



KAVVERI TELECOM PRODUCTS LIMITED

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

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

Email Id: cskavveritelecomproducts@gmail.com CIN:L85110KA1996PLC019627

NOTICE

NOTICE is hereby given to the Shareholders (the **"Shareholders" or the "Members"**) of Kavveri Telecom Products Limited (**"Company"**) that an Extra-Ordinary General Meeting (**"EGM"**) of the Company will be held on Friday, July 05, 2024 at 10.00 A.M. at the registered office of the company at No. 31-36, I Main, II Stage, Arekere MICO Layout, Bannerghatta Road, Bangalore 560 076 to transact the following special business:

1. **CONVERSION OF UNSECURED LOANS IN TO EQUITY SHARES OF THE COMPANY**

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

"RESOLVED THAT, pursuant to the provisions of Sections 42, 62(1)(c) and 62 (3) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions in Memorandum and Articles of Association of the Company and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI"), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Ministry of Corporate Affairs, SEBI and / or any other competent authorities, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to accept the loan with an option to convert the same into Share Capital of the Company to the extent of Rupees 50,00,00,000/- (Fifty Crores Only) subject to complying the other applicable provisions of the Companies Act, 2013 and SEBI or rules made there under."

"RESOLVED FURTHER THAT, for the purpose of giving effect to the above Resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds,



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matters and things as may be necessary and/or expedient in connection with and to give effect to the aforesaid Resolution.”

2. TO ISSUE CONVERTIBLE WARRANTS ON A PREFERENTIAL BASIS TO PUBLIC:

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

“**RESOLVED THAT** in accordance with the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable rules and regulations made thereunder (including any amendments, modifications and/ or re-enactments thereof for the time being in force) (“the Act”) and subject to the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018, as amended, (“SEBI ICDR Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (“SEBI Takeover Regulations”) and other applicable rules, regulations and guidelines of Securities and Exchange Board of India (“SEBI”) and/or National Stock Exchange Limited (NSE) / BSE Limited (“BSE”) (“Stock Exchange”), where the Equity Shares of the Company are listed, applicable provisions of the Memorandum and Articles of Association of the Company and any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Ministry of Corporate Affairs (“MCA”), the SEBI or any other statutory or regulatory authority (hereinafter collectively referred to as “applicable laws”) in each case to the extent applicable and including any amendments, modifications or re-enactments thereof for the time being in force, and subject to the approvals, consents, permissions and sanctions of the SEBI, Stock Exchange and any other concerned authorities, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of the aforementioned authorities while granting such approvals, consents, permissions and sanctions (hereinafter collectively referred to as “necessary approvals”) which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee of Directors duly constituted or to be constituted to exercise powers conferred on the Board by this resolution), the consent and approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and



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allot, by way of preferential issue on a private placement basis, in compliance with Chapter V of the SEBI ICDR Regulations, upto a maximum of 2,82,80,000 (Two Crore Eighty Two Lakh Eighty Thousand) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs. 10/- each ("Warrants") at an exercise price of Rs. 16/- (Rupees Sixteen only) (including a premium of Rs. 6/- (Rupees Six only) each aggregating up-to Rs. 45,24,80,000/- (Rupees Forty Five Crore and Twenty Four Lakhs Eighty Thousand only), for cash, in accordance with the SEBI ICDR Regulations and other applicable laws and on such terms and conditions as set out in the Explanatory Statement annexed to the notice to the following proposed allottees.

Sl. No.	Name of the proposed Allottees	No. of Convertible Warrants
1	Shrikanth Krishnamachary	1,90,000
2	Manjunath Reddy P	25,000
3	Kumar Ganesan	25,000
4	Vincent Anthonidas	10,000
5	Raju K	10,000
6	Kempe Gowda H	10,000
7	Shrinivas	10,000
8	Manish V Lakhani	2,00,000
9	Shila M Lakhani	2,00,000
10	Shrey M Lakhani	2,00,000
11	Chandrakant V Lakhani	2,00,000
12	Ketan A Shah	2,00,000
13	Jigar A Shah	2,00,000
14	Kishor Vora	2,00,000
15	Yash M Joshi	2,00,000
16	Madhukant J Joshi	2,00,000
17	Nisarg P Shah	2,00,000
18	Ratilal J Pitroda	2,00,000
19	Ratilal J Pitroda HUF	2,00,000
20	Jaisukh H Shah	2,00,000
21	Sapna Chiranjeev Pardasani	25,00,000
22	Chiranjeev Pardasani	25,00,000



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23	Manish Modi	6,00,000
24	Ami Modi	6,00,000
25	Mahendra Modi	6,00,000
26	Niketa Modi	6,00,000
27	Ronish U Shah	15,00,000
28	Upendrakumar Narottamdas Shah	15,00,000
29	Upendrakumar Narottamdas Shah HUF	15,00,000
30	Ronish U Shah HUF	15,00,000
31	Tej Doshi	20,00,000
32	Hetal Shashank Doshi	20,00,000
33	Shashank Pravinchandra Doshi	20,00,000
34	Amrutlal G Thobhani	20,00,000
35	Thobhani Vershaben J	20,00,000
36	Jignesh Amrutlal Thobhani	20,00,000

“RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the “Relevant Date” for the purpose of determination of the floor price for the issue and allotment of Warrants is Wednesday, June 5, 2024, being the date 30 (thirty) days prior to the date of this Extraordinary General Meeting.”

“RESOLVED FURTHER THAT the Preferential Issue of Warrants and allotment of equity shares on the exercise of the Warrants, shall be subject to the following terms and conditions, apart from others as detailed in the explanatory statement to this Notice and as prescribed under applicable laws:

- a) the Warrant holder shall, subject to the SEBI ICDR Regulations and other applicable rules and regulations, be entitled to apply for and be allotted 1 (one) equity share against each Warrant.
- b) the minimum amount of Rs. 4, which is equivalent to 25% (twenty five percent) of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant. The Warrant holder will be required to make further payments of Rs. 12, which is equivalent to 75% (seventy five percent) of the Warrants Issue Price at the time of exercise of the right attached to the Warrant(s), to convert the Warrant(s) and subscribe



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- to equity share(s) of the Company (“Warrant Exercise Amount”).
- c) the Warrants shall be allotted in dematerialized form within a period of 15(Fifteen) days from the date of passing of the special resolution by the shareholders of the Company for their issuance, provided that where the allotment of Warrants is subject to receipt of any approval or permission from any regulatory authority, the allotment shall be completed within a period of 15(Fifteen) days from the date of receipt of last of such approval, or permission whichever is later;
 - d) the equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights;
 - e) the equity shares allotted upon conversion of the Warrants shall be listed on the Stock Exchange(s) where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions or approvals as the case may be;
 - f) the Warrants shall not carry any voting rights until they are converted into equity shares and the Warrants by itself, until exercised and converted into equity shares, shall not give the Warrant holders any rights with respect to that of an equity shareholder of the Company;
 - g) the right attached to the Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice (“Conversion Notice”) to the Company specifying the number of Warrants proposed to be converted and the date designated as the specified conversion date (“Conversion Date”). The Company shall accordingly, without any further approval from the Members, allot the corresponding number of equity shares in dematerialized form on the Conversion Date mentioned in the Conversion Notice, subject to receipt of the relevant Warrant Exercise Amount by the Warrant holder to the designated bank account of the Company;
 - h) the tenure of the Warrants shall not exceed 18 (eighteen) months from the date of allotment of the Warrants. If the entitlement against the Warrants to apply for the equity shares of the Company is not exercised by the Warrant holder within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant holder on such Warrants shall stand forfeited by the Company;



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- i) the Warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations;
 - j) the pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

“RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the Warrants and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottees inviting them to subscribe to the Warrants.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, and the Key Managerial Personnel, be and is hereby jointly and severally authorised on behalf of the Company to do all such other acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval of the members of the Company, including but not limited to the following:

- (i) to issue and allot the Warrants and such number of equity shares may be required to be issued and allotted upon exercise/ conversion/ exchange of the Warrants, without requiring any further approval of the Members;
- (ii) to negotiate, finalize and execute all necessary agreements/ documents/ form filings/ applications to effect the above resolutions, including to make applications to Applicable Regulatory Authorities, like applications to the Stock Exchanges for obtaining in-principle approval for the Warrants to be allotted pursuant to the Preferential Issue, and for obtaining listing approval and trading approval for the equity shares to be allotted upon conversion of the Warrants;
- (iii) to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Proposed Allottees, and to effect any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue, as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Warrants;
- (iv) to resolve and settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of Warrants and the equity shares to be allotted pursuant to the conversion of the Warrants, without requiring any further approval of the Members, and to authorize all such persons as may be deemed necessary, in connection therewith



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- and incidental thereto as the Board in its absolute discretion shall deem fit;
- (v) to issue clarifications on the offer, issue and allotment of the equity shares to be allotted pursuant to the conversion of the Warrants and listing of the equity shares to be allotted pursuant to the conversion of the Warrants on the Stock Exchanges, without limitation, as per the terms and conditions of the SEBI ICDR Regulations, the SEBI Listing Regulations, and other applicable guidelines, rules and regulations;
 - (vi) to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries, monitoring agency and advisors for the Preferential Issue of the Warrants and the equity shares to be allotted pursuant to the conversion of Warrants on a preferential and private placement basis);
 - (vii) to undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing, and the decision of the Board shall be final and conclusive.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any director(s), committee(s), executive(s), officer(s), company secretary or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.”

“RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

3. TO ISSUE CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO THE PROMOTERS/PROMOTER GROUP OF THE COMPANY:

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

“RESOLVED THAT in accordance with the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013, read with the Companies (Prospectus and



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Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable rules and regulations made thereunder (including any amendments, modifications and/ or re-enactments thereof for the time being in force) (“the Act”) and subject to the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018, as amended, (“SEBI ICDR Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (“SEBI Takeover Regulations”) and other applicable rules, regulations and guidelines of Securities and Exchange Board of India (“SEBI”) and/or National Stock Exchange Limited (NSE) / BSE Limited (“BSE”) (“Stock Exchange”), where the Equity Shares of the Company are listed, applicable provisions of the Memorandum and Articles of Association of the Company and any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Ministry of Corporate Affairs (“MCA”), the SEBI or any other statutory or regulatory authority (hereinafter collectively referred to as “applicable laws”) in each case to the extent applicable and including any amendments, modifications or re-enactments thereof for the time being in force, and subject to the approvals, consents, permissions and sanctions of the SEBI, Stock Exchange and any other concerned authorities, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of the aforementioned authorities while granting such approvals, consents, permissions and sanctions (hereinafter collectively referred to as “necessary approvals”) which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee of Directors duly constituted or to be constituted to exercise powers conferred on the Board by this resolution), the consent and approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, by way of preferential issue on a private placement basis, in compliance with Chapter V of the SEBI ICDR Regulations, upto a maximum of 1,17,20,000 (One Crore Seventeen Lakhs Twenty Thousand) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs. 10/- each (“Warrants”) at an exercise price of Rs. 16/- (Rupees Sixteen only) (including a premium of Rs. 6/- (Rupees Six only) each aggregating up-to Rs. 18,75,20,000/- (Rupees Eighteen Crores and Seventy Five Lakhs Twenty Thousand only), for cash, in accordance with the SEBI ICDR Regulations and other applicable laws and on such terms and conditions as set out in the Explanatory Statement annexed to the notice to the following proposed allottees.



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Sl. No.	Name of the proposed Allottees	No. of Convertible Warrants
1	Uma Reddy C	27,50,000
2	C Rohit Reddy	22,50,000
3	C Mokshith Reddy	22,50,000
4	C Sanketh Ram Reddy	22,50,000
5	Ruma Reddy Chenna Reddy	22,20,000

“RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the “Relevant Date” for the purpose of determination of the floor price for the issue and allotment of Warrants is Wednesday, June 5, 2024, being the date 30 (thirty) days prior to the date of this Extraordinary General Meeting.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 42, 62(l)(c) and 62(3) and other applicable provisions, if any, of the Companies Act, 2013, the promoters or group of promoters of the company may convert their unsecured loans balance as on 31st March 2014 towards share warrant application money.

“RESOLVED FURTHER THAT the Preferential Issue of Warrants and allotment of equity shares on the exercise of the Warrants, shall be subject to the following terms and conditions, apart from others as detailed in the explanatory statement to this Notice and as prescribed under applicable laws:

- a) the Warrant holder shall, subject to the SEBI ICDR Regulations and other applicable rules and regulations, be entitled to apply for and be allotted 1 (one) equity share against each Warrant.
- b) the minimum amount of Rs. 4, which is equivalent to 25% (twenty five percent) of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant. The Warrant holder will be required to make further payments of Rs. 12, which is equivalent to 75% (seventy five percent) of the Warrants Issue Price at the time of exercise of the right attached to the Warrant(s), to convert the Warrant(s) and subscribe to equity share(s) of the Company (“Warrant Exercise Amount”).
- c) the Warrants shall be allotted in dematerialized form within a period of 15(Fifteen) days



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- from the date of passing of the special resolution by the shareholders of the Company for their issuance, provided that where the allotment of Warrants is subject to receipt of any approval or permission from any regulatory authority, the allotment shall be completed within a period of 15(Fifteen) days from the date of receipt of last of such approval, or permission whichever is later;
- d) the equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights;
 - e) the equity shares allotted upon conversion of the Warrants shall be listed on the Stock Exchange(s) where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions or approvals as the case may be;
 - f) the Warrants shall not carry any voting rights until they are converted into equity shares and the Warrants by itself, until exercised and converted into equity shares, shall not give the Warrant holders any rights with respect to that of an equity shareholder of the Company;
 - g) the right attached to the Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice ("Conversion Notice") to the Company specifying the number of Warrants proposed to be converted and the date designated as the specified conversion date ("Conversion Date"). The Company shall accordingly, without any further approval from the Members, allot the corresponding number of equity shares in dematerialized form on the Conversion Date mentioned in the Conversion Notice, subject to receipt of the relevant Warrant Exercise Amount by the Warrant holder to the designated bank account of the Company;
 - h) the tenure of the Warrants shall not exceed 18 (eighteen) months from the date of allotment of the Warrants. If the entitlement against the Warrants to apply for the equity shares of the Company is not exercised by the Warrant holder within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant holder on such Warrants shall stand forfeited by the Company;
 - i) the Warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as specified in



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- the provisions of Chapter V of the SEBI ICDR Regulations;
- j) the pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

“RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the Warrants and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottees inviting them to subscribe to the Warrants.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, and the Key Managerial Personnel, be and is hereby jointly and severally authorised on behalf of the Company to do all such other acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval of the members of the Company, including but not limited to the following:

- (viii) to issue and allot the Warrants and such number of equity shares may be required to be issued and allotted upon exercise/ conversion/ exchange of the Warrants, without requiring any further approval of the Members;
- (ix) to negotiate, finalize and execute all necessary agreements/ documents/ form filings/ applications to effect the above resolutions, including to make applications to Applicable Regulatory Authorities, like applications to the Stock Exchanges for obtaining in-principle approval for the Warrants to be allotted pursuant to the Preferential Issue, and for obtaining listing approval and trading approval for the equity shares to be allotted upon conversion of the Warrants;
- (x) to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Proposed Allottees, and to effect any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue, as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Warrants;
- (xi) to resolve and settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of Warrants and the equity shares to be allotted pursuant to the conversion of the Warrants, without requiring any further approval of the Members, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit;
- (xii) to issue clarifications on the offer, issue and allotment of the equity shares to be allotted



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pursuant to the conversion of the Warrants and listing of the equity shares to be allotted pursuant to the conversion of the Warrants on the Stock Exchanges, without limitation, as per the terms and conditions of the SEBI ICDR Regulations, the SEBI Listing Regulations, and other applicable guidelines, rules and regulations;

- (xiii) to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries, monitoring agency and advisors for the Preferential Issue of the Warrants and the equity shares to be allotted pursuant to the conversion of Warrants on a preferential and private placement basis);
- (xiv) to undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing, and the decision of the Board shall be final and conclusive.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any director(s), committee(s), executive(s), officer(s), company secretary or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.”

“RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

Date: 12.06.2024

Place: Bangalore

By order of the Board

For KAVVERI TELECOM PRODUCTS LIMITED

CHENNAREDDY SHIVAKUMARREDDY
Managing Director

DIN: 01189348

Address: No. 31-36, I Main, II Stage, Arekere
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KAVVERI TELECOM PRODUCTS LIMITED

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Bannerghatta Road Bangalore 560 076

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

Email Id: cskavveritelecomproducts@gmail.com CIN:L85110KA1996PLC019627

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL. Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 27th June 2024, are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the dispatch of the EGM Notice and before 27.06.2024 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 2nd, July 2024 and will end at 5.00 p.m. on 05th July 2024. And whoever not voted in this time period, once again the e-voting facility will be enabled on the date of EGM. The Company has appointed CS Guruprasada Bhat, Company Secretary in practice, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

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



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Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility) www.evotingindia.com

3. Mr. Guruprasada Bhat, Practicing Company Secretary (C.P. No. 18963 ; Membership No. FCS: 11713), has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and casting of votes through the e-Voting system during the EGM in a fair and transparent manner.
4. The Scrutinizer shall, immediately after the conclusion of e-Voting at the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-Voting and prepare, not later than 2 (two) working days of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
5. The Voting results declared, along with the Report of the Scrutinizer, shall be placed on the website of the Company at <http://www.kavveritelecoms.com> and on the website of CDSL at www.evotingindia.com, immediately after the declaration of results by the Chairman or a person authorized by him in writing and the same shall be communicated to NSE and BSE. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the date of the EGM i.e. July 05, 2024.
6. Electronic copy of the Notice of EGM is uploaded on the website of the Company at <http://www.kavveritelecoms.com> and are being sent to all the Members whose email IDs are registered with the Company/Depository Participant(s)/RTA for communication purposes. The Notice of EGM is also accessible on the websites of BSE and NSE. Further, the Notice of EGM is also available on the website of CDSL at www.evotingindia.com.
7. (i) Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013; (ii) Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013; and (iii) any other documents as may be required will be made available for inspection to the Members during the EGM. Further, all the documents referred to in this Notice and Explanatory Statement will also be made available for inspection without any fees by the Members and Members seeking to inspect such documents can send an email to the Company at cskavveritelecomproducts@gmail.com.
8. The Company has designated email addresses - cskavveritelecomproducts@gmail.com for redressal of Investors' and Shareholders' complaints/grievances. For any investor related queries, you are requested to write to us at the above mentioned email addresses.



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

- (i) The voting period begins on 9.00 a.m. on 02nd, July 2024 and will end at 5.00 p.m. on 04th July 2024. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 27th June 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

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



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



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	<p>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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>



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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
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) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact



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	Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

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



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(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



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send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

10. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to Integrated Registry Management Services Private Limited (formally M/s. Integrated Enterprises (India) Ltd) Investor Service Department of the Company immediately.
11. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to M/s. Integrated Registry Management Services Private Limited / Investor Service Department of the Company.
12. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter.

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



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

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

Item No. 1:

CONVERSION OF UNSECURED LOANS IN TO EQUITY SHARES OF THE COMPANY:

The Board of Directors in its meeting held on 10th of June, 2024 discussed the future plans of the Company and its existing requirement for funds. The board of directors further approved a resolution to accept the loan with an option to convert such loan into share capital of the company.

In terms of the provisions of Section 62(3), acceptance of such loan with an option to convert the same to share capital of the company requires the approval of Shareholders by passing the Special Resolution.

The Board of Directors of the Company in their meeting held on, 10th day of June, 2024 recommended the resolution as set out in Item No.1 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. 2 and 3:

ISSUE OF CONVERTIBLE WARRANTS ON A PREFERENTIAL BASIS TO PUBLIC AND PROMOTER/PROMOTER GROUP:

The Board of Directors in its meeting held on Monday, June 10, 2024, had approved to raise the funds required by way of issuance of Convertible Warrants on the preferential basis. The Board decided to issue, offer and allot 4,00,00,000 Convertible Warrants for



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cash on preferential basis at a Price of Rs. 16/- (Rupees Sixteen only) per Warrant (including a premium of Rs. 6/- (Rupees Six only) at an aggregate consideration of Rs. 64,00,00,000 (Sixty Four Crores Only) to the proposed allottees as mentioned in Item Nos. 02 & 3 above. The Equity Shares to be allotted on exercise of option by Warrant holder pursuant to the above Resolution shall rank pari- passu in all respects including dividend with the existing Equity Shares of the Company. A Company can undertake preferential allotment / private placement only after obtaining prior approval of the shareholders by way of Special Resolution in terms of Sections 42 and 62(1)(c) of the Companies Act, 2013 read with Rules framed thereunder, further read with provisions of Chapter V – “Preferential Issue” of the ICDR Regulations, as amended, and on the terms and conditions and formalities as stipulated in the Companies Act and the ICDR Regulations.

The Proposed Allottees have also confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”), to subscribe to the Warrants to be issued pursuant to the Preferential Issue.

The following details of the proposed preferential issue of the Warrants are disclosed in accordance with the provisions of the Companies Act and the ICDR Regulations:

1. **Objects of the Issue**

The Company intends to utilize the proceeds raised through the Preferential Issue (“**Issue Proceeds**”) towards the following objects:

- a. Repayment of loans together with interest payments thereof, in part or full, including repayment of amounts in respect of any other secured or unsecured debt availed by the Company or its subsidiaries (referred to below as “**Debt Repayment**”);
- b. To fund the research and development activities of the company.
- c. Capital expenditure towards tangible and intangible assets.
- d. To fund the Working Capital requirements for the company and its Subsidiaries.



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- e. Issue Proceeds will be utilised for general corporate purposes, which includes, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws (referred to below as “**General Corporate Purposes**”).

2. The total number of shares or other securities to be issued:

The Board of Directors in its meeting held on Monday, June 10, 2024 had approved the preferential issue of Convertible Warrants, subject to the approval of the Members and such other approvals as may be required, involving the issue and allotment of 4,00,00,000 Convertible Warrants to proposed Allottees as mentioned in Item Nos. 02 & 03 earlier, each convertible into, or exchangeable for, 4,00,00,000 (Four Crore) fully paid-up Equity Share each at a price of Rs. 16/- (Rupees Sixteen only) per Warrant (including a premium of Rs. 6/- (Rupees Six only) per Warrant each payable in cash, aggregating Rs. 64,00,00,000/- (Rupees Sixty Four Crore Only) such price being not less than the minimum price (Floor Price) as on the ‘Relevant Date’ determined in accordance with the provisions of Chapter V of the ICDR Regulations.

3. The price or price band at /within which the allotment is proposed:

The Convertible Warrants are proposed to be issued to proposed Allottees at an issue price of Rs. 16/- (Rupees Sixteen only) per Warrant being a price not less than the minimum price determined as on the Relevant Date in accordance with Regulation 164 of the ICDR Regulations and applicable laws.

4. The Price at which the allotment is proposed and Basis on which the price has been arrived at:

The issue of Convertible Warrants on preferential basis to the proposed Allottees will be in such manner and on such price, terms and conditions as may be determined by



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the Board in accordance with Chapter V of SEBI (ICDR) Regulations, 2018.

In terms of the applicable provisions of Regulation 164 of SEBI ICDR Regulations, for frequently traded shares, a minimum issue price of the Equity Shares/ Warrants for preferential issue has to be calculated as:

- a. the 90 trading days volume weighted average price of the related Equity Shares quoted on the recognised stock exchange preceding the relevant date;
or
- b. the 10 trading days volume weighted average price of the related Equity Shares quoted on the recognized stock exchange preceding the relevant date;
whichever is higher.

Further, as per Regulation 166A of the SEBI ICDR Regulations, any preferential issue, which may result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottee(s) acting in concert, shall require a valuation report from an Independent Registered Valuer and consider the same for determining the price.

Provided that the floor price, in such cases, shall be higher of the floor price determined under sub regulation (1), (2) or (4) of Regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.

Articles of Association of the Company does not provide for any particular method of determination which results in a floor price higher than that determined under SEBI ICDR Regulations. However, the proposed allotment is more than 5% of the post issue fully diluted Equity Share Capital of the Company, to the Proposed Allottees, the pricing shall be the higher of the following parameters:

- i. Price determined as per provisions of the Regulation 164(1) of the SEBI ICDR Regulations (in case of frequently traded shares); Or
- ii. Price determined as per provisions of the Regulation 166A(1) of the SEBI



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ICDR Regulations;

Shareholders may note that the proposed allotment is more than 5% of the post issue fully diluted Equity Share Capital of the Company, to Promotor and promotor group and the Proposed public Allottees as follows:

SL.No	Person or Person acting in concert	Relation
1.	Uma Reddy C , C Rohit Reddy, C Mokshith Reddy, C Sanketh Ram Reddy, Ruma Reddy Chenna Reddy	Promotor Group and PAC
2.	Sapna Chiranjeev Pardasani and Chiranjeev Pardasani	Relatives / PAC
3.	Ronish U Shah, Upendrakumar Narottamdas Shah, Upendrakumar Narottamdas Shah HUF and Ronish U Shah HUF	Relatives / PAC
4.	Tej Doshi, Hetal shashank doshi and Shashank pravinchandra doshi	Relatives / PAC
5.	Amrutlal G Thobhani, Thobhani Vershaben J and Jignesh Amrutlal Thobhani	Relatives / PAC

In terms of Regulation 166A (1) of the SEBI ICDR Regulations, the Company has taken Valuation Report dated June 08, 2024 from Mr. Bhaskar Sheshagiri Rao, an Independent Registered Valuer [IBBI Registration Number: IBBI/RV/06/2019/12116] having Office at 16, 5LE A Main, Obanappa Garden, KR Road, Banashankari II Stage, Bangalore 560 070 and the copy of the same has been hosted on the website of the Company which can be accessed at <http://www.kavveritelecoms.com>.

As per the Valuation Report, the minimum price, in terms of Regulation 166A(1) of the SEBI ICDR Regulations at which Equity Shares can be issued is Rs. 15.94/- (Rupees Fifteen point Nine Four only).

It is proposed that the Equity Shares shall be issued at an issue price of Rs. 16/- (Rupees Sixteen only) (including a premium of Rs 6/- (Rupees Six Only) per Equity



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Share of face value of Rs. 10/- each which is higher than the issue price as determined as per the SEBI ICDR Regulations.

Price determined as per 90 trading days VWAP – Rs. 15.83/-

Price determined as per 10- trading days VWAP – 15.94/-

Price determined as per Valuation Report – 15.94/-.

Adjustments for Warrants: The price determined above and the number of Equity Shares to be allotted on exercise of the Warrant shall be subject to appropriate adjustments, as permitted under applicable rules, regulations and laws as applicable from time to time.

5. Relevant date with reference to which the price has been arrived at:

In terms of the provisions of Chapter V of the ICDR Regulations, relevant date for determining the floor price for the Preferential Issue of the Warrants is Wednesday June 05, 2024 (“Relevant Date”) being 30 days prior to the date of the Extra Ordinary General Meeting (“EGM”) i.e. Friday, July 05, 2024.

6. The Name and Identity of the Proposed Allottees (including natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/ or who ultimately control the proposed allottees), the percentage of pre and post preferential issue capital that may be held by them:

Sl. No.	Name of the Proposed allottees Messrs	Category	Pre-issue shareholding		Post-issue shareholding		Natural Persons who are the Ultimate beneficial owners
			No. of Equity Shares	% of total equity capital	No. of Equity Shares	% of total equity capital	
1	Uma Reddy C	Promoter	17,50,100	8.70	4500100	7.48	Uma Reddy C
2	C Rohit Reddy	Promoter Group	0.00	0.00	2250000	3.74	C Rohit Reddy
3	C Mokshith Reddy	Promoter Group	0.00	0.00	2250000	3.74	C Mokshith Reddy



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4	C Sanketh Ram Reddy	Promoter Group	0.00	0.00	2250000	3.74	C Sanketh Ram Reddy
5	Ruma Reddy Chenna Reddy	Promoter Group	0.00	0.00	2220000	3.69	Ruma Reddy Chenna Reddy
6	Shrikanth K	Individual	0.00	0.00	190000	0.32	Shrikanth K
7	Manjunath Reddy	Individual	0.00	0.00	25000	0.04	Manjunath Reddy
8	Kumar Ganesan	Individual	0.00	0.00	25000	0.04	Kumar Ganesan
9	Vincent Anthonidas	Individual	89	0.00	10000	0.02	Vincent Anthonidas
10	Raju k	Individual	0.00	0.00	10000	0.02	Raju k
11	Kempe Gowda H	Individual	0.00	0.00	10000	0.02	Kempe Gowda H
12	Shrinivas	Individual	0.00	0.00	10000	0.02	Shrinivas
13	Manish V Lakhani	Individual	0.00	0.00	200000	0.33	Manish V Lakhani
14	Shila M Lakhani	Individual	0.00	0.00	200000	0.33	Shila M Lakhani
15	Shrey M Lakhani	Individual	0.00	0.00	200000	0.33	Shrey M Lakhani
16	Chandrkant V Lakhani	Individual	0.00	0.00	200000	0.33	Chandrkant V Lakhani
17	Ketan A Shah	Individual	0.00	0.00	200000	0.33	Ketan A Shah
18	Jigar A Shah	Individual	0.00	0.00	200000	0.33	Jigar A Shah
19	Kishor Vora	Individual	0.00	0.00	200000	0.33	Kishor Vora
20	Yash M Joshi	Individual	0.00	0.00	200000	0.33	Yash M Joshi
21	Madhukant J Joshi	Individual	0.00	0.00	200000	0.33	Madhukant J Joshi
22	Nisarg P Shah	Individual	0.00	0.00	200000	0.33	Nisarg P Shah
23	Ratilal J Pitroda	Individual	0.00	0.00	200000	0.33	Ratilal J Pitroda
24	Ratilal J Pitroda Huf	HUF	0.00	0.00	200000	0.33	Ratilal J Pitroda
25	Jaisukh H Shah	Individual	0.00	0.00	200000	0.33	Jaisukh H Shah
26	Sapna Chiranjeev Pardasani	Individual	0.00	0.00	2500000	4.16	Sapna Chiranjeev Pardasani
27	Chiranjeev Pardasani	Individual	0.00	0.00	2500000	4.16	Chiranjeev Pardasani
28	Manish Modi	Individual	0.00	0.00	600000	1.00	Manish Modi
29	Ami Modi	Individual	0.00	0.00	600000	1.00	Ami Modi
30	Mahendra Modi	Individual	0.00	0.00	600000	1.00	Mahendra Modi
31	Niketa Modi	Individual	0.00	0.00	600000	1.00	Niketa Modi
32	Ronish U Shah	Individual	0.00	0.00	1500000	2.49	Ronish U Shah
33	Upendrakumar	Individual	0.00	0.00	1500000	2.49	Upendrakumar



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	Narottamdas Shah						Narottamdas Shah
34	Upendrakumar Narottamdas Shah HUF	HUF	0.00	0.00	1500000	2.49	Upendrakumar Narottamdas Shah
35	Ronish U Shah HUF	HUF	0.00	0.00	1500000	2.49	Ronish U Shah
36	Tej Doshi	Individual	0.00	0.00	2000000	3.33	Tej Doshi
37	HETAL SHASHANK DOSHI	Individual	0.00	0.00	2000000	3.33	HETAL SHASHANK DOSHI
38	SHASHANK PRAVINCHANDR A DOSHI	Individual	0.00	0.00	2000000	3.33	SHASHANK PRAVINCHANDRA DOSHI
39	Amrutlal G Thobhani	Individual	0.00	0.00	2000000	3.33	Amrutlal G Thobhani
40	Thobhani Vershaben J	Individual	0.00	0.00	2000000	3.33	Thobhani Vershaben J
41	Jignesh Amrutlal Thobhani	Individual	0.00	0.00	2000000	3.33	Jignesh Amrutlal Thobhani

7. The intention / proposal of the Promoters, Directors and Key Managerial Personnel of the Company to subscribe to the proposed preferential offer:

Apart from the Proposed Allottees categorized as Promoter/Promoter Group for issuance of Convertible Warrants as mentioned in the table 6 above, no other Promoter, director or key managerial personnel intend to subscribe to the present preferential issue.

8. Class or classes of persons to whom the allotment is proposed to be made:

Sl. No.	Name of the Proposed Allottees (Messrs)	Current and Proposed Status of the Allottees
1	Shrikanth K	Individual - Non-Promoter
2	Manjunath Reddy	Individual - Non-Promoter
3	Kumar Ganesan	Individual - Non-Promoter



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4	Vincent Anthonidas	Individual - Non-Promoter
5	Raju k	Individual - Non-Promoter
6	Kempe Gowda H	Individual - Non-Promoter
7	Shrinivas	Individual - Non-Promoter
8	Manish V Lakhani	Individual - Non-Promoter
9	Shila M Lakhani	Individual - Non-Promoter
10	Shrey M Lakhani	Individual - Non-Promoter
11	Chandrkant V Lakhani	Individual - Non-Promoter
12	Ketan A Shah	Individual - Non-Promoter
13	Jigar A Shah	Individual - Non-Promoter
14	Kishor Vora	Individual - Non-Promoter
15	Yash M Joshi	Individual - Non-Promoter
16	Madhukant J Joshi	Individual - Non-Promoter
17	Nisarg P Shah	Individual - Non-Promoter
18	Ratilal J Pitroda	Individual - Non-Promoter
19	Ratilal J Pitroda HUF	HUF- Non-Promoter
20	Jaisukh H Shah	Individual - Non-Promoter
21	Sapna Chiranjeev Pardasani	Individual - Non-Promoter
22	Chiranjeev Pardasani	Individual - Non-Promoter
23	Manish Modi	Individual - Non-Promoter
24	Ami Modi	Individual - Non-Promoter
25	Mahendra Modi	Individual - Non-Promoter
26	Niketa Modi	Individual - Non-Promoter
27	Ronish U Shah	Individual - Non-Promoter
28	Upendrakumar Narottamdas Shah	Individual - Non-Promoter
29	Upendrakumar Narottamdas Shah HUF	HUF - Non-Promoter
30	Ronish U Shah HUF	HUF - Non-Promoter
31	Tej Doshi	Individual - Non-Promoter
32	Hetal Shashank Doshi	Individual - Non-Promoter
33	Shashank Pravinchandra Doshi	Individual - Non-Promoter
34	Amrutlal G Thobhani	Individual - Non-Promoter
35	Thobhani Vershaben J	Individual - Non-Promoter
36	Jignesh Amrutlal Thobhani	Individual - Non-Promoter

9. Proposed time within which the allotment shall be completed:

The Company will issue and allot Convertible Warrants within the time limit specified under the ICDR Regulations or any longer time limit as may be permitted



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under the ICDR Regulations or any other law. Provided further that where the allotment to any of the proposed Allottees is pending on account of pendency of any application for approval or permission by any regulatory authority, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, Stock Exchanges, or other concerned authorities.

10. The identity of the proposed allottees, maximum number of Convertible Warrants proposed to be issued and the percentage of post issue capital that may be held by the proposed allottees:

The Company proposes to issue Convertible Warrants by way of preferential issue to the Allottees for cash as per the details as exhibited in the Resolution.

11. Shareholding Pattern of the Company before and after the preferential issue of Convertible Warrants:

Shareholding pattern before and after the proposed preferential issue of Convertible Warrants is provided as **Annexure I** to the Notice.

12. Change in control, if any, in the company that would occur consequent to the preferential issue:

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential issue.

13. Re-computation of Issue Price:

The Company shall re-compute the issue price of the Convertible Warrants, in terms of the provision of the SEBI ICDR Regulations, where it is required to do so; and that



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if any amount payable on account of the re-computation of issue price is not paid within the time stipulated in the SEBI ICDR Regulations, the Convertible Warrants allotted under preferential issue shall continue to be locked-in till the time such amount is paid by the allottees.

14. Number of persons to whom allotment on preferential basis has been made in terms of number of securities as well as price:

The Company has not made any preferential allotment during the period from April 01, 2023 till the date of this Notice. However, the Company will ensure that the number of persons to whom allotment on preferential basis will be made during the financial year 2024-25 will not exceed the limit specified in the Companies Act and Rules made thereunder.

15. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

This is not applicable in the present case since the Company being a listed Company the pricing is in terms of ICDR Regulations. Further, the proposed allotment is for cash.

16. The current and proposed status of the allottee(s) post the preferential issue namely, promoter or non-promoter:

The current status of the Proposed Allottees is Public and Promoter/Promoter Group and after the proposed allotment also the status will remain Public and Promoter/Promote Group only and there will be no change in the status of the proposed allottees.

17. Lock in Period:

The Warrants and Equity Shares arising out of conversion of warrants into Equity shares to be allotted to such warrant holders shall be subject to a Lock-in for such period as specified under Regulation 167 of the SEBI ICDR Regulations.



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18. Practising Company Secretary's Certificate:

The Company has approached Mr. Guruprasada Bhat, Practising Company Secretary having (CP No.: 18963 and FCS: 11713) to issue the certificate that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations and certificate confirming the minimum issue price as per 164(1), shall be placed at the website of the Company <http://www.kavveritelecoms.com> to facilitate online inspection of relevant documents until the end of EGM.

19. Material terms of the proposed Preferential Issue of the Warrants:

The material terms of the proposed preferential issue of the Warrants are stipulated in the Special Resolutions as set out at Item Nos. 2 and 3 of this Notice.

20. Disclosure pertaining to willful defaulters and fugitive economic offender:

Neither the Company nor any of its Promoters or Directors is willful defaulter and hence disclosures as specified in Schedule VI of the ICDR Regulations are not applicable. None of the Company's Promoters or Directors is a fugitive economic offender as defined under the ICDR Regulations.

21. Other Disclosures:

- a. The Equity Shares arising out of conversion of Warrants being issued pursuant this preferential issue shall be rank pari-passu with the existing Equity Shares of the Company.
- b. The proposed Allottees have not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the Relevant Date.
- c. The Company is eligible to make the Preferential Issue under Chapter V of the ICDR Regulations.

Accordingly, the approval of the Members by way of Special Resolution is required in term of the applicable provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the ICDR Regulations and accordingly the approval of the Members



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of the Company is being sought.

The Board of Directors of the Company believes that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out Item Nos. 2 and 3 in the accompanying notice for your approval.

None of the Directors or Key Managerial Personnel(s) of the Company or their respective relatives, either directly or indirectly are interested in said Resolution as set out at Item No. 2 save and except to the extent of their respective interest as shareholders of the Company.

Except Mr. Chennareddy Shivakumarreddy, Managing Director, also being Promoter and Mrs Rajpeta Kasturi Hanumenthareddy, Whole time Director, also being Promoter, no other Director or KMP may be deemed to be concerned or interested in Resolution No.3.

Date: 12.06.2024

Place: Bangalore

By order of the Board

For KAVVERI TELECOM PRODUCTS LIMITED

CHENNAREDDY SHIVAKUMARREDDY
Managing Director

DIN: 01189348

Address: No. 31-36, I Main, II Stage, Arekere
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Annexure I

Shareholding Pattern of the Company before and after the preferential issue of Convertible Warrants

Sl No	Category of Shareholder(s)	Pre - Issue (as on May 31, 2024)		Post - Issue*	
		No. of shares held	% of share holding	No. of shares held	% of share holding
A	Promoters & Promoter Group Holding				
1	Indian				
a)	Individual	30,45,931	15.14	1,47,65,931	24.56
b)	Family Trust	0	0	0	0
c)	LLP	0	0	0	0
	Sub-Total (A)(1)	30,45,931	15.14	1,47,65,931	24.56
2	Foreign				
a)	Bodies Corporate	0	0	0	0
	Sub- Total (A)(2)	30,45,931	15.14	1,47,65,931	24.56
	Total Promoters & Promoter Group Holding(A)	30,45,931	15.14	1,47,65,931	24.56
B	Non-Promoters Holding				
1	Institutional Investors				
a)	Mutual Funds	0	0	0	0
b)	FPI	17,29,968	8.60	17,29,968	2.88
c)	Alternate Investment Funds	8,87,500	4.41	8,87,500	1.48
d)	Foreign Companies	0	0	0	0
e)	Insurance Companies	0	0	0	0
	Sub-Total (B)(1)	26,17,468	13.01	26,17,468	4.36
2	Central Government/ State Government	0	0	0	0
	Sub-Total (B)(2)	0	0	0	0
3	Non-Institutions				



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Sl No	Category of Shareholder(s)	Pre - Issue (as on May 31, 2024)		Post - Issue*	
		No. of shares held	% of share holding	No. of shares held	% of share holding
a)	Individuals	98,52,381	48.96	3,49,32,381	58.10
b)	NBFCs registered with RBI	0	0	0	0
c)	Any other, specify				
	Directors And Their Relatives	0	0	0	0
	Key Managerial Personnel	0	0	0	0
	IEPF	0	0	0	0
	Trusts	500	0.00	500	0.00
	Foreign National	0	0	0	0
	Hindu Undivided Family	0	0	32,00,000	5.32
	Nationalised Banks	4,500	0.02	4,500	0.01
	Non-Nationalised Banks	0	0	0	0
	Non-Resident Indians	13,40,148	6.66	13,40,148	2.23
	Clearing Member	1,354	0.01	1,354	0.00
	Bodies Corporate	32,61,978	16.21	32,61,978	5.43
	Body Corporate: Limited Liability Partnership				
	Sub-Total (B)(3)	1,44,60,861	71.85	4,27,40,861	71.09
	Total Public Shareholding (B)	1,70,78,329	84.86	4,53,58,329	75.44
	Total (A)+(B)	2,01,24,260	100.00	6,01,24,260	100
C	Shares held by custodians for ADR and GDR	0	0	0	0
	Total (A)+(B)+(C)	2,01,24,260	100.00	6,01,24,260	100

* The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares