off the carrying value of inventories that have been transferred to the banks as part of the settlement agreement. The total value of Inventory write-back on One Time Settlement Scheme of Cash Credit and Term Loan along with interest due during the financial year is Rs. 5057.14 Lakhs.*

22 Employee Benefit Expenses

Particulars	31st Mar 2023	31st Mar 2022
(a) Salaries, Wages & Bonus	4.14	2.40
(b) Contribution to Provident & Other Funds	-	
(c) Staff Welfare Expenses	-	0.12
Total	**4.14**	**2.52**

23 Finance Costs

Particulars	31st Mar 2023	31st Mar 2022
a) Interest Expenses		
- Interest on Long term borrowings	-	19.94
- Interest on Cash Credit & Packing Credit	-	1,324.46
- Bank charges and Processing charges	0.13	0.14
Total	**0.13**	**1,344.54**

Notes to Financial Statement for the year ending as on (Amount in lakhs)

24 Other Expenses

Particulars	31st Mar 2023	31st Mar 2022
(a) Telephone & Internet Charges	1.81	2.01
(b) Freight	0.44	-
(c) Rates and Taxes	23.49	0.07
(d) Travelling and Conveyance	0.05	0.03
(e) Statutory Auditors : Audit fees	1.59	7.15
(f) Legal fees & consultancy charges	1.00	2.88
(g) Service Charges	0.11	0.17
(h) Administrative Expenses	20.57	21.46
(j) Other Expenses	60.41	1.09
(k) Advertisement Expenses	0.77	0.58
(l) Foreign loss	0.39	0.13
(m) Listing Fees	2.03	5.73
(n) Director sitting fee	1.20	2.00
(o)Loss on Sale of Assets	175.03	-
Total	**288.90**	**43.31**

KAVVERI TELECOM PRODUCTS LIMITED

1. Notes to financial statements for the year ended Mar 31, 2023

(Amount in lakhs)

1. Property, Plant and Equipment & Intangible assets	Furnitures	Office Equipment	Plant & Machinery	Land (Lease hold)	Computers	Vehicles	Buildings	Computer Software	Technical Know how	Total tangible assets	Total intangible assets	Capital Work in progress
Cost												
As on April 1, 2021	103.14	6.21	2,986.00	113.78	242.92	146.52	-	288.27	1,044.55	3,598.57	1,332.83	54.17
Additions	-	0.52	-	-	-	-	-	-	-	0.52	-	
Disposals	-	-	-	-	-			-	-	-	-	-
As at March 31, 2022	**103.14**	**6.73**	**2,986.00**	**113.78**	**242.92**	**146.52**	**-**	**288.27**	**1,044.55**	**3,599.09**	**1,332.83**	**54.17**
Additions				-	-		-		-	-	-	-
Disposals [20]	-	-	(2,950.43)	-	-			-	-	(2,950.43)	-	
As at Mar 31, 2023	**103.14**	**6.73**	**35.57**	**113.78**	**242.92**	**146.52**	**-**	**288.27**	**1,044.55**	**648.66**	**1,332.83**	**54.17**
Depreciation / Amortization											-	
As on April 1, 2021	103.14	5.85	2,469.00	-	242.92	146.52	-	219.29	1,044.55	2,967.43	1,263.84	-
Charge for the year		0.08	189.01		-			16.65		189.10	16.65	
Disposals	-	-	-	-	-	-		-	-	-	-	-
As at March 31, 2022	**103.14**	**5.93**	**2,658.01**	**-**	**242.92**	**146.52**	**-**	**235.94**	**1,044.55**	**3,156.53**	**1,280.49**	**-**
Charge for the period		0.08	2.51					16.65		2.60	16.65	
Disposals [20]	-		(2,631.24)	-	-			-	-	(2,631.24)	-	54.17
As at March 31, 2023	**103.14**	**6.02**	**29.29**	**-**	**242.92**	**146.52**	**-**	**252.59**	**1,044.55**	**527.89**	**1,297.14**	**54.17**
											-	-
Net Block											-	-
As at April 01, 2021	**0.00**	**0.36**	**517.00**	**113.78**	**-**	**-**	**-**	**68.98**	**-**	**631.14**	**68.98**	**54.17**
As at March 31, 2022	**0.00**	**0.80**	**327.99**	**113.78**	**-**	**-**	**-**	**52.33**	**-**	**442.56**	**52.33**	**54.17**
As at March 31, 2023	**0.00**	**0.72**	**6.28**	**113.78**	**-**	**-**	**-**	**35.68**	**-**	**120.78**	**35.68**	**-**

[20]. Out of the total Plant and Machinery disposed amounting to Rs.2950.43 Lakhs, Rs.35.57 Lakhs were sold in the FY 2022-23 and the balance of Rs.2914.86 Lakhs were sold in the earlier years which were not reduced from the Plant and Machinery, has been rectified in the current financial year (2022-23), relevant accumulated depreciation for the Plant and Machinery sold has also been reduced.

25. Corporate Information

M/s Kavveri Telecom Products Limited ('company' or 'Kavveri') was incorporated in 1996 and is engaged in the design, development and manufacture of Radio Frequency products and antennae for telecom, defense and space applications in India and abroad. Kavveri enjoys the status of being the largest manufacturer of wireless subsystem products like, Radio frequency products and antenna and Radio Frequency products in India. Kavveri also provides total turnkey solutions for coverage and capacity enhancement requirements for GSM 3G and CDMA carriers in India

26. SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

(i) Compliance with IndAS

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) read with Companies (Indian Accounting Standards) Rules, 2015, 2016 & 2017 and other relevant provisions of the Act.

(ii) Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following:

- Certain financial assets and liabilities (including derivative instruments) and contingent consideration that is measured at fair value;
- Assets held for sale – measured at fair value less cost to sell; and
- Defined benefit plans – plan assets measured at fair value;

Significant Accounting Estimates and Judgments

Estimates, assumptions concerning the future and judgments are made in the preparation of the financial statements. They affect the application of the Company's accounting policies, reporting amounts of assets, liabilities, income and expense and disclosures made. Although these estimates are based on management's best knowledge of current events and actions, actual result may differ from those estimates.

The critical accounting estimates and assumptions used and areas involving a high degree of judgments are described below:

Use of estimation and assumptions

In the process of applying the entity's accounting policies, management had made the following estimation and assumptions that have the significant effect on the amounts recognised in the financial statements.

Income tax

The company recognizes tax liabilities based upon self-assessment as per the tax laws. When the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and deferred tax provisions in the period in which such final determination is made.

Property, plant and equipment& Intangible Assets

Key estimates related to long-lived assets (property, plant and equipment and intangible assets) include useful lives, recoverability of carrying values and the existence of any retirement obligations. As a result of future decisions, such estimates could be significantly modified. The estimated useful lives of long-lived assets is applied as per the Schedule II of Companies Act, 2013 and estimated based upon our historical experience, engineering estimates and industry information. These estimates include an assumption regarding periodic maintenance and an appropriate level of annual capital expenditures to maintain the assets.

Employee Benefits- Measurement of Defined Benefit Obligation

Management assesses post-employment and other employee benefit obligations using the projected unit credit method based on actuarial assumptions which represent management's best estimates of the variables that will determine the ultimate cost of providing post-employment and other employee benefits.

Critical judgments made in applying accounting policies

Impairments in Subsidiaries and Associates

When a subsidiary is in net equity deficit and has suffered operating losses, a test is made whether the investment in the investee has suffered any impairment, in accordance with the stated accounting policy. This determination requires significant judgment. An estimate is made of the future profitability of the investee, and the financial health of and near-term business outlook for the investee, including factors such as industry and sector performance, and financing and operational cash flows.

Impairment of plant &equipment and Intangible assets

The company assesses whether plant & equipment and intangible assets have any indication of impairment in accordance with the accounting policy. The recoverable amounts of plant &equipment and intangible asset have been determined based on value-in-use calculations. These calculations require the use of judgment and estimates.

Expected credit loss

Expected credit losses of the company are based on an evaluation of the collectability of receivables. A considerable amount of judgment is required in assessing the ultimate realization of these receivables, including their current creditworthiness, past collection history of each customer and ongoing dealings with them. If the financial conditions of the counterparties with which the Company contracted were to deteriorate, resulting in an impairment of their ability to make payments, additional expected credit loss may be required.

I. Property, Plant and Equipment

All items of property, plant and equipment are initially recorded at cost. The cost of an item of plant and equipment is recognized as an asset if, and only if, 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.

Cost includes its purchase price (after deducting trade discounts and rebates), import duties & non-refundable purchase taxes, if any costs directly attributable to bringing the asset to the location & condition necessary for it to be capable of operating in the manner intended by management, borrowing costs on qualifying assets and asset retirement costs. When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

The activities necessary to prepare an asset for its intended use or sale extend to more than just physical construction of the asset. It may also include technical (DPR, environmental, planning, Land acquisition and geological study) and administrative work such as obtaining approvals before the commencement of physical construction.

The cost of replacing a part of an item of property, plant and equipment is capitalized if it is probable that the future economic benefits of the part will flow to the Company and that its cost can be measured reliably. The carrying amount of the replaced part is derecognized.

Costs of day to day repairs and maintenance costs are recognized into the statement of profit and loss account as incurred.

Subsequent to recognition, property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses.

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

The residual values, estimated useful lives and depreciation method are reviewed at each financial year-end, and adjusted prospectively, if appropriate.

An item of plant and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset is recognised in the profit or loss in the year the asset is derecognized.

Assets under installation or under construction as at the Balance Sheet date are shown as Capital Work in Progress.

Depreciation

Depreciation is provided on Straight Line Method, as per the provisions of schedule II of the Companies Act, 2013 or based on useful life estimated on the technical assessment. Asset class wise useful lives in years are as under:

Plant and Machinery	1 to 25
Buildings	8 to 60
Computers and equipment	3 to 6
Furniture & fixtures	10 to 15
Vehicles	8 to 10
Office equipment	5 to 15

Fully depreciated plant and equipment are retained in the financial statements until they are no longer in use.

In respect of additions / deletions to the fixed assets / leasehold improvements, depreciation is charged from the date the asset is ready to use / up to the date of deletion.

Depreciation on adjustments to the historical cost of the assets on account of reinstatement of long term borrowings in foreign currency, if any, is provided prospectively over the residual useful life of the asset.

II. Intangible Assets

Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably. The company amortizes Computer software using the straight-line method.

Financial Assets

Financial assets comprise of investments in equity and debt securities, trade receivables, cash and cash equivalents and other financial assets.

***Initial recognition*:**

All financial assets are recognised initially at fair value. Purchases or sales of financial asset that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the company commits to purchase or sell the assets.

Subsequent Measurement:

(i) Financial assets measured at amortised cost:

Financial assets held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding are measured at amortised cost using effective interest rate (EIR) method. The EIR amortization is recognised as finance income in the Statement of Profit and Loss.

The Company while applying above criteria has classified the following at amortised cost:

a) Trade receivable

b) Cash and cash equivalents

c) Other Financial Asset

(ii) Financial assets at fair value through other comprehensive income (FVTOCI):

Financial assets held within a business model whose objective is to hold financial assets in order to collect contractual cash flows, selling the financial assets and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding are measured at FVTOCI.

Fair Value movements in financial assets at FVTOCI are recognised in other comprehensive income. Equity instruments held for trading are classified as at fair value through profit or loss (FVTPL). For other equity instruments the company classifies the same as at FVTOCI. The classification is made on initial recognition and is irrevocable. Fair value changes on equity investments at FVTOCI, excluding dividends are recognised in other comprehensive income (OCI).

(iii) Financial assets at fair value through profit or loss (FVTPL)

Financial assets are measured at fair value through profit or loss if it does not meet the criteria for classification as measured at amortised cost or at fair value through other comprehensive income. All fair value changes are recognised in the statement of profit and loss.

(iv) Investment in subsidiaries, joint ventures & associates are carried at cost in the separate financial statements.

Impairment of Financial Assets:

Financial assets are tested for impairment based on the expected credit losses.

(i) Trade Receivables

An impairment analysis is performed at each reporting date. The expected credit losses over life time of the asset are estimated by adopting the simplified approach using a provision matrix which is based on historical loss rates reflecting current condition and forecasts of future economic conditions. In this approach assets are grouped on the basis of similar credit characteristics such as industry, customer segment, past due status and other factors which are relevant to estimate the expected cash loss from these assets.

(ii) Other financial assets

Other financial assets are tested for impairment based on significant change in credit risk since initial recognition and impairment is measured based on probability of default over the life time when there is significant increase in credit risk.

De-recognition of financial assets

A financial asset is derecognized only when:

- The company has transferred the rights to receive cash flows from the financial asset or
- The contractual right to receive cash flows from financial asset is expired or
- Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset and transferred substantially all risks and rewards of ownership of the financial asset, in such cases the financial asset is derecognized. Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is also derecognized if the company has not retained control of the financial asset.

III. Impairment of Non-Financial Assets

At each reporting date, the Company assesses whether there is any indication that an asset may be impaired. Where an indicator of impairment exists, the company makes a formal estimate of recoverable amount. Where the carrying amount of an asset exceeds its recoverable amount the asset is considered impaired and is written down to its recoverable amount.

Recoverable amount is the greater of fair value less costs to sell and value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

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 the risks specific to the asset.

IV. Inventories

Raw materials, consumables, stores and spares and finished goods are valued at lower of cost and net realizable value. Cost is determined on weighted average cost method.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

V. Cash and Cash equivalents

Cash and cash equivalents comprise cash at bank and in hand and short-term investments with an original maturity of three months or less. Deposits with banks subsequently measured at amortized cost and short term investments are measured at fair value through Profit & Loss account.

VI. Share Capital

Equity shares are classified as equity.

VII. Financial Liabilities

Initial recognition and measurement

Financial liabilities are recognized when, and only when, the Company becomes a party to the contractual provisions of the financial instrument. The company determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognized initially at fair value plus any directly attributable transaction costs, such as loan processing fees and issue expenses.

Subsequent measurement – at amortized cost

After initial recognition, financial liabilities are subsequently measured at amortized cost using the effective interest method. Gains and losses are recognized in profit or loss when the liabilities are de recognized, and through the amortization process.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expired. 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 a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in profit or loss.

VIII. Borrowing Costs

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 capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest, exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost and other costs that an entity incurs in connection with the borrowing of funds.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

IX. Employee Benefits

Employee benefits are charged to the statement of Profit and Loss for the year and for the projects under construction stage are capitalised as other direct cost in the Capital Work in Progress / Intangible asset under development.

Retirement benefits in the form of Provident Fund are a defined contribution scheme and the contributions are recognized, when the contributions to the respective funds are due. There are no other obligations other than the contribution payable to the respective funds.

Gratuity liability is defined benefit obligations and is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year. Re-measurement in case of defined benefit plans gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income and they are included in retained earnings in the statement of changes in equity in the balance sheet.

Compensated absences are provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year. Re-measurement as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

The amount of Non-current and Current portions of employee benefits is classified as per the actuarial valuation at the end of each financial year.

X. Stock Option Plan (2008):

The Company instituted the Kavveri ESOS 2008 Plan for all eligible employees in pursuance of the special resolution approved by the shareholders by Postal ballot on 23rd April 2008. The Kavveri ESOS 2008 Plan covers all employees of the company and its subsidiaries and Directors (excluding Promoter Directors) of the Company and its subsidiaries (collectively, "eligible employees"). Under the Scheme, the Compensation Committee of the Board ('the Committee') shall administer the Scheme and grant stock options to eligible directors and employees of the Company and its Subsidiaries. The Committee shall determine the employees eligible for receiving the options, the number of options to be granted, the exercise price, the vesting period and exercise period. Vesting of employee stock options granted occurs in tranches as under:

Period	Vesting proportion
At the end of one year from the date of grant	20%
At the end of two years from the date of grant	30%
At the end of three years from the date of grant	50%

The exercise price for the purpose of exercise of options will be at Rs.10/- per share i.e. at par.The employee stock options granted shall be capable of being exercised within a period of 5 years from the date of vesting options or such lesser period as may be decided by the Compensation Committee from time to time.

Under the Scheme 3,07,200 stock options out of the total of 5,00,000 stock options reserved for grant of options having an exercise price equal to the par value of the underlying equity shares on the date of grant (i.e. Rs. 10 per option) are outstanding as at the balance sheet date.

As the number of shares that an individual employee is entitled to receive and the price of the options are known at the grant date, the scheme is considered as a fixed grant.

In the case of termination of employment, all non-vested options would stand cancelled. Options that have been vested but have not been exercised can be exercised within the time prescribed under each option agreement by the Committee or if no time limit is prescribed, within 30 days of the date of employment termination, failing which they would stand cancelled.

The Company follows intrinsic method of accounting based on which the compensation cost is recognized in the Statement of Profit and Loss.

XI. Income Taxes

Income tax expense is comprised of current and deferred taxes. Current and deferred tax is recognized in net income except to the extent that it relates to a business combination, or items recognized directly in equity or in other comprehensive income.

Current income taxes for the current period, including any adjustments to tax payable in respect of previous years, are recognized and measured at the amount expected to be recovered from or payable to the taxation authorities based on the tax rates that are enacted or substantively enacted by the end of the reporting period.

Deferred income tax assets and liabilities are recognized for temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases using the tax rates that are expected to apply in the period in which the deferred tax asset or liability is expected to settle, based on the laws that have been enacted or substantively enacted by the reporting date.

Deferred tax assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable income nor the accounting income. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable income will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and reduced accordingly to the extent that it is no longer probable that they can be utilized.

In the situations where the Company is entitled to a tax holiday under the Income-tax Act, 1961 enacted in India or tax laws prevailing in the respective tax jurisdictions where it operates, no deferred tax (asset or liability) is recognized in respect of temporary differences which reverse during the tax holiday period, to the extent the company's gross total income is subject to the deduction during the tax holiday period.

Deferred tax in respect of temporary differences which reverse after the tax holiday period is recognized in the year in which the temporary differences originate. However, the Company restricts recognition of deferred tax assets to the extent that it has become reasonably certain, that sufficient future taxable income will be available against which such deferred tax assets can be realized. For recognition of deferred taxes, the temporary differences which originate first are considered to reverse first.

Deferred tax assets and liabilities are offset when there is legally enforceable right of offset current tax assets and liabilities when the deferred tax balances relate to the same taxation authority. Current tax asset and liabilities are offset where the entity has legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

XII. Provisions, Contingent Liabilities and Contingent Assets

Provisions

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense and is recorded over the estimated time period until settlement of the obligation. Provisions are reviewed and adjusted, when required, to reflect the current best estimate at the end of each reporting period.

The Company recognizes decommissioning provisions in the period in which a legal or constructive obligation arises. A corresponding decommissioning cost is added to the carrying amount of the associated property, plant and equipment, and it is depreciated over the estimated useful life of the asset.

A provision for onerous contracts is recognized when the expected benefits to be derived by the company from a contract are lower than the unavoidable cost of meeting its obligations under contract. The provision is measured at the present value of the lower of expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the company recognizes any impairment loss on the assets associated with that contract.

Liquidated Damages / Penalty as per the contracts / Additional Contract Claims / Counter Claims under the contract entered into with Vendors and Contractors are recognized at the end of the contract or as agreed upon.

Contingent Liabilities

Contingent liability is disclosed in case of

A present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation;

A present obligation arising from past events, when no reliable estimate is possible;

A possible obligation arising from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company where the probability of outflow of resources is not remote.

Contingent Assets

Contingent assets are not recognized but disclosed in the financial statements when as inflow of economic benefits is probable.

XIII. Fair Value Measurements

Company uses the following hierarchy when determining fair values:

Level 1 – Quoted prices (unadjusted) 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 (prices) or indirectly (derived from prices); and,

Level 3 – Inputs for the asset or liability that are not based on observable market data.

The fair value of financial instruments traded in active markets is based on quoted market prices at the reporting dates. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The fair value for these instruments is determined using Level 1 inputs.

The fair value of financial instruments that are not traded in an active market (for example, over the counter derivatives) is determined by using valuation techniques. These valuation techniques maximize the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is fair valued using level 2 inputs.

If one or more of the significant inputs is not based on observable market data, the instrument is fair valued using Level 3 inputs. Specific valuation techniques used to value financial instruments include:

Quoted market prices or dealer quotes for similar instruments;

The fair value of interest rate swaps is calculated as the present value of the estimated future cashflows based on observable yield curves;

The fair value of forward foreign exchange contracts is determined using forward exchange rates at the reporting dates, with the resulting value discounted back to present value;

Other techniques, such as discounted cash flow analysis, are used to determine fair value for the remaining financial instruments

XIV. Revenue Recognition

Revenue is recognized and measured at the fair value of the consideration received or receivable, to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

The company collects GST, service tax, sales taxes and value added taxes (VAT) on behalf of the government and, therefore, these are not economic benefits flowing to the company. Hence, they are excluded from revenue. The following specific recognition criteria must also be met before revenue is recognized:

Insurance Claims

Insurance claims are recognized on acceptance / receipt of the claim.

Interest

Revenue is recognized as the interest accrues, using the effective interest method. This is the method of calculating the amortized cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

Dividends

Dividends are recognised in profit or loss only when the right to receive payment is established.

XV. Foreign Currency Transactions

Transactions in foreign currencies are translated to the functional currency of the company, at exchange rates in effect at the transaction date.

At each reporting date monetary assets and liabilities denominated in foreign currencies are translated at the exchange rate in effect at the date of the statement of financial position.

The translation for other non-monetary assets is not updated from historical exchange rates unless they are carried at fair value.

XVI. Minimum Alternative Tax (MAT)

MAT credit is recognized as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in Guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the statement of profit and loss and shown as MAT Credit Entitlement. The company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that company will pay normal Income Tax during the specified period.

XVII. Earnings per Share

Basic earnings per share are calculated by dividing:

The profits attributable to owners of the company

By the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

Diluted earnings per share adjust the figures used in the determination of basic earnings per share to take into account:

The after income tax effect of interest and other financing costs associated with dilutive potential equity shares

The weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

XVIII. Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III of the Companies Act, 2013, unless otherwise stated.

27. EARNINGS PER SHARE (All amounts in INR Lakhs, Except No. of shares & EPS)

Particulars	Year Ended March 31st 2023	Year Ended March 31st 2022
(a) Basic		
Profit after tax	3216.70	(1,732.75)
Weighted average number of shares outstanding	2,01,24,260	2,01,24,260
Basic EPS	15.98	(8.61)
(b) Diluted		
Profit after tax	3216.70	(1,732.75)
Adjusted net profit for the year	3216.70	(1,626.15)
Weighted average number of shares outstanding	2,01,24,260	2,01,24,260
Diluted EPS	15.98	(8.61)
Face value per share	10.00	10.00

28. RELATED PARTIES

(A)LIST OF RELATED PARTIES

Key Management Personnel	Direct Subsidiaries	Indirect Subsidiaries	Other related Associates/Party
Mr.C.Shivakumar Reddy	Eaicom India Private Limited	DCI Digital Communications Inc	SMR Telecom Holdings Private Limited
	Kavveri Technologies Inc.	Spot wave Wireless ltd.	Samoro Telecoms Private Limited
Ms. R .H Kasturi	Kavveri Telecom Infrastructure Limited	Kavveri Realty 5Inc.	Ms. C. Uma Reddy
	Kavveri Technologies Americas Inc	Tiltek Antennae Inc.	
		Quality Communications Systems	
		New England Communication Systems	

(B)TRANSACTIONS WITH RELATED PARTIES (as identified by the Company)

Description of the nature of transaction	Description of Relationship	Related Party	Year ended 2023 (Amt in Lakhs)	Year ended 2022 (Amt in Lakhs)
Sale of goods	Other related party	Samoro Telecoms Private Limited	11.00	32.41
Advances Received	Key Managerial Personnel	Shiva kumar Reddy	12.58	28.89
Advances Received	Key Managerial Personnel	RH Kasturi	-36.57	250.33
	Other related party	SMR Telecom Holdings Pvt Ltd	13.55	25.00
Payable at the year end	Subsidiary	Kavveri Technologies Inc	601.35	601.35
	Other related party	SMR Telecom Holdings Pvt Ltd	29.05	8.83
	Subsidiary	DCI Digital Communication Inc	94.29	94.29
	Subsidiary	Quality Communications Systems	25.17	25.17
	Subsidiary	New England Communication Systems	46.34	46.34
	Key Managerial Personnel	RH Kasturi	176.27	212.84
Receivable at the end	Key Managerial Personnel	Shiva kumar Reddy	742.35	754.94
	Subsidiary	Eaicaom India Private Limited	342.38	342.11
	Subsidiary	Kavveri Technologies Americas Inc	843.45	843.45
	Subsidiary	Kavveri Realty Inc	0.00	0.20
	Subsidiary	Spot wave Wireless Limited	0.00	507.81

29. In accordance with Accounting Standard 22(AS 22) issued by the ICAI, the Company has reversed the deferred income tax during the year. The reversal of deferred income tax provision for the current year Rs.262.14 Lakhs towards deferred tax Liability and Rs. 262.14 Lakhs towards deferred tax liability in the previous year.

30. AMALGAMATION:

Amalgamation with Mega sonic Telecoms Private Limited: - The Company got amalgamated with erstwhile Mega sonic Telecoms Private Limited in the year 2003-04 and as per the scheme of amalgamation 4,935,000 equity shares were issued as consideration.

31. CAPITAL RESERVES:

The Capital Reserve of Rs. 73.26Lakhs represents the excess of net fair value of assets over the purchase consideration in terms of scheme of amalgamation taken place during the year 2003-04, which was duly approved by the Hon'ble High Courts of Karnataka and Bombay.

32. INVESTMENTS:

DETAILS OF INVESTMENT IN SUBSIDIARIES:

Particulars	31st March 2023 (Amount in Lakhs)
M/s.Eaicom India Pvt Ltd	1,457.18
M/s. Kavveri Technologies Inc	880.09
M/s. Kavveri Telecom Infrastructure Limited (written off during the year)	0.00
M/s. Kavveri Telecom España (written off during the year)	0.00
M/s. Kavveri Technologies America Inc	496.80
TOTAL	**2834.07**

The following is the list of Subsidiary Companies and percentage shareholding as at the end of the year:

Particulars	Country of Incorporation	2023	2022
EAICOM INDIA PRIVATE LTD	India	100%	100%
KAVVERI TECHNOLOGIES INC	Canada	100%	100%
KAVVERI TECHNOLOGIES AMERICAS INC.	USA	100%	100%

Subsidiaries of wholly owned subsidiary, Kavveri Technologies Inc., Canada.

Particulars	Country of Incorporation	2023	2022
Til-Tek Antennae Inc	Canada	100%	100%
DCI Digital Communications Inc	Canada	100%	100%
Spotwave Wireless Inc	Canada	100%	100%
Kavveri Realty 5 Inc	Canada	100%	100%

Subsidiaries of wholly owned subsidiary, Kavveri Technologies Americas Inc., USA.

Particulars	Country of Incorporation	2023	2022
Quality Communications Systems	USA	100%	100%
New-England Communication Systems	USA	100%	100%

33. CIF VALUE OF IMPORTS

Particulars	2023 (Amount in Lakhs)	2022 (Amount in Lakhs)
Raw materials	**Nil**	**Nil**
Components and spare parts	**Nil**	**Nil**
Capital Goods	**Nil**	**Nil**

Total	**Nil**	**Nil**

34. EXPENDITURE INCURRED IN FOREIGN CURRENCY

Particulars	**2023 (Rs.)**	**2022 (Rs.)**
Technical knowhow/Research and development expenses	**Nil**	**Nil**
Professional and consultation fees	**Nil**	**Nil**
Travelling expenses	**Nil**	**Nil**
Maintenance Charges	**Nil**	**Nil**
Total	**Nil**	**Nil**

35. DETAILS OF CONSUMPTION

a) Details of Raw Materials Consumed:

Particulars	**2023 (Rs.)**	**2022 (Rs.)**
Raw Materials Consumption	Nil	53.40
TOTAL	**Nil**	**53.40**

b) Details of value of material consumed (imported and indigenous):

Particulars	**Imported (2023)**	**Indigenous (2023)**	**Imported (2022)**	**Indigenous (2022)**
Raw Materials	Nil	Nil	Nil	53.40
TOTAL	**Nil**	**Nil**	**Nil**	**53.40**

36. EARNINGS IN FOREIGN CURRENCY

Particulars	**2023 (Rs.)**	**2022 (Rs.)**
Revenue from exports on FOB basis	Nil	Nil
Interest	Nil	Nil
Other Income	Nil	Nil
Total	**Nil**	**Nil**

37. Additional Regulatory information

i. The Company is in possession of immovable property and title deeds are held in the Name of the company.
ii. The Company has not revalued any of its Property, Plant and Equipment during the year.
iii. The Company has granted loans or advances in the nature of loans to promoters, directors, KMPs and other related parties.
iv. There are no proceedings initiated or pending against the company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made there under.

v. The Company has no borrowings from banks or financial institutions on the basis of security of current assets and the quarterly returns or statements filed by the company with such banks or financial institutions are in agreement with the books of account of the Company.
vi. The Company is not declared as wilful defaulter by any bank or financial Institution or other lenders.
vii. The Company did not have any transactions with Companies struck off under Section 248 of Companies Act, 2013 or Section 560 of Companies Act, 1956 considering the information available with the Company.

38. i)Financial risk management objectives and policies

The Company's principal financial liabilities comprise of trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include cash and cash equivalents that derive directly from its operations and FVTPL investments.

The Company is exposed to market risk and liquidity risk. The Company's senior management oversees management of these risks. The Company's financial risk activities are governed by appropriate policies and procedures so that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

(ii)Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of currency rate risk, interest rate risk and other price risk. Financial instruments affected by market risk include FVTPL financial instruments.

The sensitivity analysis in the following sections relate to the position as at 31 March 2023 and 31 March 2022.

(iii)Equity price risk

The Company's listed equity instruments are susceptible to market price risk arising from uncertainties about future values of the investment securities. The Company manages the equity price risk through diversification. The Company's Board of Directors reviews and approves all equity investment decisions.

(iv)Liquidity Risk:

The Company's objective is to maintain a balance between continuity of funding and flexibility. The Company has sufficient working capital funds available to honour the debt maturing within 12 months.

39. DUES TO MICRO AND SMALL ENTERPRISES.

S.No	Particulars	2023 (Amount in Lakhs)	2022 (Amount in Lakhs)
1	Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as	Nil	Nil

	at year end		
2	Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	Nil	Nil
3	Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	Nil	Nil
4	Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	Nil	Nil
5	Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	Nil	Nil
6	Interest due and payable towards suppliers registered under MSMED Act, for payments already made.	Nil	Nil
7	Further interest remaining due and payable for earlier years.	Nil	Nil

40. MANAGERIAL REMUNERATION

Name	2023		2022	
	Remuneration	**Commission**	**Remuneration**	**Commission**
C.Shiva Kumar Reddy –Managing Director	Nil	Nil	Nil	Nil
H Kasturi – Whole Time Director	Nil	Nil	Nil	Nil
Other NonExecutive Directors	Nil	Nil	Nil	Nil
Total	Nil	Nil	Nil	Nil

41. UNEXPIRED WARRANTY CHARGES

Particulars	**2023 (Amount in Lakhs)**	**2022 (Amount in Lakhs)**
Balance at the beginning of the year	2,111.77	2,111.77
Additions during the year	-	-
Reversals during the year	2,111.77	-
Balance at the end of the year	0.00	2,111.77

42. The Company does not have any transactions which are not recorded in the books of accounts that has been surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 during the year.

43. The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

44. There are no significant events that occurred after the balance sheet date.

45. The company has not advanced/loans/invested or received funds (either borrowed funds or share premium or any other sources or kind of funds to any other persons or entities, 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) or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

46. The company has also 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 (i) 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 (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

47. In the opinion of the management, the assets As shown in the financial Statements, have a value on realization in the ordinary course of business of atleast equal to the amount at which they are stated in the balance sheet.

48. The Company has not declared any dividend during the year.

49. CONTINGENT LIABILITIES

S.No	Name of Statute	Amount (Amount In Lakhs)	Period to which amount relates	Forum where dispute is pending
1	Central Excise	5471.67	Various Assessment Years	CESTAT Bangalore
2	Income Tax	21725.15	Various Assessment Years	Commissioner of Income Tax Appeals – 1, Bangalore

(i) M/s. Mahanagar Telephone Nigam Ltd and M/s Bharat Sanchar Nigam Ltd. had invoked bank guarantees totalling to Rs 4.41 Lakhs and Rs. 7.55 Lakhs respectively against which the company has filed cases against such invoking of bank guarantees and is advised that the matter will be resolved in favour of the company in respect of the said amount and hence no provision is made in the books of account.

(ii) In the Matter of dispute with M/s Bharat Sanchar Nigam Limited (BSNL), the Honourable High Court of Karnataka at Bangalore have referred the matter to the arbitrator to be appointed by M/s BSNL, against invoking of Bank guarantee of a sum of Rs. 22.70 Lakhs.

(iii) Margin Money deposits with the bank amounting to Rs. 10.62 Lakhs (Rs. 10.62 Lakhs) has been given as margin money for the guarantees issued by the bankers.

(iv) (A) Customs, Excise and Service Tax Appellate Tribunal, South Zone, Bangalore, however had stayed the aforesaid demand subject to payment of Rs.2 Crores.

(B) Deposit paid against Order in Original No. 94/2012 dt. 31.12.2012 under Protest of Rs. 26.78 Lakhs.

(C) Rs. 2.57 Lakhs Cenvat deposit against O/O no.42/2013 dt: 21.02.2013 stay order no.119/2013 dt: 25.06.2013.

(D) Rs. 1.28 Lakhs deposit against CESTAT Appeal No.E/2210/2012 Stay/Misc/26402/2013 dt: 13.06.2013

(E).Rs. 5.00 Lakhs Cenvat deposit against OIO No.37/2011 dt: 31.03.2011 passed by the Additional Commissioner of Central Excise and CESTAT Miscellaneous Order No.26586/2013 dt: 16.07.2013

50. The Company (KTPL) has defaulted in repayment of cash credit and term loan which were availed from State Bank of India. The Bank has issued notice U/s. 13(2) of Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 to recover the amount which includes outstanding interest towards cash credit and term loan availed by the Company. Later on the bank has transferred the outstanding due to Edelweiss Asset Reconstruction Company (EARC) for the purpose of recovery of dues from the Company on 27th June, 2014. Also all securities provided by the company to Bank against Term loan and cash credit are also transferred to the Asset Reconstruction Company as informed by Bank to the Company. The Company has approached Edelweiss ARC Ltd for One Time Settlement (OTS) Proposal in 21st November, 2021 for settlement of loans availed by the company, the settlement proposal had been accepted by the EARC vide it's letter dated 8th December, 2021. As per terms of aforesaid settlement, KTPL was required to pay EARC a sum of Rs. 2.5 Crores on or before 25th March, 2022. The company has paid the Rs. 2.5 Crores to EARC in consonance with the timeline detailed under the acceptance letter. Later, the EARC has issued No Dues Certificate to KTPL on 24th March, 2022 and released the personal guarantees of Mr. C Shivakumar Reddy and Mrs. R.H. Kasturi. However, the company has not filed the satisfaction of charge with Registrar of Companies (ROC).

51. Ratios

Ratios	Numerator	Denominator	Current year	Previous year	Variance (in %)
Current ratio (in times)	Total current assets	Total current liabilities	0.27	0.43	37.21
Debt-Equity ratio (in times)	Debt consists of borrowings and lease liabilities*	Total Equity	-	7.58	100.00
Debt service coverage ratio (in times)	Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses + Interest + Other non-cash adjustments	Debt service = Interest and lease payments + Principal repayments*	-	-	NA
Return on equity ratio (in %)	Net Profits after taxes less Preference dividend (if any)	Average total equity	75.98	(48.62)	256.27

Inventory Turnover Ratio	Cost of goods sold OR sales	Average Inventory	0.00	0.02	80.52
Trade receivables turnover ratio (in times)	Revenue from operations	Average trade receivables	0.01	0.03	81.63
Trade payables turnover ratio (in times)	Purchase of Services and other expenses	Average trade payables	-	-	NA
Net capital turnover ratio (in times)	Revenue from operations	Average working capital (i.e. Total current assets less Total current liabilities)	(0.013)	(0.009)	-53.98
Net profit ratio (in %)	Net Profit after tax for the year	Revenue from operations	29,242.69	(1,534.60)	2005.55
Return on capital employed (in %)	Profit before tax and finance costs	Capital employed = Tangible Net worth +total debt+ Deferred tax liabilities	57.64	(0.55)	10657.40
Return on investment (in %) - Unquoted	Income generated from invested funds	Average invested funds in treasury investments	-	-	NA

52. Previous year's numbers have been regrouped, rearranged, recasted, wherever necessary to conform to Current Year Classification.

53. All the figures are rounded off to the nearest rupees in Lakhs.

As per our report of even date
For J K Chopra & Associates,
Chartered Accountants
ICAI Firm 's Registration No. 016071S

For and on behalf of the Board of Directors of Kavveri Telecom Products Limited

Sd/-
Jitendra Kumar Chopra
Proprietor
Membership No. 237068
UDIN: 23237068BGXHLZ6619

Sd/-
C. Shivakumar Reddy
Managing Director
DIN: 01189348

Sd/-
R.H.Kasturi
Director
DIN: 0029185

Place: Bangalore
Date: 30th May 2023

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors

Kavveri Telecom Products Limited

Report on Audit of the Consolidated Financial Statements

Qualified Opinion

We have audited the accompanying Consolidated financial statements of **M/s. Kavveri Telecom Products Limited ("Holding company")** and its subsidiaries (holding company and its subsidiaries together referred to as **"the Group"**) for the quarter ended 31st March, 2023 and for the period from 1st April, 2022 To 31st March, 2023 (**"the Statement"**), being submitted by the **"Holding company"** pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us, ***except for the possible effects of the matter described in the "Basis for Qualified Opinion paragraph"*** these Statements:

1. includes the Unaudited results of the following entities:
   a. Kaveri Realty 5 Inc.
   b. Til - Tek Antennae Inc.
   c. Kavveri Technologies Inc
   d. DCI- Digital Communications Ltd
2. is presented in accordance with the requirements of Regulation 33 of the Listing Regulations, as amended; and
3. gives a true and fair view, in conformity with the applicable accounting standards, and other accounting principles generally accepted in India, of consolidated total comprehensive income (comprising of net loss and other comprehensive income) and other financial information of "The Group" for the quarter and Year ended 31st March, 2023 and for the period from 01-04-2022 to 31-03-2023.

Basis for Qualified Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 (the Act). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Results 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 thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

1. *In the consolidated financial statements, the financial statements/ financial information of the following subsidiaries are not included for the Year ended 31st March, 2023.*
    a. *Kavveri Telecom Infrastructure Limited*
    b. *EAICOM India Private Limited*
    c. *Kavveri Technologies Americans Inc.*
    d. *New England Communications Systems Inc.*
    e. *Quality Communications Systems Inc.*
    f. *Spotwave Wireless Ltd.*
    g. *Trackcon Systems International Inc.*

    As the results/ financial information of the above mentioned subsidiaries are not considered in consolidation for the year ended 31.03.2023, the current year figures are not comparable to previous year.

2. *In respect of preparation of financial statements of* ***"the group"*** *on going concern basis, during the Year ended,* ***"the group"*** *has incurred a Net Profit (after tax) of Rs. 3,148.76 Lakhs resulting into accumulated losses of Rs. 10,310.44 Lakhs.* ***"The group"*** *has obligations towards fund-based borrowings and significant decrease in revenue over the years. These conditions indicate the existence of a material uncertainty that may cast significant doubt on* ***"the group's"*** *ability to continue as going concern and* ***"the group"*** *may be unable to realize its assets and discharge its liabilities in the normal course of business. The ultimate outcome of these matters is at present not ascertainable. Accordingly, we are unable to comment on the consequential impact, if any, on the accompanying consolidated financial statements.*

3. We refer to **"Qualified Opinion and Emphasis of Matter"** in our Auditor's Report on Standalone financial statements of **M/s. Kavveri Telecom Products Limited** ("the Holding company") for the Year Ended 31st March 2023

    "Basis for Qualified Opinion"

i. ***Material uncertainty related to Going Concern:*** *During the year the company has incurred a Net profit of Rs. 3,216.70 Lakhs resulting into accumulated losses of Rs. 9,023.38 Lakhs, which is after recording all the necessary entries based on the write back of One Time Settlement order received from Edelweiss ARC Ltd for the settlement of cash credit and term loan settlement which were availed from State Bank of India, write back of Trade Payables, write back of provision of Gratuity, write* *back of provision of Leave encashment, write back of provision of warranty, write back of Salaries and employee advances. There is significant decrease in revenue over the past few years. These conditions indicate the existence of a material uncertainty that may cast a significant doubt on the Company's ability to continue as going concern and therefore may be unable to realize its assets and discharge its liabilities in the normal course of business. The ultimate outcome of these matters is at present not ascertainable. Accordingly, we are unable to comment on the consequential impact, if any, on the accompanying standalone financial statements.*

ii. *In relation to carrying value of investments held in by the company to its subsidiaries, which have been incurring losses and in some of these companies, net worth was fully or substantially eroded. Taking into account the management internal assessment and initiatives to be implemented to improve the profitability in the medium to long term, the management of the company is of the view that carrying value of investments are realizable at the value stated in the books. In the absence of fair valuation of these investments, we are unable to comment upon the carrying value and thus, we are unable to comment whether any provision for impairment in the value of investments is required.*

"Emphasis of Matter"

Without qualifying our opinion, we draw attention to the below:

i. **Branch Balance**: We draw attention to Note 3 in the financial statements, which describes the write-off of certain branch balances. As disclosed in Note 3, during the current year, the company has recognized a write-off of balances associated with its branches due to their unrecoverable nature. The total value of branch balance written off during the financial year is Rs. 182.58 Lakhs. The write-off of branch balances has resulted in a decrease in the assets or liabilities associated with these balances in the financial statements. Consequently, the financial statements reflect a reduction in the company's assets or liabilities and an impact on its financial position.

ii. **Deposits** : We draw attention to Note 3 in the financial statements, which describes the write-off of certain deposits. As disclosed in Note 3, during the current year, the company has recognized a write-off of deposits due to their unrecoverable nature. The total value of Deposits written off during the financial year is Rs. 4.76 Lakhs.
The write-off of deposits represents a significant event that has affected the company's financial position. It reflects management's revised assessment of the recoverability of these deposits based on the current information, contractual status, or disputes.

iii. **Deferred Tax Asset :** We draw attention to Note 5 in the financial statements, which describes the reversal of a deferred tax asset. As disclosed in Note 5, during the current year, the company has recognized a reversal of a previously recognized deferred tax asset due to the lack of future virtual certainty to earn future taxable income. The total value of Deferred Tax Assets written off during the financial year is Rs. 1,722.29 Lakhs.

The reversal of the deferred tax asset has resulted in a decrease in the income tax benefit and an increase in the income tax expense for the current year. Consequently, the financial statements reflect a lower net profit and an adjustment to the carrying value of the deferred tax asset.

iv. **Interest Receivable from Subsidiary and Third Parties :** We draw attention to Note 9 in the financial statements, which describes the write-back of interest receivable from subsidiaries. As disclosed in Note 9, during the current year, the company has recognized a write-back of previously recognized interest receivable from its subsidiaries. The total value of Interest receivable from subsidiary written off during the financial year is Rs. 249.59 Lakhs.

We draw attention to Note X in the financial statements, which describes the write-back of interest receivable from subsidiaries. As disclosed in Note X, during the current year, the company has recognized a write-back of previously recognized interest receivable from its subsidiaries.

v. **Investments :** We draw attention to Note 2 in the financial statements, which describes the write-off of investments in domestic and overseas subsidiaries. As disclosed in Note 2, during the current year, the company has recognized a loss and fully written off its investments in certain domestic and overseas subsidiaries. The total value of Investments written off during the financial year is Rs. 2548.43/- Lakhs. Further, we have not received the balance confirmation for the closing balance of Investments as on 31st March 2023.

The write-off of the investments in domestic and overseas subsidiaries has resulted in a recognition of loss in the financial statements. Consequently, the financial statements reflect a reduced net profit and an adjustment to the carrying value of the investments.

vi. **Trade Payable, Advances Received and Confirmation :** We draw attention to Note 15 & 16 in the financial statements, which describes the write-back of certain trade payables and advances received. As disclosed in Note 15 & 16, during the current year, the company has recognized a reversal of previously recognized trade payables and advances received due to their no longer being payable or refundable. The total value of trade payables and advances write-back during the financial year is Rs. 578.74 Lakhs.

The write-back of trade payables and advances received has resulted in a decrease in the accounts payable and advances balances in the financial statements. Consequently, the financial statements reflect a reduction in the company's liabilities and an impact on its financial position.

Further, we draw attention to Note 15 & 16 in the financial statements, which describes the absence of confirmation of Trade Payable and Advances as on 31st March 2023. However, the Company is in the process of obtaining the same, based on that we are unable to comment on the extent to which such balances are payable. The total value of Trade Payable as on 31st March 2023 is Rs.48.10 Lakhs.

vii. **Capital Work-in-Progress :** We draw attention to Note 1 in the financial statements, which describes the write-back of previously recognized Capital Work-in-Progress (CWIP). As disclosed in Note 1, during the current year, the company has recognized a reversal of the previously capitalized CWIP due to changes in the project's status or abandonment. The total value of Capital Working in Progress written off during the financial year is Rs. 54.17 Lakhs.

The write-back of CWIP has resulted in a decrease in the value of assets and an adjustment to the carrying value of CWIP in the financial statements. Consequently, the financial statements reflect a reduction in the company's total assets and an impact on its financial position.

viii. **One Time Settlement (OTS) Scheme for Bank Loan and Interest Payable :** The Company (KTPL) has defaulted in repayment of cash credit and term loan which were availed from State Bank of India. The Bank has issued notice U/s. 13(2) of Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 to recover the amount which includes outstanding interest towards cash credit and term loan availed by the Company. Later on the bank has transferred the outstanding due to Edelweiss Asset Reconstruction Company (EARC) for the purpose of recovery of dues from the Company on 27th June, 2014. Also all securities provided by the company to Bank against Term loan and cash credit are also transferred to the Asset Reconstruction Company as informed by Bank to the Company. The Company has approached Edelweiss ARC Ltd for One Time Settlement (OTS) Proposal in 21st November, 2021 for settlement of loans availed by the company, the settlement proposal had been accepted by the EARC vide it's letter dated 8th December, 2021. As per terms of aforesaid settlement, KTPL was required to pay EARC a sum of Rs. 2.5 Crores on or before 25th March, 2022. The company has paid the Rs. 2.5 Crores to EARC in consonance with the timeline detailed under the acceptance letter. Later, the EARC has issued No Dues Certificate to KTPL on 24th March, 2022 and released the personal guarantees of Mr. C Shivakumar Reddy and Mrs. R.H. Kasturi. The total value of loan and interest waived off as per books of accounts and credit to profit and loss account as on 31st March 2023 is Rs.20,503.62 Lakhs.

On Similar line, the total value of assets settled against the secured loan, the total value of Inventory and Written down value of Plant and Machinery settled during OTS as on 31st March 2023 is Rs.5,609.63 Lakhs and Rs.190.44 Lakhs respectively.

ix. **Loans and Advances :** We draw attention to Note 3 in the financial statements, which describes the write-back of certain loans and advances. As disclosed in Note 3, during the current year, the company has recognized a reversal of previously recognized loans and advances due to their no longer being recoverable. The total value of Loans and Advances written off during the financial year is Rs. 1.80 Lakhs. Further, we have not received the balance confirmation for the closing balance of Loans and Advances as on 31st March 2023.

We draw attention to Note 3 in the financial statements, which describes the write-back of certain loans and advances. As disclosed in Note 3, during the current year, the company has recognized a reversal of previously recognized loans and advances due to their no longer being recoverable.

x. **Provision for Gratuity and Leave encashment :** We draw attention to Note 12 in the financial statements, which describes the write-back of provision for gratuity and leave encashment. As stated in Note 12, during the current year, the company has reversed the previously recognized provision for gratuity and leave encashment due to a reassessment of the estimated liability. The total value of Gratuity and Leave Encashment write-back during the financial year is Rs. 92.33 Lakhs.

The write-back of the provision for gratuity and leave encashment has resulted in a decrease in the liability and an increase in profit for the current year. As a result, the financial statements reflect a higher net profit and a reduced liability for employee benefits.

xi. **Provision for Warranty, Retention Money and Other Provisions** : We draw attention to Note 12 & 16 in the financial statements, which describes the write-back of the provision for warranty, retention money and other outstanding liabilities. As disclosed in Note 12 & 16, during the current year, the company has recognized a reversal of previously recognized provisions for warranty, retention money and other outstanding liabilities due to changes in estimates or settlements. The total value of Warranty, Retention Money and Outstanding Liabilities write-back during the financial year is Rs. 2,169.62 Lakhs.

The write-back of the provision for warranty and retention money has resulted in a decrease in the liabilities and an adjustment to the provision balances in the financial statements. Consequently, the financial statements reflect a reduction in the company's liabilities and an impact on its financial position.

xii. **Salaries Payable and Staff Advance :** We draw attention to Note 9 & 17 in the financial statements, which describes the write-back of the provision for salary payable and employee advances. As disclosed in Note 9 & 17, during the current year, the company has reversed a portion of the previously recognized provision for salary payable and employee advances due to a reassessment of the estimated liability. The management retained the claims of respective employees for a period beyond 8 years and post that based on the law of limitations the management took a call to write back the salaries payable and employee advances to employees in the current financial year. The total value of Salaries and employee advances write-back during the financial year is Rs. 115.02 Lakhs.

xiii. **Trade Receivables, Advances and Balance Confirmation** : We draw attention to Note 7 & 9 in the financial statements, which describes the write-off of trade receivables and advances paid. As disclosed in Note 7 & 9, during the current year, the company has recognized a write-off of certain trade receivables and advances paid due to their irrecoverable nature. The total value of trade receivables and advances written off during the financial year is Rs. 10,015.05 Lakhs.

The write-off of trade receivables and advances paid has resulted in a decrease in the accounts receivable and advances balances in the financial statements. Consequently, the financial statements reflect a reduction in the company's assets and an impact on its financial position.

Further, we draw attention to Note 7 in the financial statements, which describes the absence of confirmation of Trade Receivables and Advances as on 31st March 2023. However, the Company is in the process of obtaining the same, based on that we are unable to comment on the extent to which such balances are recoverable. The total value of Trade Receivable as on 31st March 2023 is Rs.239.18 Lakhs.

xiv. **Unsecured Loans :** We draw attention to Note 3 in the financial statements, which describes the write-back of unsecured loans. As disclosed in Note 3, during the current year, the company has reversed a portion of the previously recognized provision for unsecured loans due to a reassessment of their recoverability. The total value of Unsecured loans write-back during the financial year is Rs. 19.03 Lakhs.

The write-back of the provision for unsecured loans has resulted in a decrease in the loss/provision and an increase in profit for the current year. Consequently, the financial statements reflect a higher net profit and an adjustment to the carrying value of the unsecured loans.

xv. **Overseas Investment Audit Report :** In our opinion and according to the information and explanations given to us, the Company did not provide the audit reports of the group companies Hence we are unable to ascertain the details of the same.

xvi. **Inventory :** We draw attention to Note 6 in the financial statements, which describes the write-off of inventories that have been taken over by the banks under the One Time Settlement (OTS) scheme. As disclosed in Note 6, during the current year, the company has recognized a loss and written off the carrying value of inventories that have been transferred to the banks as part of the settlement agreement. The total value of Inventory write-back on One Time Settlement Scheme of Cash Credit and Term Loan along with interest due during the financial year is Rs. 5,609.63 Lakhs. We draw attention to Note 6 in the financial statements, which describes the write-off of inventories that have been taken over by the banks under the One Time Settlement (OTS) scheme. As disclosed in Note 6, during the current year, the company has recognized a loss and written off the carrying value of inventories that have been transferred to the banks as part of the settlement agreement.

We conducted our audit 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 thereunder, 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.

Management's responsibility for the Financial Statements

These quarterly financial results as well as the year-to-date consolidated financial results have been prepared on the basis of the interim financial statements.

The **"Holding Company's"** Board of Directors are responsible for the preparation and presentation of these consolidated financial results that give a true and fair view of the net profit/ loss and other comprehensive income and other financial information of **"the Group"** in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, 'Interim Financial Reporting' prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The respective 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 of the assets of **"the Group"** and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial results 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 results by the Directors of the **"Holding Company"**, as aforesaid.

In preparing the consolidated financial results, the respective Board of Directors of the companies included in **"the Group"** are responsible for assessing the ability of **"the Group"** 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 Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in **"the Group"** are responsible for overseeing the financial reporting process of **"the Group"**.

Auditor's Responsibility for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial results 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 results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial results, 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 controls.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of the 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 ability of "the Group" 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 consolidated financial results 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 Group" to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial results, including the disclosures, and whether the consolidated financial results represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial results/financial information of the entities within "the Group" to express an opinion on the consolidated Financial Results. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the consolidated financial results of which we are the independent auditors. For the other entities included in the consolidated Financial Results, is based solely on such unaudited interim Financial Statements/Financial Results/financial information have been furnished to us by the Board of Directors.
- Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the 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 communicate with those charged with governance of the "Holding Company" and such other entities included in the consolidated financial results 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.
- We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the Listing Regulations, as amended, to the extent applicable.

Other Matter Paragraph

The consolidated Financial Results include the unaudited Financial Results of Four Subsidiaries, whose interim Financial Statements/Financial Results/ financial information reflect **"The Group's"** share of total assets of Rs. 2,572.40 Lakhs as at 31st March, 2023, **"The Group's"** share of total revenue of Rs. 284.13 Lakhs and **"The Group's"** share of total net loss after tax of Rs. 69.53 Lakhs for the for the period from 1st April, 2022 To 31st March, 2023 respectively, as considered in the consolidated Financial Results. These unaudited interim Financial Statements/Financial Results/ financial information have been furnished to us by the management and our opinion on the consolidated Financial Results, in so far as it relate to the amounts and disclosures included in respect of these subsidiaries, is based solely on such unaudited interim Financial Statements/Financial Results/financial information.

For **J K Chopra & Associates,**
Chartered Accountants
ICAI Firm's Registration No. 016071S

Sd/-
Jitendra Kumar Chopra
Proprietor
Membership No: 237068
UDIN: 23237068BGXHMC4541

Place: Bangalore
Date: 30th May 2023

CONSOLIDATED FINANCIAL STATEMENTS

KAVVERI TELECOM PRODUCTS LIMITED

CIN: L85110KA1996PLC019627

FINANCIAL YEAR 2022-23

ASSESSMENT YEAR 2023-24

KAVVERI TELECOM PRODUCTS LIMITED
Consolidated Balance Sheet as at 31st Mar, 2023

(Amount in lakhs)

PARTICULARS	Note No.	31st Mar 2023	31st Mar 2022
ASSETS			
Non - Current Assets			
Property, Plant & Equipment	1	153.92	472.51
Tangible assets			
Intangible Assets		39.08	52.33
Capital Work in Progress		-	54.17
Intangible assets under development			
Financial Assets		-	-
Investments	2	2,080.59	-
Loans and advances		-	-
Other Non Current Assets	3	2,959.64	9,490.77
Deffered Tax Asset	4	-	1,399.41
		5,233.22	**11,469.19**
Current Assets			
Inventories	5	164.84	5,775.92
Financial Assets		-	-
Trade receivables	6	168.72	4,986.25
Cash and Cash Equivalents	7	22.65	28.29
Other Current Assets	8	2,312.79	5,210.33
		2,668.99	**16,000.79**
Total		**7,902.21**	**27,469.97**

PARTICULARS	Note No.	31st Mar 2023	31 March, 2022
EQUITIES AND LIABILITIES			
Shareholders' Funds			
Equity share capital	9	2,012.43	2,012.43
Other equity	10	3,212.74	(774.99)
		5,225.17	**1,237.43**
Non- Current liabilities			
Financial liabilities			
Borrowings	11	-	170.14
Provisions	12	-	2,241.42
Deferred tax liabiliies (Net)		-	-
		-	**2,411.56**
Current Liabilities			
Financial Liabilities			
Borrowings	13	3.36	20,803.34
Trade Payables	14	1,055.08	1,499.52
(a)Total outstanding dues of micro enterprises and small enterprises			
(b)Total outstanding dues of creditors other than micro & small enterprises			
Other Financial Liabilities	15	-	289.13
Other Current Liabilities	16	1,383.62	899.24
Provisions	17	234.98	329.75
		2,677.05	**23,820.98**
Total		**7,902.21**	**27,469.98**
Corporate Information & Summary of significant accounting policies the accompanying notes are an integral part of the financial statements	25 & 26		

For J K Chopra & Associates
Chartered Accountants
ICAI Firm Registration No. 016071S

For and on behalf of the board

Jitendra Kumar Chopra
Proprietor
Membership No. 237068
UDIN : 23237068BGXHMA2243

C Shiva Kumar Reddy
Managing Director
DIN: 01189348

R H Kasturi
Director
DIN: 00291851

Place: Bangalore
Date: 30th May 2023

KAVVERI TELECOM PRODUCTS LIMITED

Consolidated Statement of Profit and Loss for the Period ended

(Amount in lakhs except EPS)

Particulars	Note	31st Mar 2023	31st Mar 2022
Revenue			
Revenue from operations	18	282.42	560.82
Other Income	19	89.63	130.71
Write back of Expenses		-	
Write Back-Bank Loan		20,484.23	-
Write back-Loans & Advances		3.56	-
Write Back-Provision		2,299.13	-
Write Back-Salaries		102.26	-
Write Back-Staff Advance		20.51	-
Write Back-Trade Payable and Advances		1,062.82	-
Write Back-Unsecured Loans		19.03	-
Total Income		**24,363.60**	**691.53**
Expenses			
Cost of Material Consumed	20	168.30	298.10
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	21	-	-
Employee Benefit Expenses	22	93.14	96.78
Administrative and Other Operating Expenditure	23	433.89	67.49
Finance costs	24	4.07	1,349.03
Other expenses	25	9.35	219.45
Depreciation		21.16	207.62
Expenses written off		-	-
Write Off-Branch Balance		182.58	-
Write Off-Deposits		4.76	-
Write Off-DTA		1,722.29	-
Write Off-Interest Receivable		249.59	-
Write Off-Investments		2,548.43	-
Write Off-Loans & Advances (Asset)		1.76	-
Write Off-Staff		7.74	-
Write Off-Trade Receivables and Advances		10,015.43	-
Write Off-WIP/CWIP		54.17	-
Write Off-WIP/CWIP		5,609.63	
Total Expenses		**21,126.29**	**2,238.48**
Profit/(loss) before Tax		**3,237.31**	**(1,546.95)**
Prior Period Expenses		87.74	-
		3,149.57	**(1,546.95)**
Tax expense:		-	-
Provision for Tax		0.81	-
Deferred Tax		-	262.15
Profit/(Loss) for the period		**3,148.76**	**(1,809.10)**
Other comprehensive income		**-**	**-**
Total comprehensive income for the period		**3,148.76**	**(1,809.10)**
Loss attributable to:		-	-
Owners of the entity		**3,148.76**	**(1,809.10)**
non-Controlling interest		**-**	**-**
Earning per equity share of Rs 10/- each:			
(1) Basic		15.65	(8.99)
(2) Diluted		15.65	(8.99)

Corporate Information & Summary of significant accounting policies the accompanying notes are an integral part of the financial statements — 25 & 26

For J K Chopra & Associates
Chartered Accountants
ICAI Firm Registration No. 016071S

For and on behalf of the board

Jitendra Kumar Chopra
Proprietor
Membership No. 237068
UDIN : 23237068BGXHMA2243

C Shiva Kumar Reddy
Managing Director
DIN: 01189348

R H Kasturi
Director
DIN: 00291851

Place: Bangalore
Date: 30th May 2023

KAVVERI TELECOM PRODUCTS LIMITED
Statement of Consolidated Cash flow for the period

(Amount in lakhs)

Particulars	31st Mar 2023	31st March 2022
A. Cash flow from operating activities		
Profit / (Loss) before tax	3,149.57	(1,546.95)
Adjustments to reconcile profit before tax to net cash from / (used in) operating activities.		
Depreciation on property, plant and equipment	21.16	207.62
WIP Written Off	54.17	-
Inventory written off	5,609.63	-
Investments Written off	2,548.43	-
Write off of DTA	1,722.29	-
Interest receivable written off	249.59	-
Loans and advance written off	1.76	-
Write Off-Staff	7.74	-
Write Back-Staff Advance	(20.51)	-
Write back-Loans & Advances (Asset)	(3.56)	-
Write back- Bank Loans	(20,484.23)	-
Write Back-Salaries	(102.26)	-
Write Back-Provision	(2,299.13)	-
Write Off-Branch Balance	182.58	-
Write Off-Deposits	4.76	-
Write Off-Sundry Crs & Drs	10,015.43	-
Prior Period Expenses	87.74	-
Write Back-Sundry Crs & Drs	(1,062.82)	-
Write Back-Unsecured Loans	(19.03)	-
(Gain)/loss on sale of property, plant and equipment	175.03	-
Finance income (including fair value change in financial instruments)	(7.36)	-
Finance costs (including fair value change in financial instruments)	4.07	1,349.03
Increase/(Decrease) in Capital Reserve	-	-
Foreign Currency Translation adjustments	(30.43)	176.87
Other Adjustments	-	-
Operating Profit before working capital changes	**(195.38)**	**186.57**
Working capital adjustments		
Decrease/ (increase) in Inventory	1.45	9.22
(Increase) / decrease in Trade Receivables	(3,238.44)	(1,093.27)
Decrease/ (increase) in other Current assets	2,662.51	2,220.45
Increase/ (decrease) in Trade Payables	(1,465.27)	188.02
(Decrease)/ increase in Short Term Provisions	491.20	(0.25)
Increase/ (decrease) Other Current Liabilities	195.25	132.64
Increase/ (decrease) in Short term borrowings	(315.75)	785.52
Sub Total	(1,864.43)	2,428.91
Income tax paid	(0.81)	-
Net cash flows from operating activities (A)	**(1,865.24)**	**2,428.91**
B. Cash flow from investing activities		
Decrease/ (increase) in Capitalwork-in-progress	-	-
Proceeds from sale/removal of property, plant and equipment	(0.10)	(2.81)
Decrease/ (increase) in other Non Current assets	6,348.55	(597.21)
(Increase) / decrease in Investments	(2,080.59)	-
Net cash flows from / (used in) investing activities (B)	**4,267.86**	**(600.03)**
C. Cash flow from financing activities		
Proceeds from long term loans and borrowings	(170.14)	(493.92)
Increase/ (decrease) in long term provisions	(2,241.42)	-
Interest received	7.36	-
Repayment of loans given	-	-
Interest payment	(4.07)	(1,349.03)
Net Cash flows from / (used in) Financing activities (C)	**(2,408.26)**	**(1,842.95)**
Net increase / (decrease) in cash and cash equivalents (A+B+C)	**(5.64)**	**(14.07)**
Opening Balance of Cash	28.29	42.36
Closing Balance	**22.65**	**28.29**
Components of Cash and Cash Equivalents		
Cash on Hand	1.70	1.71
Balances with bank in current account	20.95	26.58
Balance at the end of the year	**22.65**	**28.29**

For J K Chopra & Associates
Chartered Accountants
ICAI Firm Registration No. 016071S

For and on behalf of the board

Jitendra Kumar Chopra
Proprietor
Membership No. 237068
UDIN : 23237068BGXHMA2243

C Shiva Kumar Reddy
Managing Director
DIN: 01189348

R H Kasturi
Director
DIN: 00291851

Place: Bangalore
Date: 30th May 2023

KAVVERI TELECOM PRODUCTS LIMITED
Notes to Financial Statement as at

8 Share Capital:

Particulars	31-Mar-23	31-Mar-23
Authorised Capital		
2,50,00,000 (March 31, 2023: 5,000,000) Equity shares of Rs. 10/- each	2,500.00	2,500.00
Issued, subscribed & fully paid up Capital		
2,01,24,260 (March 31, 2023: 1783530) Equity shares of Rs. 10/- each	2,012.43	2,012.43
Less: Calls Unpaid by others		
Total	**2,012.43**	**2,012.43**

a. Terms/ rights attached to the equity shares:

i) The Company has only one class of shares referred to as equity shares having a par value of Rs. 10/-. Each, holder of equity shares is entitled to one vote per share.

ii) The Company did not declare any dividend during the accounting period under reporting.

iii) 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 in proportion to the number of equity shares held by the share holders.

iv) No shares have been issued for consideration other than cash during the immediately preceding five years from the end of the reporting period.

b Reconciliation of equity shares outstanding as at the beginning and at the end of the reporting Period:

Particulars	31-Mar-23	31-Mar-22
	No. of Shares	No. of Shares
Equity shares		
Ordinary equity shares		
Shares at the beginning of the year	20124260	2,01,24,260
Issued during the year		
Shares outstanding as at end of the period	2,01,24,260	2,01,24,260

c Details of Shareholders holding more than 5% Shares in the Company

Name of the Shareholder	31-Mar-23		31-Mar-22	
	No. of Shares	% of holding	No. of Shares	% ofholding
Ashish Nanda	1178307	5.86%	14,70,000	7.30%
C Uma Reddy	1750100	8.70%	17,50,100	8.70%
Kariat Trade Place Pvt Ltd	14,34,214	7.13%	14,34,214	7.13%

d

Shares held by promoters at the end of the year			% Change during the year
Promoter Name	**No. of shares**	**% of Total Shares**	
C Uma Reddy	17,50,100	8.70	-
Shiva Kumar Reddy	7,73,854	3.85	-
R H Kasturi	5,21,977	2.59	-
Sankethram Reddy Chenna Reddy	1,10,500	0.55	-
Mokshit Reddy Channa Reddy	90,346	0.45	-

2 Investments

Particulars	31st Mar 2023	31st Mar 2022
Investment in subsidiaries[1]	2,080.59	
Total	**2,080.59**	**-**

[1] Previous year's numbers have been regrouped, rearranged, recasted, wherever necessary to conform to Current Year Classification

3 Other Non-Current Assets

Particulars	31st Mar 2023	31st Mar 2022
Advances Otherthan capital advances	**-**	-
Margin Money Deposits	10.63	10.63
Earnest Money deposits	-	182.58
Other Advances[2]	1,801.60	2,441.60
Other Deposits [3]	111.23	125.84
Other Non Current Assets[4]	1,036.18	6,730.12
Total	**2,959.64**	**9,490.77**

[2.] During the current year, the company has recognized a reversal of previously recognized Advances due to their no longer being recoverable. The total value of Advances written off during the financial year is Rs. 182.58 Lakhs. Balances in the accounts of Advances are subject to confirmation from the respective parties. (Amount 182.58 lakhs is relates to Kavveri Telecom Products Limited)

[3.] During the current year, the company has recognized a reversal of previously recognized Other Deposits due to their no longer being recoverable. The total value of Other Deposits written off during the financial year is Rs. 14.61 Lakhs.

[4] .During the current year, the company has recognized a reversal of previously recognized Loans and advances to Subsidiaries due to their no longer being treated as Loans and advances to Subsidiaries . The total value of Loans and advances to Subsidiaries written off during the financial year is Rs. 1.16 Lakhs. Further, we have not received the balance confirmation for the closing balance of Other Deposits as on 31st March 2023. (Amount 1.16 lakhs is relates to Kavveri Telecom Products Limited)

4 Deferred Tax Asset

Particulars	31st Mar 2023	31st Mar 2022
Deferred Tax Asset [5]	-	1,661.56
Add: Current Year	-	(262.15)
Total	**-**	**1,399.41**

[5] During the current year, the company has recognized a reversal of a previously recognized deferred tax asset due to the lack of future virtual certainty to earn future taxable income. The total value of Deferred Tax Assets written off during the financial year is Rs. 1,722.29 Lakhs.

5 INVENTORIES [6]

Particulars	31st Mar 2023	31st Mar 2022
Finished Goods	48.90	391.81
Work-in-progress	0.38	21.01
Raw Materials	115.56	669.44
Stock in Trade	-	4,693.66
Total	164.84	5,775.92

[6] *During the current year, the company has written off the carrying value of inventories that have been transferred to the banks as part of the OTS settlement agreement. The total value of Inventory write-back on OTS Scheme of Cash Credit and Term Loan along with interest due during the financial year is Rs. 5,609.63 Lakhs.*

6 Trade Receivables

Particulars	31st Mar 2023	31st Mar 2022
Outstanding for a period exceeding six months from the date they are due for payment	**-**	**-**
Unsecured and considered good [7]	168.72	4,986.25
Other Receivables	**-**	**-**
Unsecured and considered good	-	-
Provision for bad and Doubtfuldebts	-	-
Total	**168.72**	**4,986.25**

[7] *During the current year, the company has writen-off of certain trade receivables due to their irrecoverable nature. The total value of trade receivables written off during the financial year is Rs. 3670.44 Lakhs.*

7 Cash and Cash Equivalents

Particulars	31st Mar 2023	31st Mar 2022
Cash & Cash Equivalents :		
Balances with Banks		
In Current Accounts	18.22	19.24
In Unpaid Dividend Account [8]	2.72	7.34
Cash on hand	1.71	1.71
	-	-
Total	**22.65**	**28.29**

[8.] *There is a balance of unpaid dividend for the FY 2006-07 and FY 2008-09 which is not being transferred to the Investor Protection and Education Fund as the State Bank of India is not able to provide the investor wise dividend due information, hence the liability is still shown in the book of accounts even though it is due beyond 7 years.*

8 Other Current Assets

Particulars	31st Mar 2023	31st Mar 2022
a) Advances to Employees	-	-
b) Advances to Suppliers	-	-
c) Income Accrued On Deposits(Unsecured,conidered good) [9]	8.80	299.92
d) Other Advances	1,260.42	4,272.67
e) R & D expenses	-	19.64
f) Other curent assets[10]	974.32	-
g) Prepaid Expenses	-	1.29
h) Balance with Revenue	-	32.87
i) GST Input	69.24	71.33
j) Excise duty under protest	-	262.62
k) Forein Exchange on USD	-	-
l)Advance Given for OTS Proposal [11]	-	250.00
Total	**2,312.79**	**5,210.33**

9. During the current year, the company has writen-back interest receivable from its subsidiaries due to their irrecoverable nature. The total value of Interest receivable from subsidiary written off during the financial year is Rs. 249.59 Lakhs

10. During the current year, the company has write-back Loans and Advances of Rs. 3.89 Lakhs due to their irrecoverable nature. Further, credit balance of parties amounting to Rs. 29.15 has been transferred to Loans and Advances, leading to an over credit balance of Rs. 32.09 Lakhs.(Amount 32.09 lakhs is relates to Kavveri Telecom Products Limited)

11. Advances given for OTS Proposal have been set off during the year after receiving the order of OTS with respective liabilities amounting to Rs.250 Lakhs.

10 Other Equity

Particulars	31st Mar 2023	31st Mar 2022
Securities Premium		
As per last Balancesheet	11,800.36	11,800.36
General reserve		-
As per last Balancesheet	430.43	907.44
Capital Reserve		-
As per last Balancesheet	73.26	73.26
Foreign Currency Translation reserve	-	(221.48)
Fall in Value of investment	-	-
Employee stock option outstanding[12]	-	124.61
Deferred stock compensation cost	-	-
Surplus/(deficit) in the statement of profit and loss:	-	-
Balance as at the beginning of the year	(12,220.53)	(11,650.10)
Changes in accounting policy / prior period errors	(19.55)	-
Add: change to profit / (loss) for the year	3,148.76	(1,809.10)
Balance as at the end of the year	**(9,091.32)**	**(13,459.20)**
Total	**3,212.74**	**(774.99)**

12. During the current year, the company has transferred the Employee Stock option outstandings as on 31st March 2022 to General Reserve amounting to 124.61 Lakhs as there are no employees in the company and the period to exercise the Employee Stock Options has been lapsed.

11 Borrowings (Non Current)

Particulars	31st Mar 2023	31st Mar 2022
Term Loans		
i) From Banks		-
	-	-
ii) From other parties		
Loans from related parties	-	168.65
Other Loans	-	1.49
	-	**170.14**
Total	**-**	**170.14**

12 Provisions (Non Current)[13]

Particulars	31st Mar 2023	31st Mar 2022
(a) Provision for Employee benefit	-	54.06
(b) Provision for Leave enchashment	-	38.27
(c) Deposits	-	2,111.77
(d) Other Provisions	-	37.32
Total	**-**	**2,241.42**

13. During the current year, the company has recognized a reversal of previously recognized salary payable and employee advances to their no longer being payable or refundable. The total value of salary payable and employee advances write-back during the financial year is Rs. 2241.42 Lakhs.

13 Borrowing (Current)

Particulars	31st Mar 2023	31st Mar 2022
Secured Loans		
(a) From banks - Secured Loans[14]	471.27	20,445.09
	-	-
Unsecured Loans	-	-
(a) Loans from Directors & Other Parties	(467.91)	358.25
Total	**3.36**	**20,803.34**

14. During the current year, the company has recognized a reversal of Term Loan account with State Bank of India to their no longer being payable or refundable. The total value of Term Loan account with State Bank of Indiawrite-back during the financial year is Rs. 289.13 Lakhs.

14 Trade Payables

Particulars	31st Mar 2023	31st Mar 2022
Trade Payables		
- Dues to MSME'S		
- Other Payables[15]	1,055.08	1,499.52
Total	**1,055.08**	**1,499.52**

[15.] *During the current year, the company has written back trade payables as they are no longer payable. The total value of trade payables write-back during the financial year is Rs. 1122.64 Lakhs.*

15 Other Financial Libilities (Current)

Particulars	31st Mar 2023	31st Mar 2022
Term Loan account with State Bank of India[16]		289.13
Interest on term loans payable		
Others		-
Total	**-**	**289.13**

[16.] *During the current year, the company has written back the balance in the Term Loan account with State Bank of India as they are no longer payable. The total value of Term Loan account with State Bank of India write-back during the financial year is Rs. 289.13 Lakhs.*

16 Other Current Liabilities

Particulars	31st Mar 2023	31st Mar 2022
Other Payables	666.54	661.84
Statutory dues (Including Provident Fund, Withholding and other taxes payable)	228.75	230.06
Unpaid dividend	2.72	7.34
Interest Payable	484.97	-
Diferred Revenue	-	-
Forein Exchange on USD	0.64	0.64
Total	**1,383.62**	**899.87**

17 Provisions

Particulars	31st Mar 2023	31st Mar 2022
Provisions for Empoyee Benefits[17]	1.87	97.18
Income Tax Payable	233.11	232.57
Dues to Key managerial personnel	-	-
Others	-	-
Total	**234.98**	**329.75**

[17.] *During the current year, the company has written back the balance in salary payable and employee advances as they are not longer being payable. The total value of salary payable and employee advances write-back during the financial year is Rs. 95.31 Lakhs.*

18 Revenue From operations

Particulars	31st Mar 2023	31st Mar 2022
Revenue From operations		
(a)Sale of Products	282.42	560.82
(b)Sale of Services	-	-
	-	-
	282.42	560.82
Less: Excise Duties & Service tax Collected	-	-
VAT,CST & GST Collected	-	-
Total	**282.42**	**560.82**

19 Other Income

Particulars	31st Mar 2023	31st Mar 2022
Interest Income	7.36	-
Rental Income	12.71	12.44
Other Income	6.68	4.59
Freight Income	28.03	47.34
Non Recurring Engg (NRE)	4.16	21.11
Dividend Received	0.26	-
Insurance Claim	-	10.60
Scrap sales	-	2.00
Foreign exchange gain	30.43	32.62
Total	**89.63**	**130.71**

20 Cost of Materials consumed[18]

Particulars	31st Mar 2023	31st Mar 2022
Material Consumption	-	-
Opening Stock of Raw Materials	659.43	661.51
Add: Purchases During the year	167.10	295.92
Less: Closing Stock of Raw material	105.41	659.32
Less: Inventory written off	552.83	
Purchases During the year	-	-
Total	**168.30**	**298.10**

[18.] *During the current year, the company has recognized a loss and written off the carrying value of inventories that have been transferred to the banks as part of the settlement agreement. The total value of Inventory write-back on One Time Settlement Scheme of Cash Credit and Term Loan along with interest due during the financial year is Rs. 552.83 Lakhs.*

21 Changes in inventories of finished goods, work-in-progress and stock-in-trade [19]

Particulars	31st Mar 2023	31st Mar 2022
Finished Goods	-	-
Finished goods at the beginning of the year	343.08	343.08
Less: Finished goods at the end of the year	-	343.08
Less: Inventory written off	343.08	-
Sub Total (A)	-	-
Work in Progress		
Finished goods at the beginning of the year	20.06	20.06
Less: Finished goods at the end of the year	-	20.06
Less: Inventory written off	20.06	-
Sub Total (B)	-	-
Stock in trade		
Finished goods at the beginning of the year	4,693.66	4,693.66
Less: Finished goods at the end of the year	-	4,693.66
Less: Inventory written off	4,693.66	-
Sub Total (C)	-	-
Increase or Decrease in Inventories (A + B + C)	-	-

19. During the current year, the company has recognized a loss and written off the carrying value of inventories that have been transferred to the banks as part of the settlement agreement. The total value of Inventory write-back on One Time Settlement Scheme of Cash Credit and Term Loan along with interest due during the financial year is Rs. 5057.14 Lakhs.

22 Employee Benefit Expenses

Particulars	31st Mar 2023	31st Mar 2022
(a) Salaries & Wages	92.66	95.76
(b) Contribution to Provident & Other Funds	-	-
(c) Staff Welfare Expenses	0.48	1.03
	-	-
Total	**93.14**	**96.78**

23 Other Operating Expenses

Particulars	31st Mar 2023	31st Mar 2022
a) Repairs and maintenance	1.04	0.56
b) Foreign Exchange (Gain/Loss)	0.65	0.14
c) Insurance	4.80	7.99
d) R&D Expenses	0.05	58.81
e)Telephone & Internet Charges	5.96	-
(b) Freight	23.23	-
(c) Rates and Taxes	23.49	-
(d) Travelling and Conveyance	3.45	-
(e) Statutory Auditors : Audit fees	1.59	-
(f) Legal fees & consultancy charges	43.82	-
(g) Service Charges	0.11	-
(h) Administrative Expenses	23.83	-
(j) Other Expenses [16]	93.02	-
(k) Advertisement Expenses	9.79	-
(m) Listing Fees	2.03	-
(n) Director sitting fee	1.20	-
(o)Loss on Sale of Assets	175.03	-
Rent	10.89	-
Credit card Charges	9.89	-
	-	-
Total	**433.89**	**67.49**

Notes to Financial Statement for the year ending as on (Amount in lakhs)

24 Finance Costs

Particulars	31st Mar 2023	31st Mar 2022
	-	-
a) Interest Expenses	-	-
- Interest on Long term borrowings	-	21.09
- Interest on Cash Credit & Packing Credit	-	1,324.46
- Loan Processing Charges & Bank Charges	4.07	3.48
	-	-
b) Other Borrowing costs	-	-
	-	-
Total	**4.07**	**1,349.03**

25 Other Expenses

Particulars	31st Mar 2023	31st Mar 2022
Administrative expenses	-	21.46
Travelling and Conveyance	-	3.51
Rates & Taxes (excluding Income Tax)	9.35	8.46
Office Rent & Others	-	10.67
General Expenses	-	2.18
Advertisement Expenses	-	3.75
Professional Fee	-	81.39
Other Expenses	-	4.66
Freight Inwards	-	43.98
Renewal & Subscription charges	-	1.51
Statutory Auditors : Audit fees	-	7.15
Telephone & Internet charges	-	5.49
Payroll expenses	-	1.40
Electricity charges	-	5.48
Postage & Courier	-	0.25
Listing fees	-	5.73
Service Charge	-	0.17
Director sitting fee	-	2.00
Credit card charges	-	10.22
Total	**9.35**	**219.45**

KAVVERI TELECOM PRODUCTS LIMITED

Statement of changes in Equity

(Amount in lakhs)

A. Equity Share Capital:

(Amounts in Rs.000)

Particulars	Shares	Amount
Balance as at April 1, 2021	**2,01,24,260.00**	**2,012.43**
Changes in equity Share Capital	-	-
Balance as at March 31, 2022	**2,01,24,260.00**	**2,012.43**
Balance as at April 1, 2022	**2,01,24,260.00**	**2,012.43**
Changes in equity Share Capital	-	-
Balance as at Mar 31st, 2023	**2,01,24,260.00**	**2,012.43**

KAVVERI TELECOM PRODUCTS LIMITED
Statement of changes in Equity

(Amount in lakhs)

B. Other Equity

Particulars	Reserves & Surplus					Items of Other comprehensive income		Total
	General Reserve	Capital Reserve	Securities Premium	Employee Stock Option Outstanding	Retained earnings	Equity Instruments through other comprehensive income	Other items of other comprehensive income	
Balance at April 1, 2021	**907.44**	**73.26**	**11,800.36**	**124.61**	**(11,650.10)**	**(398.34)**	**-**	857.23
Changes in equity for the Period ended March 31, 2021								
Transfer to General Reserve	-	-	-	-	-	-	-	-
Equity instruments through other comprehensive income	-	-	-	-	-	-	-	-
Changes in accounting policy / prior period (	-	-	-	-	-	-	-	-
Profit for the period	-	-	-		(1,809.10)	176.87	-	(1,632.23)
Addition to capital reserve	-	-	-	-	-	-	-	-
Balance as at March 31, 2022	**907.44**	**73.26**	**11,800.36**	**124.61**	**(13,459.20)**	**(221.48)**	**-**	(774.99)
Changes in equity for the Period ended 31st Mar, 2023								
Transfer to General Reserve	983.14	-	-	(124.61)	(19.55)	-	-	838.97
Equity instruments through other comprehensive income	-	-	-	-	-	-	-	-
Changes in accounting policy / prior period (	-	-	-	-	-	-	-	-
Profit for the period	-	-	-	-	3,148.76	-	-	3,148.76
Addition to capital reserve	-	-		-	-	-	-	-
Balance as at Mar 31, 2023	**1,890.58**	**73.26**	**11,800.36**	**-**	**(10,329.99)**	**(221.48)**	**-**	**3,212.74**

1. Property, Plant and Equipment & Intangible assets	Furnitures	Office Equipment	Plant & machinery	Land (Lease hold)	Computers	Vehicles	Buildings	Computer Software	Technical Know how	Total tangible assets	Total intangible assets
Cost											
As on April 1, 2021	103.14	9.00	2,986.00	113.78	242.92	175.55	-	288.27	1,044.55	3,628.10	1,332.83
Additions		0.52		-		-			-	0.52	-
Disposals	-		-	-	-			-	-	-	-
Foreign Exchange Impact											
As at March 31, 2022	**103.14**	**9.52**	**2,986.00**	**113.78**	**242.92**	**175.55**	**-**	**288.27**	**1,044.55**	**3,628.62**	**1,332.83**
Additions				-	.00		-		.00	-	.00
Disposals	-	(0.08)	(2,950.43)	-	-	-	-	-	-	(2,950.51)	.00
Foreign Exchange Impact		0.01				0.10				5.01	.00
As at March 31, 2023	**103.14**	**9.45**	**35.57**	**113.78**	**242.92**	**175.65**	**-**	**288.27**	**1,044.55**	**683.12**	**1,336.23**
Depreciation / Amortization											-
As on April 1, 2021	103.14	5.85	2,469.00	-	242.92	146.52	-	219.29	1,044.55	2,967.43	1,263.84
Charge for the year	-	0.11	189.01	-	-	1.85	-	16.65	-	190.97	16.65
Disposals	-	-	-	-	-	-	-	-	-	-	-
As at March 31, 2022	**103.14**	**5.96**	**2,658.01**	**-**	**242.92**	**148.37**	**-**	**235.94**	**1,044.55**	**3,158.40**	**1,280.49**
Charge for the period	-	0.08	2.51	-	-	1.92	-	16.65	-	4.51	16.65
Disposals	-	-	(2,631.24)	-	-	-	-	-	-	(2,631.24)	-
As at March 31, 2023	**.00**	**.00**	**.00**	**.00**	**.00**	**.00**	**-**	**.00**	**.01**	**.01**	**.01**
											.00
Net Block											.00
As at April 01, 2021	**0.00**	**3.15**	**517.00**	**113.78**	**-**	**29.03**	**-**	**68.98**	**-**	**660.67**	**68.98**
As at March 31, 2022	**0.00**	**3.56**	**327.99**	**113.78**	**-**	**27.18**	**-**	**52.33**	**-**	**472.51**	**52.33**
As at March 31, 2023	**0.00**	**3.41**	**6.28**	**113.78**	**-**	**25.37**	**-**	**35.68**	**-**	**148.84**	**39.08**

[20.] *Out of the total Plant and Machinery disposed amounting to Rs.2950.43 Lakhs, Rs.35.57 Lakhs were sold in the FY 2022-23 and the balance of Rs.2914.86 Lakhs were sold in the earlier years which were not reduced from the Plant and Machinery, has been rectified in the current financial year (2022-23), relevant accumulated depreciation for the Plant and Machinery sold has also been reduced.*

25. Corporate Information

M/s Kavveri Telecom Products Limited ('company' or 'Kavveri') was incorporated in 1996 and is engaged in the design, development and manufacture of Radio Frequency products and antennae for telecom, defense and space applications in India and abroad. Kavveri enjoys the status of being the largest manufacturer of wireless subsystem products like, Radio frequency products and antenna and Radio Frequency products in India. Kavveri also provides total turnkey solutions for coverage and capacity enhancement requirements for GSM 3G and CDMA carriers in India

26. Basis of preparation

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

(i) Compliance with IndAS

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) read with Companies (Indian Accounting Standards) Rulesand other relevant provisions of the Act.

(ii) Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following:

- Certain financial assets and liabilities and contingent consideration that is measured at fair value;

(iii) Recent accounting pronouncements

In March 2018, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) (Amendments) Rules, 2018, notified IND AS 115 'Revenue from Contracts with Customers' and its impact on other IND AS Standards, which shall come into force from April 01, 2018. The company is evaluating the requirement of standard and its implications on the financial statements.

1.1 Summary of significant accounting policies

I.Significant Accounting Estimates and Judgments

Estimates, assumptions concerning the future and judgments are made in the preparation of the financial statements. They affect the application of the Company's accounting policies, reporting amounts of assets, liabilities, income and expense and disclosures made. Although these estimates are based on management's best knowledge of current events and actions, actual result may differ from those estimates.

The critical accounting estimates and assumptions used and areas involving a high degree of judgments are described below:

Use of estimation and assumptions

In the process of applying the entity's accounting policies, management had made the following estimation and assumptions that have the significant effect on the amounts recognised in the financial statements.

Income tax

The company recognizes tax liabilities based upon self-assessment as per the tax laws. When the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and deferred tax provisions in the period in which such final determination is made.

Property, plant and equipment& Intangible Assets

Key estimates related to long-lived assets (property, plant and equipment and intangible assets) include useful lives, recoverability of carrying values and the existence of any retirement obligations. As a result of future decisions, such estimates could be significantly modified. The estimated useful lives of long-lived assetsisapplied as per the Schedule II of Companies Act, 2013 and estimated based upon our historical experience, engineering estimates and industry information. These estimates include an assumption regarding periodic maintenance and an appropriate level of annual capital expenditures to maintain the assets.

Critical judgments made in applying accounting policies

Impairments in Subsidiaries and Associates

When a subsidiary is in net equity deficit and has suffered operating losses, a test is made whether the investment in the investee has suffered any impairment, in accordance with the stated accounting policy. This determination requires significant judgment. An estimate is made of the future profitability of the investee, and the financial health of and near-term business outlook for the investee, including factors such as industry and sector performance, and financing and operational cash flows.

Impairment of plant &equipment and Intangible assets

The company assesses whether plant & equipment and intangible assets have any indication of impairment in accordance with the accounting policy. The recoverable amounts of plant &equipment and intangible asset have been determined based on value-in-use calculations. These calculations require the use of judgment and estimates.

Expected credit loss

Expected credit losses of the company are based on an evaluation of the collectability of receivables. A considerable amount of judgment is required in assessing the ultimate realization of these receivables, including their current creditworthiness, past collection history of each customer and ongoing dealings with them. If the financial conditions of the counterparties with which the Company contracted were to deteriorate, resulting in an impairment of their ability to make payments, additional expected credit loss may be required.

II. Property, Plant and Equipment

All items of property, plant and equipment are initially recorded at cost. The cost of an item of plant and equipment is recognized as an asset if, and only if, 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.

Cost includes its purchase price(after deducting trade discounts and rebates), import duties & non-refundable purchase taxes,any costs directly attributable to bringing the asset to the location & condition necessary for it to be capable of operating in the manner intended by management, borrowing costs on qualifying assets and asset retirement costs. When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

The activities necessary to prepare an asset for its intended use or sale extend to more than just physical construction of the asset. It may also include technical (DPR, environmental, planning, Land acquisition and geological study) and administrative work such as obtaining approvals before the commencement of physical construction.

The cost of replacing a part of an item of property, plant and equipment is capitalized if it is probable that the future economic benefits of the part will flow to the Company and that its cost can be measured reliably.The carrying amount of the replaced part is derecognized.

Costs of day to day repairs and maintenance costs are recognized into the statement of profit and loss account as incurred.

Subsequent to recognition, property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses.

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

The residual values, estimated useful lives and depreciation method are reviewed at each financial year-end, and adjusted prospectively, if appropriate.

An item of plant and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset is recognised in the profit or loss in the year the asset is derecognized.

Assets under installation or under construction as at the Balance Sheet date are shown as Capital Work in Progress.

Depreciation

Depreciation is provided on Straight Line Method, as per the provisions of schedule II of the Companies Act, 2013 or based on useful life estimated on the technical assessment. Asset class wise useful lives in years are as under:

Plant and Machinery	1 to 25
Buildings	8 to 60
Computers and equipment	3 to 6
Furniture & fixtures	10 to 15
Vehicles	8 to 10
Office equipment	5 to 15

Fully depreciated plant and equipment are retained in the financial statements until they are no longer in use.

In respect of additions / deletions to the fixed assets / leasehold improvements, depreciation is charged from the date the asset is ready to use / up to the date of deletion.

Depreciation on adjustments to the historical cost of the assets on account of reinstatement of long term borrowings in foreign currency, if any, is provided prospectively over the residual useful life of the asset.

III. Intangible Assets

Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably.The companyamortizesComputer software using the straight-line method.

Financial Assets

Financial assets comprise of investments in equity and debt securities, trade receivables, cash and cash equivalents and other financial assets.

***Initial recognition*:**

All financial assets are recognised initially at fair value. Purchases or sales of financial asset that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the company commits to purchase or sell the assets.

Subsequent Measurement:

(i) Financial assets measured at amortised cost:

Financial assets held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding are measured at amortised cost using effective interest rate (EIR) method. The EIR amortization is recognised as finance income in the Statement of Profit and Loss.

The Company while applying above criteria has classified the following at amortised cost:

a) Trade receivable
b) Cash and cash equivalents
c) Other Financial Asset

(ii) Financial assets at fair value through other comprehensive income (FVTOCI):

Financial assets held within a business model whose objective is to hold financial assets in order to collect contractual cash flows, selling the financial assets and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding are measured at FVTOCI.

Fair Value movements in financial assets at FVTOCI are recognised in other comprehensive income.
Equity instruments held for trading are classified as at fair value through profit or loss (FVTPL). For other equity instruments the company classifies the same as at FVTOCI. The classification is made on initial recognition and is irrevocable. Fair value changes on equity investments at FVTOCI, excluding dividends are recognised in other comprehensive income (OCI).

(iii) Financial assets at fair value through profit or loss (FVTPL)

Financial assets are measured at fair value through profit or loss if it does not meet the criteria for classification as measured at amortised cost or at fair value through other comprehensive income. All fair value changes are recognised in the statement of profit and loss.

(iv) Investment in subsidiaries, joint ventures & associates are carried at cost in the separate financial statements.

Impairment of Financial Assets:

Financial assets are tested for impairment based on the expected credit losses.

(i) Trade Receivables

An impairment analysis is performed at each reporting date. The expected credit losses over life time of the asset are estimated by adopting the simplified approach using a provision matrix which is based on historical loss rates reflecting current condition and forecasts of future economic conditions. In this approach assets are grouped on the basis of similar credit characteristics such as industry, customer segment, past due status and other factors which are relevant to estimate the expected cash loss from these assets.

(ii) Other financial assets

Other financial assets are tested for impairment based on significant change in credit risk since initial recognition and impairment is measured based on probability of default over the life time when there is significant increase in credit risk.

De-recognition of financial assets

A financial asset is derecognized only when:

- The company has transferred the rights to receive cash flows from the financial asset or

- The contractual right to receive cash flows from financial asset is expired or

- Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset and transferred substantially all risks and rewards of ownership of the financial asset, in such cases the financial asset is derecognized. Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is alsoderecognized if the company has not retained control of the financial asset.

IV. Impairment of Non-Financial Assets

At each reporting date, the Company assesses whether there is any indication that an asset may be impaired.Where an indicator of impairment exists, the company makes a formal estimate of recoverable amount. Where the carrying amount of an asset exceeds its recoverable amount the asset is considered impaired and is written down to its recoverable amount.

Recoverable amount is the greater of fair value less costs to sell and value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

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 the risks specific to the asset.

V. Inventories

Raw materials, consumables, stores and spares and finished goods are valued at lower of cost and net realizable value. Cost is determined on weighted average cost method.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

VI. Cash and Cash equivalents

Cash and cash equivalents comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.Deposits with banks subsequently measured at amortized cost and short term investments are measured at fair value through Profit & Loss account.

VII. Share Capital

Equity shares are classified as equity.

VIII. Financial Liabilities

Initial recognition and measurement

Financial liabilities are recognized when, and only when, the Company becomes a party to the contractual provisions of the financial instrument. The company determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognized initially at fair value plus any directly attributable transaction costs, such as loan processing fees and issue expenses.

Subsequent measurement – at amortized cost

After initial recognition, financial liabilities are subsequently measured at amortized cost using the effective interest method. Gains and losses are recognized in profit or loss when the liabilities are de recognized, and through the amortization process.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expired. 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 a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in profit or loss.

IX. Borrowing Costs

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 capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest, exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost and other costs that an entity incurs in connection with the borrowing of funds.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

X. Employee Benefits

- Employee benefits are charged to the statement of Profit and Loss for the year and for the projects under construction stage are capitalised as other direct cost in the Capital Work in Progress / Intangible asset under development.

- Retirement benefits in the form of Provident Fund are a defined contribution scheme and the contributions are recognised, when the contributions to the respective funds are due. There are no other obligations other than the contribution payable to the respective funds.

- Gratuity liability is defined benefit obligations and is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year. Re-measurement in case of defined benefit plans gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income and they are included in retained earnings in the statement of changes in equity in the balance sheet.

- Compensated absences are provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year. Re-measurement as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

- The amount of Non-current and Current portions of employee benefits is classified as per the actuarial valuation at the end of each financial year.

XI.Stock Option Plan (2008):

The Company instituted the Kavveri ESOS 2008 Plan for all eligible employees in pursuance of the special resolution approved by the shareholders by Postal ballot on 23rd April 2008. The Kavveri ESOS 2008 Plan covers all employees of the company and its subsidiaries and Directors (excluding Promoter Directors) of the Company and its subsidiaries (collectively, "eligible employees"). Under the Scheme, the Compensation Committee of the Board ('the Committee') shall administer the Scheme and grant stock options to eligible directors and employees of the Company and its Subsidiaries. The Committee shall determine the employees eligible for receiving the options, the number of options to be granted, the exercise price, the vesting period and exercise period. Vesting of employee stock options granted occurs in tranches as under:

Period	Vesting proportion
At the end of one year from the date of grant	20%
At the end of two years from the date of grant	30%
At the end of three years from the date of grant	50%

The exercise price for the purpose of exercise of options will be at Rs.10/- per share i.e. at par.

The employee stock options granted shall be capable of being exercised within a period of 5 years from the date of vesting options or such lesser period as may be decided by the Compensation Committee from time to time.

Under the Scheme 3,07,200 stock options out of the total of 5,00,000 stock options reserved for grant of options having an exercise price equal to the par value of the underlying equity shares on the date of grant (i.e. Rs. 10 per option) are outstanding as at the balance sheet date.

As the number of shares that an individual employee is entitled to receive and the price of the options are known at the grant date, the scheme is considered as a fixed grant.

In the case of termination of employment, all non-vested options would stand cancelled. Options that have been vested but have not been exercised can be exercised within the time prescribed under each option agreement by the Committee or if no time limit is prescribed, within 30 days of the date of employment termination, failing which they would stand cancelled.

The Company follows intrinsic method of accounting based on which the compensation cost is recognized in the Statement of Profit and Loss.

XII. Income Taxes

Income tax expense is comprised of current and deferred taxes. Current and deferred tax is recognized in net income except to the extent that it relates to a business combination, or items recognized directly in equity or in other comprehensive income.

Current income taxes for the current period, including any adjustments to tax payable in respect of previous years, are recognized and measured at the amount expected to be recovered from or payable to the taxation authorities based on the tax rates that are enacted or substantively enacted by the end of the reporting period.

Deferred income tax assets and liabilities are recognized for temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases using the tax rates that are expected to apply in the period in which the deferred tax asset or liability is expected to settle, based on the laws that have been enacted or substantively enacted by the reporting date.

Deferred tax assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable income nor the accounting income. Deferredtax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable income will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and reduced accordingly to the extent that it is no longer probable that they can be utilized.

In the situations where the Company is entitled to a tax holiday under the Income-tax Act, 1961 enacted in India or tax laws prevailing in the respective tax jurisdictions where it operates, no deferred tax (asset or liability) is recognized in respect of temporary differences which reverse during the tax holiday period, to the extent the company's gross total income is subject to the deduction during the tax holiday period.

Deferred tax in respect of temporary differences which reverse after the tax holiday period is recognized in the year in which the temporary differences originate. However, the Company restricts recognition of deferred tax assets to the extent that it has become reasonably certain, that sufficient future taxable income will be available against which such deferred tax assets can be realized. For recognition of deferred taxes, the temporary differences which originate first are considered to reverse first.

Deferred tax assets and liabilities are offset when there is legally enforceable right of offset current tax assets and liabilities when the deferred tax balances relate to the same taxation authority. Current tax asset and liabilities are offset where the entity has legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

XIII.Provisions , Contingent Liabilities and Contingent Assets

Provisions

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense and is recorded over the estimated time period until settlement of the obligation. Provisions are reviewed and adjusted, when required, to reflect the current best estimate at the end of each reporting period.

The Company recognizes decommissioning provisions in the period in which a legal or constructive obligation arises. A corresponding decommissioning cost is added to the carrying amount of the associated property, plant and equipment, and it is depreciated over the estimated useful life of theasset.

A provision for onerous contracts is recognized when the expected benefits to be derived by the company from a contract are lower than the unavoidable cost of meeting its obligations under contract.The provision is measured at the present value of the lower of expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the company recognizes any impairment loss on the assets associated with that contract.

Liquidated Damages / Penalty as per the contracts / Additional Contract Claims / Counter Claims under the contract entered into with Vendors and Contractors are recognised at the end of the contract or as agreed upon.

Contingent Liabilities

Contingent liability is disclosed in case of

- A present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation;
- A present obligation arising from past events, when no reliable estimate is possible;
- A possible obligation arising from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company where the probability of outflow of resources is not remote.

Contingent Assets

Contingent assets are not recognized but disclosed in the financial statements when as inflow of economic benefits is probable

XIV.Fair Value Measurements

Company uses the following hierarchy when determining fair values:

Level 1 – Quoted prices (unadjusted) 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, eitherdirectly (prices) or indirectly (derived from prices); and,

Level 3 – Inputs for the asset or liability that are not based on observable market data.

The fair value of financial instruments traded in active markets is based on quoted market prices at the reporting dates. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The fair value for these instruments is determined using Level 1 inputs.

The fair value of financial instruments that are not traded in an active market (for example, overthecounter derivatives) is determined by using valuation techniques. These valuation techniques maximize the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is fair valued using level 2 inputs.

If one or more of the significant inputs is not based on observable market data, the instrument is fair valued using Level 3 inputs. Specific valuation techniques used to value financial instruments include:

- Quoted market prices or dealer quotes for similar instruments;
- The fair value of interest rate swaps is calculated as the present value of the estimated future cashflows based on observable yield curves;
- The fair value of forward foreign exchange contracts is determined using forward exchange rates at the reporting dates, with the resulting value discounted back to present value;
- Other techniques, such as discounted cash flow analysis, are used to determine fair value for the remaining financial instruments.

XV.Revenue Recognition

Revenue is recognized and measured at the fair value of the consideration received or receivable, to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

The company collects GST, service tax, sales taxes and value added taxes (VAT) on behalf of the government and, therefore, these are not economic benefits flowing to the company. Hence, they are excluded from revenue. The following specific recognition criteria must also be met before revenue is recognized:

Insurance Claims

Insurance claims are recognized on acceptance / receipt of the claim.

Interest

Revenue is recognized as the interest accrues, using the effective interest method. This is the method of calculating the amortized cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

Dividends

Dividends are recognised in profit or loss only when the right to receive payment is established.

XVI. Foreign Currency Transactions

Transactions in foreign currencies are translated to the functional currency of the company, at exchange rates in effect at the transaction date.

At each reporting date monetary assets and liabilities denominated in foreign currencies are translated at the exchange rate in effect at the date of the statement of financial position.

The translation for other non-monetary assets is not updated from historical exchange rates unless they are carried at fair value.

XVII. Minimum Alternative Tax (MAT)

MAT credit 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 specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in Guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the statement of profit and loss and shown as MAT Credit Entitlement. The company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that company will pay normal Income Tax during the specified period.

XVIII. Earnings per Share

Basic earnings per share are calculated by dividing:

- The profit attributable to owners of the company

- By the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

Diluted earnings per share adjust the figures used in the determination of basic earnings per share to take into account:

- The after income tax effect of interest and other financing costs associated with dilutive potential equity shares
- The weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

XIX.Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule IIIof the Companies Act, 2013, unless otherwise stated.

27. EARNINGS PER SHARE

Particulars	Year Ended March 31st 2023	Year Ended March 31st 2022
(a) Basic		
Profit after tax	3148.76	(1809.10)
Weighted average number of shares outstanding	2,01,24,260	2,01,24,260
Basic EPS	15.65	(8.99)
(b) Diluted		
Profit after tax	3148.76	(1,809.10)
Adjusted net profit for the year	3148.76	(1,809.10)
Weighted average number of shares outstanding	2,01,24,260	2,01,24,260
Diluted EPS	15.65	(8.61)
Face value per share	10.00	10.00

28. RELATED PARTIES

(A)LIST OF RELATED PARTIES

Key Management Personnel	Direct Subsidiaries	Indirect Subsidiaries	Other related Associates/ Party
Mr.C.Shivakumar Reddy	Eaicom India Private Limited	DCI Digital Communications Inc	SMR Telecom Holdings Private Limited
	Kavveri Technologies Inc.	Spot wave Wireless ltd.	Ms. C. Uma Reddy
Ms. R .H Kasturi	Kavveri Telecom Infrastructure Limited	Kavveri Realty 5Inc.	
	Kavveri Technologies Americas Inc	Tiltek Antennae Inc.	
		Quality Communications Systems	
		New England Communication Systems	

(B)TRANSACTIONS WITH RELATED PARTIES (as identified by the Company)

Description of the nature of transaction	**Description of Relationship**	**Related Party**	**Year ended 2023**	**Year ended 2022**
Sale of goods	Subsidiary	Tiltek Antennae Inc	NIL	NIL
Purchase of goods	Subsidiary	Tiltek Antennae Inc	NIL	NIL
Advances given	Subsidiary	Trackcom Systems International Inc	NIL	NIL
Advances Received	Key Managerial Personnel	Shiva kumar Reddy	12.58	28.89
Advances Received	Key Managerial Personnel	RH Kasturi	-36.57	250.33
	Other related party	SMR Telecom Holdings Pvt Ltd	13.55	20.50
Payable at the year end	Subsidiary	Kavveri Technologies Inc	601.35	601.35
	Other related party	SMR Telecom Holdings Pvt Ltd	29.05	8.83
	Subsidiary	DCI Digital Communication Inc	94.29	94.29
	Subsidiary	Quality Communications Systems	25.17	25.17
	Subsidiary	New England Communication Systems	46.34	46.34
	Key Managerial Personnel	RH Kasturi	176.26766	212.84
Receivable at the end	Key Managerial Personnel	Shiva kumar Reddy	742.35	754.94

	Subsidiary	Eaicaom India Private Limited	342.38	342.11
	Subsidiary	Kavveri Technologies Americas Inc	843.45	843.45
	Key Managerial Personnel	RH Kasturi	0.00	212.84
	Subsidiary	Kavveri Realty Inc	0.00	0.20
	Subsidiary	Spot wave Wireless Limited	0.00	507.81

29. In accordance with Accounting Standard 22(AS 22) issued by the ICAI, the Company has reversed the deferred income tax during the year. The reversal of deferred income tax provision for the current year Rs.262.14 Lakhs towards deferred tax Liability and Rs. 262.14 Lakhs towards deferred tax liability in the previous year.

30. **AMALGAMATION:**

Amalgamation with Mega sonic Telecoms Private Limited: - The Company got amalgamated with erstwhile Mega sonic Telecoms Private Limited in the year 2003-04 and as per the scheme of amalgamation 4,935,000 equity shares were issued as consideration.

31. CAPITAL RESERVES:

The Capital Reserve of Rs. 73.26 Lakhs represents the excess of net fair value of assets over the purchase consideration in terms of scheme of amalgamation taken place during the year 2003-04, which was duly approved by the Hon'ble High Courts of Karnataka and Bombay.

32. **INVESTMENTS:**

DETAILS OF INVESTMENT IN SUBSIDIARIES:

Particulars	**31st March 2023**
M/s. Eaicom India Pvt Ltd	1,457.18
M/s. Kavveri Technologies Inc	880.09
M/s. Kavveri Telecom Infrastructure Limited	1,851.00
M/s. Kavveri Telecom Espana	697.43
M/s. Kavveri Technologies America Inc	496.80
TOTAL	5,382.50

The following is the list of Subsidiary Companies and percentage shareholding as at the end of the year:

Particulars	Country of Incorporation	2023	2022
EAICOM INDIA PRIVATE LTD	India	100%	100%
KAVVERI TECHNOLOGIES INC	Canada	100%	100%
KAVVERI TECHNOLOGIES AMERICAS INC.	USA	100%	100%

Subsidiaries of wholly owned subsidiary, Kavveri Technologies Inc., Canada.

Particulars	Country of Incorporation	2023	2022
Til-Tek Antennae Inc	Canada	100%	100%
DCI Digital Communications Inc	Canada	100%	100%
Spotwave Wireless Inc	Canada	100%	100%
Kavveri Realty 5 Inc	Canada	100%	100%

Subsidiaries of wholly owned subsidiary, Kavveri Technologies Americas Inc., USA.

Particulars	Country of Incorporation	2023	2022
Quality Communications Systems	USA	100%	100%
New-England Communication Systems	USA	100%	100%

33. CIF VALUE OF IMPORTS

Particulars	2023 (Amount in Rs.)	2022 (Amount in Rs.)
Raw materials	**Nil**	**Nil**
Components and spare parts	**Nil**	**Nil**
Capital Goods	**Nil**	**Nil**
Total	**Nil**	**Nil**

34. EXPENDITURE INCURRED IN FOREIGN CURRENCY

Particulars	2023 (Rs.)	2022 (Rs.)
Technical knowhow/Research and development expenses	**Nil**	**Nil**
Professional and consultation fees	**Nil**	**Nil**
Travelling expenses	**Nil**	**Nil**
Maintenance Charges	**Nil**	**Nil**
Total	**Nil**	**Nil**

35. DETAILS OF CONSUMPTION

a) Details of Raw Materials Consumed:

Particulars	2023 (Rs.)	2022 (Rs.)
Raw Materials Consumption	Nil	Nil
TOTAL	**Nil**	**Nil**

b) Details of value of material consumed (imported and indigenous):

Particulars	Imported(2023)	Indigenous(2023)	Imported(2022)	Indigenous(2022)
Raw Materials	Nil	Nil	Nil	**53.40**
TOTAL	**Nil**	**Nil**	**Nil**	**53.40**

36. EARNINGS IN FOREIGN CURRENCY

Particulars	2023 (Rs.)	2022 (Rs.)
Revenue from exports on FOB basis	Nil	Nil
Interest	Nil	Nil
Other Income	Nil	Nil
Total	**Nil**	**Nil**

37. Additional Regulatory information

i. The Company is in possession of immovable property and title deeds are held in the Name of the company.
ii. The Company has not revalued any of its Property, Plant and Equipment during the year.
iii. The Company has granted loans or advances in the nature of loans to promoters, directors, KMPs and other related parties.
iv. There are no proceedings initiated or pending against the company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made there under.
v. The Company has no borrowings from banks or financial institutions on the basis of security of current assets and the quarterly returns or statements filed by the company with such banks or financial institutions are in agreement with the books of account of the Company.
vi. The Company is not declared as wilful defaulter by any bank or financial Institution or other lenders.
vii. The Company did not have any transactions with Companies struck off under Section 248 of Companies Act, 2013 or Section 560 of Companies Act, 1956 considering the information available with the Company.

38. i)Financial risk management objectives and policies

The Company’s principal financial liabilities comprise of trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include cash and cash equivalents that derive directly from its operations and FVTPL investments**.**

The Company is exposed to market risk and liquidity risk. The Company’s senior management oversees management of these risks. The Company's financial risk activities are governed by appropriate policies and procedures so that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

(ii)Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of currency rate risk, interest rate risk and other price risk. Financial instruments affected by market risk include FVTPL financial instruments.

The sensitivity analysis in the following sections relate to the position as at 31 March 2022and 31 March 2023.

(iii)Equity price risk

The Company's listed equity instruments are susceptible to market price risk arising from uncertainties about future values of the investment securities. The Company manages the equity price risk through diversification. The Company's Board of Directors reviews and approves all equity investment decisions.

(iv)Liquidity Risk:

The Company's objective is to maintain a balance between continuity of funding and flexibility. The Company has sufficient working capital funds available to honour the debt maturing within 12 months.

39. DUES TO MICRO AND SMALL ENTERPRISES.

S.No	Particulars	2023 (Rs.)	2022 (Rs.)
1	Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	Nil	Nil
2	Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	Nil	Nil
3	Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	Nil	Nil
4	Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act,	Nil	Nil

	beyond the appointed day during the year		
5	Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	Nil	Nil
6	Interest due and payable towards suppliers registered under MSMED Act, for payments already made.	Nil	Nil
7	Further interest remaining due and payable for earlier years.	Nil	Nil

40. **MANGERIAL REMUNERATION**

Name	2023		2022	
	Remuneration	**Commission**	**Remuneration**	**Commission**
C.Shiva Kumar Reddy – Managing Director	Nil	Nil	Nil	Nil
H Kasturi – Whole Time Director	Nil	Nil	Nil	Nil
Other Non-Executive Directors	Nil	Nil	Nil	Nil
Total	Nil	Nil	Nil	Nil

41. UNEXPIRED WARRANTY CHARGES

Particulars	**2023 (Rs.)**	**2022 (Rs.)**
Balance at the beginning of the year	2111.77	2,111.77
Additions during the year	-	-
Reversals during the year	2111.77	-
Balance at the end of the year	0.00	2,111.77

42. The Company does not have any transactions which are not recorded in the books of accounts that has been surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 during the year.

43. The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

44. There are no significant events that occurred after the balance sheet date.

45. The company has not advanced/loans/invested or received funds (either borrowed funds or share premium or any other sources or kind of funds to any other persons or entities, 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) or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

46. The company has also 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 (i) 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 (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

47. In the opinion of the management, the assets as shown in the financial Statements, have a value on realization in the ordinary course of business of at least equal to the amount at which they are stated in the balance sheet.

48. The Company has not declared any dividend during the year.

49. CONTINGENT LIABILITIES

S.No	Name of Statute	Amount (Rs. In Lakhs)	Period to which amount relates	Forum where dispute is pending
1	Central Excise	5471.67	Various Assessment Years	CESTAT Bangalore
2	Income Tax	21725.15	Various Assessment Years	Commissioner of Income Tax Appeals – 1, Bangalore

(i) M/s. Mahanagar Telephone Nigam Ltd and M/s Bharat Sanchar Nigam Ltd. had invoked bank guarantees totalling to Rs. 4.41 Lakhs and Rs. 7.55 Lakhs respectively against which the company has filed cases against such invoking of bank guarantees and is advised that the matter will be resolved in favour of the company in respect of the said amount and hence no provision is made in the books of account.

(ii) In the Matter of dispute with M/s Bharat Sanchar Nigam Limited (BSNL), the Honourable High Court of Karnataka at Bangalore have referred the matter to the arbitrator to be appointed by M/s BSNL, against invoking of Bank guarantee of a sum of Rs. 22.70 Lakhs.

(iii) Margin Money deposits with the bank amounting to Rs. 522.98 Lakhs (Rs. 143.93 Lakhs) has been given as margin money for the guarantees issued by the bankers.

(iv) (A) Customs, Excise and Service Tax Appellate Tribunal, South Zone, Bangalore, however had stayed the aforesaid demand subject to payment of Rs.2 Crores.
(B) Deposit paid against Order in Original No. 94/2012 dt. 31.12.2012 under Protest of Rs.26.78 Lakhs .
(C) Rs. 2.57 Lakhs /- Cenvat deposit against O/O no.42/2013 dt: 21.02.2013 stay order no.119/2013 dt: 25.06.2013.

(D) Rs.1.28 Lakhs /-deposit against CESTAT Appeal No.E/2210/2012 Stay/Misc/26402/2013 dt: 13.06.2013

(E).Rs. 5.00 Lakhs /- Cenvat deposit against OIO No.37/2011 dt: 31.03.2011 passed by the Additional Commissioner of Central Excise and CESTAT Miscellaneous Order No.26586/2013 dt: 16.07.2013

50. The Company (KTPL) has defaulted in repayment of cash credit and term loan which were availed from State Bank of India. The Bank has issued notice U/s. 13(2) of Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 to recover the amount which includes outstanding interest towards cash credit and term loan availed by the Company. Later on the bank has transferred the outstanding due to Edelweiss Asset Reconstruction Company (EARC) for the purpose of recovery of dues from the Company on 27th June, 2014. Also all securities provided by the company to Bank against Term loan and cash credit are also transferred to the Asset Reconstruction Company as informed by Bank to the Company. The Company has approached Edelweiss ARC Ltd for One Time Settlement (OTS) Proposal in 21st November, 2021 for settlement of loans availed by the company, the settlement proposal had been accepted by the EARC vide it's letter dated 8th December, 2021. As per terms of aforesaid settlement, KTPL was required to pay EARC a sum of Rs. 2.5 Crores on or before 25th March, 2022. The company has paid the Rs. 2.5 Crores to EARC in consonance with the timeline detailed under the acceptance letter. Later, the EARC has issued No Dues Certificate to KTPL on 24th March, 2022 and released the personal guarantees of Mr. C Shivakumar Reddy and Mrs. R.H. Kasturi. However, the company has not filed the satisfaction of charge with Registrar of Companies (ROC).

51. In the preparation of consolidated financial statements, the financial statements or financial information of the following subsidiaries are not included for the Year ended 31st March 2023.

I. Kavveri Telecom Infrastructure Limited
II. EAICOM India Private Limited
III. Kavveri Technologies Americans Inc.
IV. New England Communications Systems Inc.
V. Quality Communications Systems Inc.
VI. Spotwave Wireless Ltd.

As the financial statements/ financial information of the above-mentioned subsidiaries are not considered in consolidation for the year ended 31.03.2023, the current year figures are not comparable to previous year.

52. The Previous year's numbers have been regrouped, rearranged, recasted, wherever necessary to conform to Current Year Classification.
53. All the figures are rounded off to the nearest rupees in Lakhs.

As per our report of even date
For J K Chopra & Associates,
Chartered Accountants
ICAI Firm 's Registration No. 016071S

For and on behalf of the Board Directors of
Kavveri Telecom Products Limited

Sd/-
Jitendra Kumar Chopra
Proprietor
Membership No. 237068
UDIN: 23237068BGXHLZ6619

Sd/-
C. Shivakumar Reddy
Managing Director
DIN: 01189348

Sd/-
R.H.Kasturi
Director
DIN: 0029185

Place: Bangalore
Date: 30th May 2023