

Date: 04-09-2025

To
Department of Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001
Scrip Code: 590041

To
The Listing Department
Department of Corporate Services,
National Stock Exchange of India Limited
BKC Complex, Bandra (East), Mumbai -400 051

NSE Symbol: KAVDEFENCE

Dear Sirs,

Sub: Submission of Notice of Annual General Meeting (AGM) for the Financial Year ending March 31, 2025 in pursuance to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Thirtieth (30th) Annual General Meeting of the Company is scheduled to be held on Tuesday, September 30, 2025 at 10.00 A.M. (IST) at 31-36, 1st Main, 2nd Stage, Arekere MICO Layout, Bannerghatta Road, Bengaluru - 560076, Karnataka, India.

The Notice of the 30th AGM is uploaded on the website of the Company at www.kavveridefence.com.

Thanking You,
Yours faithfully,
For Kavveri Defence & Wireless Technologies Limited

Chenna Reddy Shiva Kumar Reddy
Managing Director
DIN: 01189348

Kavveri Defence & Wireless Technologies Limited
(Formerly Kavveri Telecom Products Limited)

CIN: L85110KA1996PLC019627

Reg. office: 31-36, 1st Main, 2nd Stage, Arekere MICO Layout, Bannerghatta Road, Bengaluru - 560076, Karnataka, India

Telephone: +91-80-41215999, Website: www.kavveridefence.com, Email ID: companysecretary@kaveritelecoms.com

NOTICE

NOTICE OF THE 30th ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirtieth (30th) Annual General Meeting of the Members of Kavveri Defence & Wireless Technologies Limited (Formerly Kavveri Telecom Products Limited) will be held on Tuesday, September 30, 2025 at 10:00 A.M IST at the registered office No. 31-36, 1st Main, 2nd Stage, Arekere MICO Layout, Bannerghatta Road, Bangalore 560 076 to transact the following businesses:

ORDINARY BUSINESSES:

Item No. 1 – ADOPTION OF FINANCIAL STATEMENTS (INCLUDING THE CONSOLIDATED FINANCIAL STATEMENTS) ALONG WITH THE REPORTS OF THE BOARD OF DIRECTORS AND OF THE AUDITORS THEREON:

To receive, consider and adopt the Audited Financial Statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and of the Auditors thereon, and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT, the Audited Financial Statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and of the Auditors thereon be and are hereby received, considered, and adopted.”

Item No. 2 – APPOINTMENT OF A DIRECTOR IN PLACE OF MR. CHENNAREDDY SHIVA KUMAR REDDY (DIN: 01189348) WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT:

To re-appoint Mr. Chennareddy Shiva Kumar Reddy (DIN: 01189348) who retires by rotation and being eligible, offers himself for reappointment as a Director, liable to retire by rotation, and pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT, pursuant to the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, Mr. Chennareddy Shiva Kumar Reddy (DIN: 01189348), who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

Item No. 3 – APPOINTMENT OF A DIRECTOR IN PLACE OF MRS. R H KASTURI (DIN: 00291851) WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HERSELF FOR RE-APPOINTMENT:

To re-appoint Mrs. R H Kasturi (DIN: 00291851), who retires by rotation and being eligible, offers herself for reappointment as a Director, liable to retire by rotation, and pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT, pursuant to the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, Mrs. R H Kasturi (DIN: 00291851), who retires by rotation and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESSES:

Item No. 4 – APPOINTMENT OF STATUTORY AUDITORS DUE TO CASUAL VACANCY:

To appoint M/s. Rajagopal & Badri Narayanan Chartered Accountants (Firm Registration Number 003024S) (“Statutory Auditors”) in place of M/s. J K Chopra & Associates, Chartered Accountants, Bangalore (F.R.N 016071S) and to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT, pursuant to section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and on recommendation of the Audit Committee and the Board of Directors of the Company, the appointment of M/s. Rajagopal & Badri Narayanan Chartered Accountants (Firm Registration Number 003024S) (**“Statutory Auditors”**) as the Statutory Auditors of the company to hold office until the conclusion of this 30th Annual General Meeting, to fill casual vacancy caused due to resignation of M/s. J K Chopra & Associates, Chartered Accountants, Bangalore (F.R.N 016071S) be and is hereby approved.

RESOLVED FURTHER THAT, the Board of Directors (including any committee thereof) be and is hereby authorized to negotiate, revise & finalize the auditor’s fee between the Statutory Auditors and the Board.

RESOLVED FURTHER THAT, the Board of Directors be and is hereby authorized to sign, file necessary e-form (s) with Registrar of Companies/Central Registration Centre, Intimation to Stock Exchange, execute all such documents and to do all such acts, deeds and things which as may be necessary to bring into effect the above resolution.”

Item No. 5 – APPOINTMENT OF STATUTORY AUDITORS FOR A PERIOD OF FIVE (5) YEARS:

To appoint M/s. Rajagopal & Badri Narayanan Chartered Accountants (Firm Registration Number 003024S) (“Statutory Auditors”) for a period of Five (5) years and to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT, pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Audit & Auditors) Rules, 2014, as amended from time to time and pursuant to the recommendations of the Audit Committee and the Board of Directors, M/s. Rajagopal & Badri Narayanan Chartered Accountants (Firm Registration Number 003024S) (“Statutory Auditors”) be and are hereby appointed as the Statutory Auditors of the Company for a period of five (5) consecutive Financial Years commencing from 2025 – 2026 to 2029 – 2030 and to hold office from the conclusion of 30th Annual General Meeting till the conclusion of 35th Annual General Meeting for the Financial Year ending March 31, 2030.

“RESOLVED FURTHER THAT, the Board of Directors (including any committee thereof) of the Company be and is hereby authorized to take such steps, as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to negotiate, revise & finalize the auditor’s fee as may be required after discussion with the Statutory Auditors and to sign and execute deeds, applications, documents and writings, that may be required, on behalf of the Company, including filing of necessary forms and returns with the Registrar of Companies/Central Registration Centre.”

Item No. 6: APPOINTMENT OF SECRETARIAL AUDITOR FOR THE PERIOD 2025-2026 TO 2029-2030:

To appoint M/s. G Bhat & Associates (practicing company secretaries, Bangalore) as secretarial auditor for the financial year 2025-2026 to 2029-2030 and to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT, pursuant to the provisions of Regulation 24A and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), Section 204 of the Companies Act, 2013 (‘Act’) and other applicable provisions of the Act, if any and the Rules framed thereunder, as amended from time to time, and based on the recommendation of the Audit Committee and the Board of Directors of the Company (collectively hereinafter referred to as the ‘Board’), consent of the members be and is hereby accorded for

appointment of M/s. G Bhat & Associates, Practicing Company Secretaries, Bangalore as the Secretarial Auditor of the Company for a period of five (5) consecutive years, commencing on April 1, 2025, until March 31, 2030, to conduct Secretarial Audit of the Company and to furnish the Secretarial Audit Report at such remuneration and out of pocket expenses, as may be determined and duly approved by the Board.”

RESOLVED FURTHER THAT, the Board of Directors or any KMP of the company, be and is hereby authorized to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution.”

Item No. 7: REVISION IN THE LIMIT OF MATERIAL RELATED PARTY TRANSACTIONS TAKEN FOR SAMORO TELECOMS PRIVATE LIMITED:

To revise the limit of Material Related Party Transactions taken for Samoro Telecoms Private Limited and to consider and if thought fit with or without modification (s) and to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in modification to the resolution passed by the members on February 28, 2025 and pursuant to Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and other applicable provisions, if any of the Listing Regulations, and the Companies Act, 2013 and Rules made thereunder, including statutory modification(s) or re- enactment thereof for the time being in force and as may be notified from time to time and the Company’s policy on Related Party Transactions, and as per the approval of the Audit Committee and the Board, the Members of the Company hereby approve the revision in the limit of the Material Related Party Transactions entered/ to be entered by the Company with Samoro Telecoms Private Limited for the financial year 2025-2026, to the extent of the limits detailed in the table(s) forming part of the Explanatory Statement annexed to this Notice on such term(s) and condition(s) as the Board of Directors (including any Committee thereof) as deemed fit, from time to time.

RESOLVED FURTHER THAT the Board of Directors and/or the Audit Committee of the Company be and is hereby authorised to delegate all or any of the powers conferred on it as they may deem fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

Item No. 8: MATERIAL RELATED PARTY TRANSACTIONS OF THE COMPANY WITH TIL-TEK ANTENNA INC.:

To approve the Material Related Party Transactions with Til-Tek Antenna Inc., and to consider and to consider and if thought fit with or without modification (s) and pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 (“Act”) read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and the Company’s policy on Related Party Transactions and as per the approval of the Audit Committee and the Board, the Members of the Company be and hereby approve the Material Related Party Transactions to be entered by the Company and Til-Tek Antenna Inc., for the financial year 2025-2026, to the extent of the limits detailed in the table(s) forming part of the Explanatory Statement annexed to this Notice on such term(s) and condition(s) as the Board of Directors (including any Committee thereof) as deemed fit, from time to time.

RESOLVED FURTHER THAT the Board of Directors and/or the Audit Committee of the Company be and is hereby authorised to delegate all or any of the powers conferred on it as they may deem fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

Item No. 9: MATERIAL RELATED PARTY TRANSACTIONS OF THE COMPANY WITH DCI-DIGITAL COMMUNICATIONS LTD:

To approve the Material Related Party Transactions DCI-Digital Communications Ltd and to consider and if thought fit with or without modification (s) and pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 (“**Act**”) read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and the Company’s policy on Related Party Transactions and as per the approval of the Audit Committee and the Board, the Members of the Company be and hereby approve the Material Related Party Transactions to be entered by the Company and DCI-Digital Communications Ltd for the financial year 2025-2026, to the extent of the limits detailed in the table(s) forming part of the Explanatory Statement annexed to this Notice on such term(s) and condition(s) as the Board of Directors (including any Committee thereof) as deemed fit, from time to time.

RESOLVED FURTHER THAT the Board of Directors and/or the Audit Committee of the Company be and is hereby authorised to delegate all or any of the powers conferred on it as they may deem fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

Item No. 10: MATERIAL RELATED PARTY TRANSACTIONS OF THE COMPANY WITH KAYTECH COVERAGE SOLUTIONS INC.:

To approve the Material Related Party Transactions with Kaytech Coverage Solutions Inc., and to consider and if thought fit with or without modification (s) and pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 (“Act”) read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and the Company’s policy on Related Party Transactions and as per the approval of the Audit Committee and the Board, the Members of the Company be and hereby approve the Material Related Party Transactions to be entered with the Company and Kaytech Coverage Solutions Inc., for the financial year 2025-2026, to the extent of the limits detailed in the table(s) forming part of the Explanatory Statement annexed to this Notice on such term(s) and condition(s) as the Board of Directors (including any Committee thereof) as deemed fit, from time to time.

RESOLVED FURTHER THAT the Board of Directors and/or the Audit Committee of the Company be and is hereby authorised to delegate all or any of the powers conferred on it as they may deem fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

Item No.11: MATERIAL RELATED PARTY TRANSACTIONS OF THE COMPANY WITH KAVVERI TECHNOLOGIES INC:

To approve the Material Related Party Transactions with Kavveri Technologies Inc., and to consider and if thought fit with or without modification (s) and pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 (“**Act**”) read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and the Company’s policy on

Related Party Transactions and as per the approval of the Audit Committee and the Board, the Members of the Company be and hereby approve the Material Related Party Transactions to be entered with the Company and Kavveri Technologies Inc., for the financial year 2025-2026, to the extent of the limits detailed in the table(s) forming part of the Explanatory Statement annexed to this Notice on such term(s) and condition(s) as the Board of Directors (including any Committee thereof) as deemed fit, from time to time.

RESOLVED FURTHER THAT the Board of Directors and/or the Audit Committee of the Company be and is hereby authorised to delegate all or any of the powers conferred on it as they may deem fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

Item No. 12: CONTINUATION OF DIRECTORSHIP OF SHRI L R VENUGOPAL (DIN: 01058716) AS A NON-EXECUTIVE, NON-INDEPENDENT DIRECTOR BEYOND THE AGE OF 75 YEARS IN HIS CURRENT TENURE:

To approve the continuation of directorship of Shri L R Venugopal (DIN: 01058716) as a Non-Executive Director beyond the age of 75 years in his current tenure and if thought fit with or without modification (s) and pass the following resolution as an **Special Resolution**:

“RESOLVED THAT pursuant to the resolution passed by the members on February 28, 2025 and Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions, if any, of the Companies Act, 2013 and the applicable Rule(s)/Regulation(s) made thereunder, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and based on the recommendations of the Board and Nomination and Remuneration Committee, consent of the Members be and is hereby accorded for continuation of Directorship of Shri L R Venugopal (DIN: 01058716) as an Non-Executive, Non-Independent Director of the Company from the day he attains the age of 75 years i.e., May 04, 2027 till the expiry of his current term i.e., February 28, 2030 on the same terms and conditions as approved by the Members vide their resolution dated February 28, 2025.”

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors (which expression shall include or deemed to include any committee of the Board thereof constituted or to be constituted) be and is hereby authorised on behalf of the Company to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

Item No. 13: PAYMENT OF REMUNERATION AND COMMISSION TO MR. CHENNA REDDY SHIVAKUMAR REDDY, MANAGING DIRECTOR OF THE COMPANY:

To approve the payment of remuneration and commission to Mr. Chenna Reddy Shivakumar Reddy, Managing Director of the Company and if thought fit with or without modification (s) and pass the following resolution as an **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 197, 198 and Schedule V and other applicable provisions of the Companies Act, 2013, read with the Rules made thereunder and Regulation 17 (6) (e) and other applicable regulations, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and based on the recommendations of the Board and Nomination and Remuneration Committee, the consent of the Members, be and is hereby accorded for the payment of remuneration to Mr. Chenna Reddy Shivakumar Reddy, Managing Director of the company who belongs promoter/promoter group effective from June 01, 2025 as set out below:

1. Remuneration: Rs. 12,00,000/- per annum and 4% Commission on the Net profit of the company for the financial year 2025-2026 and he shall be entitled to annual increment as may be recommended by the Committee to the Board;
2. Company's contribution to Provident Fund and Superannuation or Annuity Fund, to the extent these either singly or together are not taxable under the income Tax Act, 1961, Gratuity payable as per the rules of the Company and earned leave with full pay or encashment of leave as per rules of the Company, shall not be included in the computation of limits for the remuneration or perquisites aforesaid; and
3. For the purposes of calculating the above ceiling, perquisites shall be evaluated as per the Income Tax Act, 1961, wherever applicable. In the absence of any such provision in the Income Tax Act, 1961, perquisites shall be evaluated at actual cost.

RESOLVED FURTHER THAT the above remuneration shall be in addition to the sitting fees and reimbursement of expenses for attending the meeting(s) of the Board and other meetings being paid to the Board of Directors and in the event, the Company has no profits or inadequate profits, the remuneration and the aforesaid amenities shall be paid in accordance with Schedule V of the Companies act, 2013.

RESOLVED FURTHER THAT pursuant to the regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the members be and is hereby also accorded to pay the remuneration notwithstanding that the remuneration payable to him in any year exceeds Rs. 5 crores or 2.5% of the net profits of the Company,

whichever is higher or the aggregate annual remuneration of all the Executive Directors exceeds 5% of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013, during his tenure i.e. up to September 20, 2029.

RESOLVED FURTHER THAT the terms and conditions of the appointment may be altered or varied from time to time by the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include Nomination and Remuneration Committee or any authorized committee which the Board of Directors may constitute or has constituted to exercise its powers, including the powers, conferred by this resolution) as it may in its absolute discretion, deem fit and necessary pursuant to provisions of the Companies Act, 2013 without requiring the Board to secure any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT with the payment of Remuneration and commission as above to Mr. Chenna Reddy Shivakumar Reddy, Managing Director, the remuneration of other Whole Time Directors of the Company shall remain unaffected in spite of the fact that the remuneration payable to them may exceed the limits prescribed in Section 197 of the Companies Act, 2013 in any Financial Year during the tenure.

RESOLVED FURTHER THAT the Board of Directors and/or KMP, be and is hereby, authorized to do all such acts, deeds and things including filing of the aforesaid resolutions to concerned authorities and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolutions.”

Item No. 14: PAYMENT OF REMUNERATION AND COMMISSION TO MRS. R H KASTURI, WHOLE TIME DIRECTOR AND CFO OF THE COMPANY:

To approve the payment of remuneration and commission to Mrs. R H Kasturi, Whole Time Director and CFO of the Company and if thought fit with or without modification (s) and pass the following resolution as an **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 197, 198 and Schedule V and other applicable provisions of the Companies Act, 2013, read with the Rules made thereunder and Regulation 17 (6) (e) and other applicable regulations, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and based on the recommendations of the Board and Nomination and Remuneration Committee, the consent of the Members, be and is hereby accorded for the payment of remuneration to Mrs. R H Kasturi, Whole time Director and CFO of the Company who belongs promoter/promoter group effective from June 01, 2025 as set out below:

1. Remuneration: Rs. 12,00,000/- per annum and 4% Commission on the Net profit of the company for the financial year 2025-2026 and she shall be entitled to annual increment as may be recommended by the Committee to the Board;
2. Company's contribution to Provident Fund and Superannuation or Annuity Fund, to the extent these either singly or together are not taxable under the income Tax Act, 1961, Gratuity payable as per the rules of the Company and earned leave with full pay or encashment of leave as per rules of the Company, shall not be included in the computation of limits for the remuneration or perquisites aforesaid; and
3. For the purposes of calculating the above ceiling, perquisites shall be evaluated as per the Income Tax Act, 1961, wherever applicable. In the absence of any such provision in the Income Tax Act, 1961, perquisites shall be evaluated at actual cost.

RESOLVED FURTHER THAT the above remuneration shall be in addition to the sitting fees and reimbursement of expenses for attending the meeting(s) of the Board and other meetings being paid to the Board of Directors and in the event, the Company has no profits or inadequate profits, the remuneration and the aforesaid amenities shall be paid in accordance with Schedule V of the Companies act, 2013.

RESOLVED FURTHER THAT pursuant to the regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the members be and is hereby also accorded to pay the remuneration notwithstanding that the remuneration payable to her in any year exceeds Rs. 5 crores or 2.5% of the net profits of the Company, whichever is higher or the aggregate annual remuneration of all the Executive Directors exceeds 5% of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013, during her tenure i.e. up to September 20, 2029.

RESOLVED FURTHER THAT the terms and conditions of the appointment may be altered or varied from time to time by the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include Nomination and Remuneration Committee or any authorized committee which the Board of Directors may constitute or has constituted to exercise its powers, including the powers, conferred by this resolution) as it may in its absolute discretion, deem fit and necessary pursuant to provisions of the Companies Act, 2013 without requiring the Board to secure any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT with the payment of Remuneration and commission as above to Mrs. R H Kasturi, Whole time Director, the remuneration of other Whole Time Directors or Managing Director of the Company shall remain unaffected in spite of the fact that the remuneration payable to them may exceed the limits prescribed in Section 197 of the Companies Act, 2013 in any Financial Year during the tenure.

RESOLVED FURTHER THAT the Board of Directors and/or KMP, be and is hereby, authorized to do all such acts, deeds and things including filing of the aforesaid resolutions to concerned authorities and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolutions.”

Item No. 15: REDESIGNATION OF MR. SANKETHRAM REDDY, EXECUTIVE DIRECTOR TO WHOLE TIME DIRECTOR OF THE COMPANY AND PAYMENT OF REMUNERATION:

To approve the redesignation of Mr. Sankethram Reddy Executive Director to Whole Time Director of the Company and payment of remuneration and if thought fit with or without modification (s) and pass the following resolution as an **Special Resolution:**

“RESOLVED THAT pursuant to the applicable provisions of Sections 196, 197, 203 and Schedule V and other applicable provisions of the Companies Act, 2013, read with the Rules made thereunder and Regulation 17 (6) (e) and other applicable regulations, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and based on the recommendations of the Board and Nomination and Remuneration Committee, the consent of the Members, be and is hereby accorded for the redesignation of Mr. Sankethram Reddy Executive Director to Whole time Director of the Company of the Company who belongs promoter/promoter group based on the terms and conditions as set out below:

- 1.Term: October 01, 2025 to February 28, 2030 (Original Date of expiry of tenure)
- 2.Remuneration: Rs. 2,25,000/- per month and 4% Commission on the Net profit of the company for the financial year 2025-2026 and he shall be entitled to annual increment as may be recommended by the Committee to the Board;
- 3.Company’s contribution to Provident Fund and Superannuation or Annuity Fund, to the extent these either singly or together are not taxable under the income Tax Act, 1961, Gratuity payable as per the rules of the Company and earned leave with full pay or encashment of leave as per rules of the Company, shall not be included in the computation of limits for the remuneration or perquisites aforesaid; and
- 4.For the purposes of calculating the above ceiling, perquisites shall be evaluated as per the Income Tax Act, 1961, wherever applicable. In the absence of any such provision in the Income Tax Act, 1961, perquisites shall be evaluated at actual cost.

RESOLVED FURTHER THAT the above remuneration shall be in addition to the sitting fees and reimbursement of expenses for attending the meeting(s) of the Board and other meetings being paid to the Board of Directors and in the event, the Company has no profits or inadequate profits, the remuneration and the aforesaid amenities shall be paid in accordance with Schedule V of the Companies act, 2013.

RESOLVED FURTHER THAT pursuant to the regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the members be and is hereby also accorded to pay the remuneration notwithstanding that the remuneration payable to him in any year exceeds Rs. 5 crores or 2.5% of the net profits of the Company, whichever is higher or the aggregate annual remuneration of all the Executive Directors exceeds 5% of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013, during his tenure i.e. up to February 28, 2030.

RESOLVED FURTHER THAT the terms and conditions of the appointment may be altered or varied from time to time by the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include Nomination and Remuneration Committee or any authorized committee which the Board of Directors may constitute or has constituted to exercise its powers, including the powers, conferred by this resolution) as it may in its absolute discretion, deem fit and necessary pursuant to provisions of the Companies Act, 2013 without requiring the Board to secure any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT with the payment of Remuneration and commission as above to Mr. Sankethram Reddy, the remuneration of other Whole Time Director(s) or Managing Director of the Company shall remain unaffected in spite of the fact that the remuneration payable to them may exceed the limits prescribed in Section 197 of the Companies Act, 2013 in any Financial Year.

RESOLVED FURTHER THAT the Board of Directors and/or KMP, be and is hereby, authorized to do all such acts, deeds and things including filing of the aforesaid resolutions to concerned authorities and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolutions.”

Bangalore
30/08/2025

By Order of the Board
For Kavveri Defence & Wireless
Technologies Limited

SD/-
Chenna Reddy Shivakumar Reddy
Managing Director
DIN: 01189348

Notes:

1. An Explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 relating to the special business to be transacted at the AGM is attached herewith in Annexure A to this notice.
2. The disclosure under Regulation 36 of SEBI Listing Regulation and other requisite information as per Clause 1.2.5 of Secretarial Standards-2 on General Meetings are provided in Annexure – B to this Notice for the Directors whose resolution are placed before the Members.
3. 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. Corporate members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified true copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 24, 2025 To Tuesday, September 30, 2025 (Both Days Inclusive).
5. 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. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Integrated Registry Management Services Private Limited /Depositories. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. A letter containing the web link, along with the exact path to access the complete details of the Annual Report, is being sent to shareholders who have not registered their email address with the Company's RTA or DP.
6. 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). 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. The route map to the venue of the Annual General Meeting is attached and forms part of the Notice.

7. 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 vide its Circulars, 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. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on September 23, 2025, 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 2025 and will end at 5.00 p.m. on 29th September 2025. Those Members, who will be present in the AGM, who have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote at the AGM. The Company has appointed M/s. G Bhat & Associates, Practicing Company Secretaries, 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) Circulars, the Notice calling the AGM has been uploaded on the website of the Company at <https://kavveridefence.com/investor/> . 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.

8. Securities and Exchange Board of India (SEBI) vide its notification dated November 30, 2018 has prohibited transfer of shares in physical form. Hence with effect from April 01, 2019, the shareholders who intend to transfer the physical shares required to dematerialize it before such transfer. For any further information relating to physical shares, shareholders are requested to contact the Company's Registrar and Share Transfer Agent (RTAs), Integrated Registry Management Services Private Limited situated at No. 30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bangalore - 560 003, Phone: +91-80-23460815 to 818, Fax: +91-80-23460819, E-mail: irg@integratedindia.in

Shareholders, whose shareholdings are in electronic format are requested to direct change of address notification(s), registration of email address and updation of bank account detail to their respective depository participants.

9. Relevant documents referred to, in the accompanying Notice and the Statement are open for inspection by the Members at the Registered Office of the Company during normal business hours (9.00 A.M. to 5.00 P.M.) on all working days except Saturdays and Sundays, up to the conclusion of Annual General Meeting of the Company.

10. In case of joint holders attending the Meeting, the Member whose name appears as first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

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

12. Any person, who acquires shares of the Company and becomes the Member of the Company after dispatch of the Annual Report and holding shares as on the cut-off date (i.e. September 23, 2025), may follow the same instructions for remote e-voting as mentioned in the notice of AGM.

13. The Equity Shares of the Company are available for trading in dematerialized form (electronic form) through depository participants. ISIN Code No. INE641C01019. All Shareholders holding Shares in physical form are requested to make use of this facility. Members are requested to open Demat account with any of the depository participants to enable transacting in the Stock Exchanges.

14. 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 (formerly M/s. Integrated Enterprises (India) Ltd) Investor Service Department of the Company immediately.

15. 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.

16. 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.

17. All the relevant documents referred to in this AGM Notice and Explanatory Statement etc., Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 and Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 and other documents shall be available electronically for inspection by the members at the AGM. Members seeking to inspect such documents can send email at companysecretary@kavveritelecoms.com from their registered e-mail address quoting their DPID and Client ID in the mail.

18. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in ISR-3 or SH-14 as the case may be. The said forms can be downloaded from our website at <https://kavveridefence.com/>. Members are requested to submit the said details to their Depository Participants in case the shares are held by them in dematerialized form and to the Company's RTA in case the shares are held by them in physical form, quoting their folio number.

The instructions for shareholders voting electronically are as under:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

1. The remote e-voting period commences from Saturday, September 27, 2025 (09:00 AM) to Monday, September 29, 2025 (05.00 PM). During this period, Members holding shares either in physical form or in dematerialised form, as on the cut-off date, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

3. 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.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

4. 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 abovesaid SEBI Circular, Login method for e-Voting 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 Depository	<p>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 users to login to Easi / Easiest are requested to visit cdsi website www.cdsiindia.com and click on login icon & My Easi New (Token) Tab.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdsiindia.com and click on login & My Easi New (Token) Tab and then click on registration option.</p> <p>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.cdsiindia.com home page. 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.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>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.</p>

	<p>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.</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.</p> <p>4. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 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>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<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.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login Type	Helpdesk Details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
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 : 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

5. Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on “Shareholders” module.
- Now enter your User ID

For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- Next enter the Image Verification as displayed and Click on Login.

- 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.
- 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <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.

5A. After entering these details appropriately, click on “SUBMIT” tab.

6. 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.

7. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
8. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
9. 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.
10. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
11. 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.
12. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
13. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
14. 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.
15. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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 mandatory 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 at the email address that is gkbhat@consultnrd.com and to the Company at the email address viz; companysecretary@kaveritelecoms.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 irg@integratedindia.in
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 e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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 at toll free no. 1800 21 09911.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE ACT

The following statement sets out all material facts relating to certain ordinary business and the special business mentioned in the accompanying Notice.

Item No. 4 and 5 – APPOINTMENT OF STATUTORY AUDITORS

The Board of Directors on recommendation of the Audit Committee and subject to approval of members, appointed, M/s. Rajagopal & Badri Narayanan, Chartered Accountants (Firm Registration Number 003024S) to fill casual vacancy caused due to resignation of M/s. J K Chopra & Associates, Chartered Accountants, Bangalore (F.R.N 016071S). In terms of provisions of Section 139 of the Companies act, 2013 read with rules made thereunder, appointment of Statutory auditor in case of casual vacancy caused due to resignation of the existing auditor, shall also be approved by the company at a general meeting convened within three months of the recommendation of the Board and he shall hold the office till the conclusion of the next annual general meeting; Accordingly, the Board of Directors on recommendation of the Audit Committee has recommended for approval of members the appointment of M/s. Rajagopal & Badri Narayanan, Chartered Accountants (Firm Registration Number 003024S) as Statutory Auditors of the Company- (i) to fill the casual vacancy arising out of resignation of the existing statutory auditor to hold office till the conclusion of this AGM; and (ii) for a period of 5 years commencing from the conclusion of this AGM till conclusion of the AGM to be held for the Financial Year ending March 31, 2030.

The Board and Audit Committee considered various parameters like capability to serve financial services industry in which the Company operates, audit experience, market standing of the firm, clientele served, technical knowledge etc., and found M/s. Rajagopal & Badri Narayanan, Chartered Accountants (Firm Registration Number 003024S) to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company. Considering the above, the Board and Audit Committee are of the view that continuance of M/s. Rajagopal & Badri Narayanan, Chartered Accountants (Firm Registration Number 003024S) as Auditors of the Company will be beneficial to the Company, shareholders and other stakeholders as well, therefore recommends their appointment as the Auditors of the Company for a period of 5 years from the conclusion of this 30th AGM until the conclusion of the 35th AGM of the Company to be held for the Financial Year ending March 31, 2030.

M/s. Rajagopal & Badri Narayanan, Chartered Accountants (Firm Registration Number 003024S) Chartered Accountants, have given consent to act as Statutory Auditor of the Company, and have confirmed that their appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Companies Act, 2013.

Disclosure under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as under:

Proposed Statutory Audit Fees payable to the Auditors	Up to Rs. 5 lakh of statutory audit fees for the period ending March 31, 2026 in aggregate which may be increased annually thereafter as per market prevailing practices as may be decided by the Board of Directors including any committee thereof. The above fees will be exclusive of the taxes as applicable and reimbursement of out-of pocket, travelling and living expenses, etc. in connection with the audit.
Terms of Appointment	M/s. Rajagopal & Badri Narayanan, Chartered Accountants (Firm Registration Number 003024S) are recommended for appointment for a term of 5 years from the conclusion of 30th AGM until the conclusion of the 35th AGM of the Company for the Financial Year ending March 31, 2030.
Material change in the fees payable to the new auditor	No material change in the fees for the proposed auditors. The statutory audit fees paid is disclosed in the note 25 to notes to standalone financial statements.
Basis of recommendation and auditor credentials	<p>The recommendations are based on the fulfillment of the eligibility criteria prescribed by the Companies Act, 2013.</p> <ul style="list-style-type: none"> M/s. Rajagopal & Badri Narayanan (RNBCA) is a 44 years old firm founded in 1981. Headquartered in Bangalore with a branch in Chennai, the firm is a trusted partner to corporates, public institutions, banks, insurance companies, and non-profit organizations across India. Field of Experience: For over four decades, RNBCA has stood for professionalism, ethical conduct, and technical excellence in the domains of Audit, Taxation, Management Consulting, and Financial Advisory.

None of the Directors, Key Managerial Personnel and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. The Board recommends the Ordinary Resolutions set out at Item No. 4 and 5 of the Notice for approval by the Members.

Item No. 6 – APPOINTMENT OF SECRETARIAL AUDITORS

The Board of Directors on recommendation of the Audit Committee and subject to approval of members, appointed, M/s. G Bhat & Associates, Practicing Company Secretaries, Bangalore as the Secretarial Auditor of the Company for a period of five (5) consecutive years, commencing on April 1, 2025, until March 31, 2030, to conduct Secretarial Audit of the Company and to furnish the Secretarial Audit Report.

M/s. G Bhat & Associates, Practicing Company Secretaries, Bangalore having rich working experience and proficiency in all matters related to Business Set-Up Services Closure / Exit Of Business Entity Limited Liability Partnership (LLP) Corporate Advisory & Compliances Corporate & Financial Restructuring Financial Restructuring Due Diligence FEMA & RBI Compliances Secretarial Audit etc.,

M/s. G Bhat & Associates, Practicing Company Secretaries, Bangalore has provided a confirmation that he has subjected to the peer review process of the Institute of Company Secretaries of India and holds a valid peer review certificate and he is not disqualified from being appointed as Secretarial Auditor and have no conflict of interest.

The Board of Directors has approved a total remuneration of INR. 100000/- (Rupees One Lakh only) for conducting the audit for the financial year 2025-26, excluding applicable taxes and reimbursement of out of-pocket expenses on actuals. The Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditor.

None of the Directors, Key Managerial Personnel and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the Members.

Item No. 7 – REVISION IN THE LIMIT OF MATERIAL RELATED PARTY TRANSACTIONS TAKEN FOR SAMORO TELECOMS PRIVATE LIMITED

The Members vide Extra Ordinary General Meeting held on February 28, 2025 had approved the material related party transactions with the Company and Samoro Telecoms Private Limited. However, considering the growing demand, it is decided to revise the limits subject to approval of shareholders. Hence, it is proposed to seek approval of the shareholders for the revision in limit of the transactions entered/to be entered between the Company and Samoro Telecoms Private Limited, Related party of the Company.

In accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), any transaction(s) with a Related Party shall be considered material if the value—either individually or taken together with previous transactions during a financial year—exceeds INR 1,000 crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower. Such transactions require prior approval of shareholders through an ordinary resolution, regardless of whether they are conducted in the ordinary course of business or on an arm’s length basis. These transactions with the following parties, is expected to exceed the materiality threshold defined by the SEBI Listing Regulations.

Pursuant to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as amended till date and SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, particulars of the transactions are as follows:

Sl. No.	Particulars	Details
1	Name of the Related Party	Samoro Telecoms Private Limited
2	Nature of Relationship	Related Party under Regulation 2(1)(zb) of the SEBI Listing Regulations
3	Name of Director(s) or Key Managerial Personnel who is related, if any	Mr. Sanketh Ram Reddy Chenna Reddy and Mrs. Uma Reddy, Promoter of the Company is a member of Samoro Telecoms Private Limited

4	Nature, type and material terms and particulars of Transaction	Sale, purchase or supply of goods or materials and services, Advances payable and receivable
5	Value of Transaction	Upto INR 50 crores
6	% of listed entity's annual consolidated turnover for immediately preceding F.Y. that is represented by the value of the proposed transaction	292.06%
7	Justification for the Transaction	These transactions are done for the overall growth of the business of the Company
8	The manner of determining the pricing and other commercial terms	All transactions are carried out as part of the business requirement of the Company and are ensured to be on arm's length basis and in the ordinary course of business
9	<p>If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>A. Details of the source of funds in connection with the proposed transaction;</p> <p>B. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security;</p> <p>C. The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction</p>	<p>A. Out of accumulated free reserves of the Company.</p> <p>B. The detailed terms, including covenants, tenure, interest rate, repayment schedule and security (if applicable), will be determined at the time of execution of the transaction, subject to being on an arm's length basis, in the ordinary course of business, and in compliance with the Company's Related Party Transactions Policy and applicable laws.</p> <p>C. It shall be in the ordinary course of business, on an arm's length basis and in compliance with the Company's Related Party Transactions Policy.</p>
10	A copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable
11	Any other information relevant or important for the Meeting to take a decision on the proposed transaction	Not Applicable

Pursuant to Regulation 23 of the SEBI Listing Regulations, members may also note that no related party of the Company shall vote to approve the Ordinary Resolution set out at Item No. 7 whether the entity is a related party to the particular transaction or not.

Based on the recommendation of the Audit Committee, the Board recommends the Resolution as set out in Item No. 7. of the accompanying Notice for approval by the Members as an Ordinary Resolution.

Apart from the Directors and Key Managerial Personnel mentioned in the table above and/or their relatives, none of the directors and/or key managerial personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in said resolution, except to the extent of the securities that may be subscribed by them or by companies/firms/institutions in which they are interested as director or member or otherwise.

Item No. 8, 9, 10 and 11 – APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH RELATED PARTIES

In accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), any transaction(s) with a Related Party shall be considered material if the value—either individually or taken together with previous transactions during a financial year—exceeds INR 1,000 crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower. Such transactions require prior approval of shareholders through an ordinary resolution, regardless of whether they are conducted in the ordinary course of business or on an arm’s length basis. These transactions with the following parties, is expected to exceed the materiality threshold defined by the SEBI Listing Regulations. Pursuant to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as amended till date and SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, particulars of the transactions are as follows:

S I. N o .	Particulars	Resolution No. 8	Resolution No. 9	Resolution No. 10	Resolution No. 11
1	Name of the related party	Til-Tek Antenna Inc.,	DCI-Digital Communications Ltd	Kaytech Coverage Solutions Inc.,	Kavveri Technologies Inc.,
2	Nature of Relationship	Step down subsidiary	Step down subsidiary	Related Party under Regulation 2(1)(zb) of the SEBI Listing Regulations	Subsidiary
Continued...					

3	Name of Director(s) or Key Managerial Personnel who is related, if any	Mr. Chennareddy Shivkumar Reddy and Mrs. Rajupeta Kasturi Hanumenth areddy	Mr. Chennareddy Shivkumar Reddy and Mrs. Rajupeta Kasturi Hanumenth areddy	Mr. Chennareddy Shivkumar Reddy and Mrs. Rajupeta Kasturi Hanumenth areddy	Mr. Chennareddy Shivkumar Reddy and Mrs. Rajupeta Kasturi Hanumenth areddy
4	Nature, type and material terms and particulars of Transaction	Sale, purchase or supply of goods or materials and services, Advances payable and receivable.	Sale, purchase or supply of goods or materials and services, Advances payable and receivable.	Sale, purchase or supply of goods or materials and services, Advances payable and receivable.	Advances payable and receivable.
5	Value of Transaction	Upto INR 50 crores.	Upto INR 50 crores.	Upto INR 20 crores.	Upto INR 25 crores.
6	% of listed entity's annual consolidated turnover for immediately preceding F.Y. that is represented by the value of the proposed transaction	292.06%	292.06%	116.82%	146.03%
7	Justification for the transaction	These transactions are done for the overall growth of the business of the Company.			

8	The manner of determining the pricing and other commercial terms	The transactions are carried out as part of the business requirement of the Company and are ensured to be on arm's length basis and in the ordinary course of business.
9	<p>If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>A.details of the source of funds in connection with the proposed transaction;</p> <p>B.Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security;</p> <p>C. The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction</p>	<p>A.Out of accumulated free reserves of the Company.</p> <p>B.The detailed terms, including covenants, tenure, interest rate, repayment schedule and security (if applicable), will be determined at the time of execution of the transaction, subject to being on an arm's length basis, in the ordinary course of business, and in compliance with the Company's Related Party Transactions Policy and applicable laws.</p> <p>C. It shall be in the ordinary course of business, on an arm's length basis and in compliance with the Company's Related Party Transactions Policy.</p>

10	A copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable
11	Any other information relevant or important for the Meeting to take a decision on the proposed transaction	Not Applicable

Pursuant to Regulation 23 of the SEBI Listing Regulations, members may also note that no related party of the Company shall vote to approve the Ordinary Resolution set out at Item Nos. 8, 9, 10 and 11, whether the entity is a related party to the particular transaction or not.

Based on the recommendation of the Audit Committee, the Board recommends the Resolution as set out in Item Nos. 8, 9, 10 and 11. of the accompanying Notice for approval by the Members as an Ordinary Resolution.

Apart from the Directors and Key Managerial Personnel mentioned in the table above and their relatives, none of the directors and/or key managerial personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in said resolution, except to the extent of the securities that may be subscribed by them or by companies/firms/institutions in which they are interested as director or member or otherwise.

Item No. 12 - Continuation of Directorship of Shri L R Venugopal (DIN: 01058716) as a Non-Executive, Non-Independent Director beyond the age of 75 years in his current tenure

Mr L R Venugopal was appointed as Non-Executive Director of the Company effective for a period of 5 years from March 01, 2025 till February 28, 2030 in the Extra ordinary General Meeting on February 28, 2025 vide Ordinary resolution by the members of the Company. However, in pursuance to Regulation 17 (1A) of the SEBI (LODR) Regulations, 2015, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person. Mr L R Venugopal attains the age of 75 years i.e., May 04, 2027 and as an abundant precaution, it is proposed to take the approval of his appointment as Special resolution.

Justification for continuation of Directorship:

The Board is of the opinion that Mr L R Venugopal's rich and diverse experience is a valuable asset to the Company which adds value and enriched point of view during Board discussions and decision making. He is also a person of integrity who possesses required expertise and his association as Non- Executive Non Independent Director will be beneficial to the Company. He is also member of the Audit Committee, Stakeholders Relationship Committee, CSR Committee (Not applicable to Company during the year) and Nomination and Remuneration Committee of the Board and has been providing immense guidance and suggestions to the Board based on the rich experience and has been effectively performing his duties and providing valuable guidance to the Company in key strategic matters from time to time.

The Board recommends resolution set forth in this Notice at Item No. 12 for approval of members by way of Special Resolution.

Other than Mr. L R Venugopal and/or his relatives, none of the directors and/or key managerial personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in said resolution, except to the extent of the securities that may be subscribed by them or by companies/firms/institutions in which they are interested as director or member or otherwise.

Item No. 13: Payment of Remuneration and Commission to Mr. Chenna Reddy Shivakumar Reddy, Managing Director of the Company:

Based on the recommendation of the Nomination and Remuneration Committee (**NRC**) and the Board of Directors of the Company, Mr. Chenna Reddy Shivakumar Reddy, Managing Director of the Company was reappointed as Managing Director on September 20, 2024 by the members in the Annual General Meeting of the Company. Subsequently, in view of the commendable growth of the Company and the outstanding leadership of Mr. Chenna Reddy Shivakumar Reddy, the Board of Directors of the Company ("**Board**"), based on the recommendation of the Nomination and Remuneration Committee ("**NRC**"), subject to approval of members of the Company approved Mr. Chenna Reddy Shivakumar Reddy's payment of remuneration and commission effective from June 01, 2025 as per the terms and conditions specified in the aforesaid resolution.

At present, on the Board of Directors of the Company, there are three executive directors who are promoters/promoter group, namely Mr. Chennareddy Shivkumar Reddy, Managing Director, Mrs. Rajupeta Kasturi Hanumentharedy, Whole time Director and CFO and Mr. Sankethram Reddy, Executive Director and as per Section 197 of the Companies Act, 2013, the remuneration payable to any one managing director or whole-time director or manager shall not exceed five percent of the net profits of the Company and if there is more than one such director, remuneration shall not exceed ten percent of the net profits to all such directors and manager taken together (overall eleven per cent. of the net profits of the company, subject to the provisions of Schedule V) and In terms of Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") the fee and compensation payable to Executive Directors who are promoters or members of promoter group, shall be subject to the approval of the members by Special Resolution in General Meeting, if, the annual remuneration payable to such executive director exceeds rupees 5 Crore or 2.5 per cent of the net profits of the Company, whichever is higher; OR where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the Company.

The Board of Directors recommend the resolution as set out at item no. 13 of this Notice to be passed as special resolution by the members of the Company.

Except, Mr. Chennareddy Shivkumar Reddy, Managing Director, Mrs. Rajupeta Kasturi Hanumentharedy, Whole time Director and CFO and Mr. Sankethram Reddy, Executive Director and

their relatives, none of the directors and/or key managerial personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in said resolution, except to the extent of the securities that may be subscribed by them or by companies/firms/institutions in which they are interested as director or member or otherwise.

Item No. 14: Payment of Remuneration and Commission to Mrs. R H Kasturi, Whole time Director and CFO of the Company:

Based on the recommendation of the Nomination and Remuneration Committee (**NRC**) and the Board of Directors of the Company, Mrs. R H Kasturi, Whole time Director and CFO of the Company was reappointed as Whole time Director on September 20, 2024 by the members in the Annual General Meeting of the Company. Subsequently, in view of the commendable growth of the Company and the outstanding leadership of Mrs. R H Kasturi, the Board of Directors of the Company (**“Board”**), based on the recommendation of the Nomination and Remuneration Committee (**“NRC”**), subject to approval of members of the Company approved Mrs. R H Kasturi’s payment of remuneration and commission effective from June 01, 2025 as per the terms and conditions specified in the aforesaid resolution.

At present, on the Board of Directors of the Company, there are three executive directors who are promoters/promoter group, namely Mr. Chennareddy Shivkumar Reddy, Managing Director, Mrs. Rajupeta Kasturi Hanumentharedy, Whole time Director and CFO and Mr. Sankethram Reddy, Executive Director and as per Section 197 of the Companies Act, 2013, the remuneration payable to any one managing director or whole-time director or manager shall not exceed five percent of the net profits of the Company and if there is more than one such director, remuneration shall not exceed ten percent of the net profits to all such directors and manager taken together and In terms of Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) the fee and compensation payable to Executive Directors who are promoters or members of promoter group, shall be subject to the approval of the members by Special Resolution in General Meeting, if, the annual remuneration payable to such executive director exceeds rupees 5 Crore or 2.5 per cent of the net profits of the Company, whichever is higher; OR where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the Company.

The Board of Directors recommend the resolution as set out at item no. 14 of this Notice to be passed as special resolution by the members of the Company.

Except, Mrs. Rajupeta Kasturi Hanumentharedy, Whole time Director and CFO, Mr. Chennareddy Shivkumar Reddy, Managing Director and Mr. Sankethram Reddy, Executive Director and their relatives, none of the directors and/or key managerial personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in said resolution, except to the extent of the securities that may be subscribed by them or by companies/firms/institutions in which they are interested as director or member or otherwise.

Item No. 15: Redesignation of Mr. Sankethram Reddy, Executive Director to Whole Time Director of the Company and Payment of Remuneration:

Based on the recommendation of the Nomination and Remuneration Committee (**NRC**) and the Board of Directors of the Company, Mr. Sankethram Reddy, Executive Director of the Company was appointed as Executive Director effective from March 01, 2025 by the members in the Extra ordinary General Meeting of the Company. Subsequently, in view of the commendable growth of the Company and the outstanding leadership of Mr. Sankethram Reddy, the Board of Directors of the Company ("**Board**"), based on the recommendation of the Nomination and Remuneration Committee ("**NRC**"), subject to approval of members of the Company approved the redesignation and payment of remuneration of Mr. Sankethram Reddy effective from October 01, 2025 as per the terms and conditions specified in the aforesaid resolution.

At present, on the Board of Directors of the Company, there are three executive directors who are who are promoters/promoter group, namely Mr. Chennareddy Shivkumar Reddy, Managing Director, Mrs. Rajupeta Kasturi Hanumentharedy, Whole time Director and CFO and Mr. Sankethram Reddy, Executive Director and as per Section 197 of the Companies Act, 2013, the remuneration payable to any one managing director or whole-time director or manager shall not exceed five percent of the net profits of the Company and if there is more than one such director, remuneration shall not exceed ten percent of the net profits to all such directors and manager taken together and In terms of Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") the fee and compensation payable to Executive Directors who are promoters or members of promoter group, shall be subject to the approval of the members by Special Resolution in General Meeting, if, the annual remuneration payable to such executive director exceeds rupees 5 Crore or 2.5 per cent of the net profits of the Company, whichever is higher; OR where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the Company.

The Board of Directors recommend the resolution as set out at item no. 15 of this Notice to be passed as special resolution by the members of the Company.

Except, Mr. Sankethram Reddy (Executive Director), Mrs. Rajupeta Kasturi Hanumentharedy (Whole time Director and CFO), Mr. Chennareddy Shivkumar Reddy (Managing Director) and their relatives, none of the directors and/or key managerial personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in said resolution, except to the extent of the securities that may be subscribed by them or by companies/firms/institutions in which they are interested as director or member or otherwise.

Bangalore
30/08/2025

By Order of the Board
For Kavveri Defence & Wireless
Technologies Limited

SD/-
Chenna Reddy Shivakumar Reddy
Managing Director
DIN: 01189348

ATTENDANCE SLIP

I/We.....R/o..... hereby record my/our presence at the 30th Annual General Meeting of the Company on Tuesday, 30th day of September, 2025 at 10.00 A.M at No. 31-36, 1st Main, 2nd Stage, Arekere MICO Layout, Bannerghatta Road, Bangalore 560 076

DPID*:	Client ID*:
Folio No.:	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.

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:	L85110KA1996PLC019627
Name of the Company:	Kavveri Defence & Wireless Technologies Limited
Registered Office:	Plot No.31-36, 1st Main 2nd Stage Arakere Mico Layout, Bannerghatta Road, Bangalore, Karnataka, India, 560076

Name of the member(s):

Registered address:

Email ID:

Folio No.:

I/We, being the member (s) of shares of the above-named company, hereby appoint

1.	Name:	
	Address:	
	Email ID:	
	Signature:	

Or failing him/her,

2.	Name:	
	Address:	
	Email ID:	
	Signature:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the company, to be held on Tuesday, September 30, 2025 at 10:00A.M. at Plot No.31-36, 1st Main 2nd Stage Arakere Mico Layout, Bannerghatta Road, Bangalore, Karnataka, India, 560076 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:

Resolution No.	Particulars	For	Against
1.	ADOPTION OF FINANCIAL STATEMENTS (INCLUDING THE CONSOLIDATED FINANCIAL STATEMENTS) ALONG WITH THE REPORTS OF THE BOARD OF DIRECTORS AND OF THE AUDITORS THEREON		

2.	APPOINTMENT OF A DIRECTOR IN PLACE OF MR. CHENNAREDDY SHIVA KUMAR REDDY (DIN: 01189348) WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT		
3.	APPOINTMENT OF A DIRECTOR IN PLACE OF MRS. R H KASTURI (DIN: 00291851) WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HERSELF FOR RE-APPOINTMENT		
4.	APPOINTMENT OF STATUTORY AUDITORS DUE TO CASUAL VACANCY		
5.	APPOINTMENT OF STATUTORY AUDITORS FOR A PERIOD OF FIVE (5) YEARS		
6.	APPOINTMENT OF SECRETARIAL AUDITOR FOR THE PERIOD 2025-2026 TO 2029-2030		
7.	REVISION IN THE LIMIT OF MATERIAL RELATED PARTY TRANSACTIONS TAKEN FOR SAMORO TELECOMS PRIVATE LIMITED		
8.	MATERIAL RELATED PARTY TRANSACTIONS OF THE COMPANY WITH TILTEK ANTENNA INC.		
9.	MATERIAL RELATED PARTY TRANSACTIONS OF THE COMPANY WITH DCI DIGITAL COMMUNICATIONS LTD		
10.	MATERIAL RELATED PARTY TRANSACTIONS OF THE COMPANY WITH KAYTECH COVERAGE SOLUTIONS INC.		

11.	MATERIAL RELATED PARTY TRANSACTIONS OF THE COMPANY WITH KAVVERI TECHNOLOGIES INC		
12.	CONTINUATION OF DIRECTORSHIP OF SHRI L R VENUGOPAL (DIN: 01058716) AS A NON-EXECUTIVE, NON-INDEPENDENT DIRECTOR BEYOND THE AGE OF 75 YEARS IN HIS CURRENT TENURE		
13.	PAYMENT OF REMUNERATION AND COMMISSION TO MR. CHENNA REDDY SHIVAKUMAR REDDY, MANAGING DIRECTOR OF THE COMPANY		
14.	PAYMENT OF REMUNERATION AND COMMISSION TO MRS. R H KASTURI, WHOLE TIME DIRECTOR AND CFO OF THE COMPANY		
15.	REDESIGNATION OF MR. SANKETHRAM REDDY, EXECUTIVE DIRECTOR TO WHOLE TIME DIRECTOR OF THE COMPANY AND PAYMENT OF REMUNERATION		

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

Signed this.....day of.....2025

AFFIX REVENUE STAMP

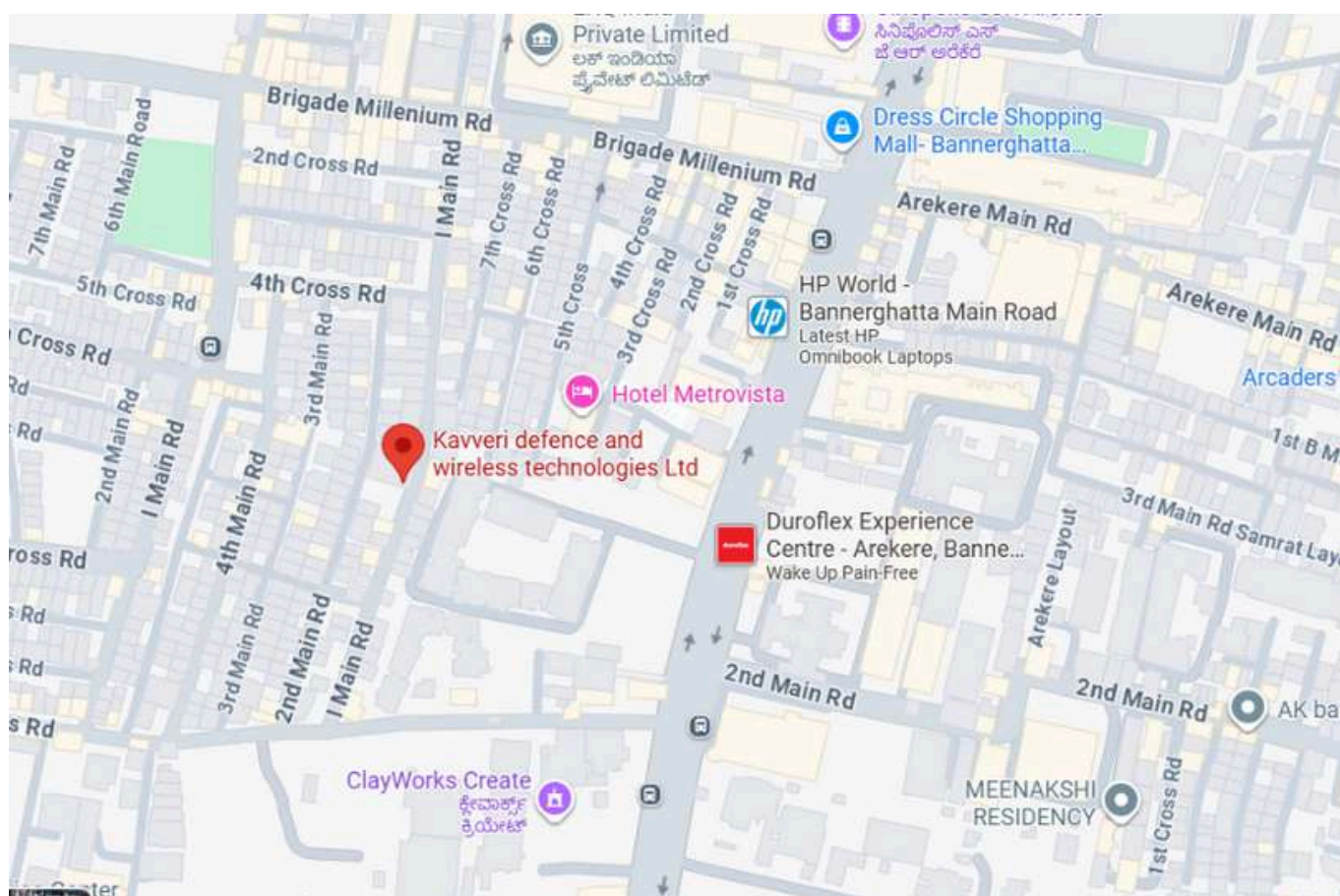
Signature of shareholder(s)/proxy

Signature of Proxy Holder(s)

Note:

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 30th Annual General Meeting.
6. Please complete all details including details of member(s) in above box before submission.

Route Map to reach No. 31-36, 1st Main, 2nd Stage, Arekere MICO Layout, Bannerghatta Road, Bangalore 560076



ADDITIONAL DETAILS OF DIRECTOR RECOMMENDED FOR RE-APPOINTMENT WHO RETIRE BY ROTATION AND CONTINUATION OF DIRECTORSHIP AS REQUIRED UNDER THE LISTING REGULATIONS AND SECRETARIAL STANDARD-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA - ANNEXURE B

Name of Director	Chennareddy Shivkumar Reddy	Rajupeta Kasturi Hanumenthareddy	Sanketh Ram Reddy	L R Venugopal
Date of Birth and Age	28.12.1962, 62 years	22.03.1967, 58 years	10.08.1998, 27 years	04.05.1952, 73 years
Date of first Appointment on the Board	29-09-2002	29-09-2002	31-12-2024	01.10.2001
Date of previous reappointment by shareholders	21.09.2024 (AGM held on 20.09.2024)	21.09.2024 (AGM held on 20.09.2024)	01.03.2025 (EGM held on 28.02.2025)	01.10.2019 (AGM held on 30.09.2019)
Qualifications and Experience	Mr. Reddy has been the driving force for the Company right from its inception. Graduated in Bachelor of Technology, B. Tech (Electronics & Communications) from Jawaharlal Nehru Technological University (JNTU), Hyderabad in the year 1984. He was one of the promoter directors of Kaveri Microwave Components Ltd., Hyderabad which started operations in 1988 and was instrumental in design, development and marketing of RF products till August 1991, his experience extends over 37 years.	Mrs. Rajupeta Kasturi Hanumenthareddy has a Bachelor of Engineering in Electronics & Communication from Bangalore University. She has been instrumental in successfully managing day to day administration and operational activities of the company, her experience spans around 34 years.	Mr. Sankethram Reddy has a Masters in Finance with expertise in Finance and Management decision making skills.	Mr. L R Venugopal has 26+ years PQE as qualified Chartered Accountant with expertise in Income Tax, Service Tax, Excise, GST and Management decision making skills.

Remuneration proposed to be paid	As per the resolution proposed in the ensuing AGM.	As per the resolution proposed in the ensuing AGM.	As per the resolution proposed in the ensuing AGM.	He is entitled to sitting fees for attending meetings of the Board/Committees from time to time within the limits set out in the Companies Act, 2013. Other than sitting fees and reimbursement of conveyance expense on actuals as incurred from time to time no other payment is made.
Terms and conditions of appointment / re-appointment including Remuneration to be paid	As per the resolution proposed in the ensuing AGM.			Continuation of directorship of as the Non-Executive and Non-Independent Director upto its original tenure of 5 consecutive years commencing from March, 01, 2025 upto February 28, 2030 approved by the members at the Extra ordinary General Meeting held on February 28, 2025.
Details of last drawn remuneration	Nil	Nil	INR. 150,000/- per month.	Nil
Shareholding in Company as at March 31, 2025	7,73,854 equity shares	5,21,977 equity shares	Nil	Nil
Shareholding in the Company of the relatives of the Director as at March 31, 2025	Mrs. Rajupeta Kasturi Hanumenthareddy: 5,21,977 equity shares Mrs. Uma Reddy: 17,50,100 equity shares	Mr. Chennareddy Shivkumar Reddy: 7,73,854 equity shares	Mr. Chennareddy Shivkumar Reddy: 7,73,854 equity shares and Mrs. Rajupeta Kasturi Hanumenthareddy: 5,21,977 equity shares	Mr. L R Venugopal's sister within the definition of Relative is holding 4,000 shares

Relations hip with other Directors / KMPs	Mrs. Rajupeta Kasturi Hanumenthareddy; Spouse; Mr. C Sanketh Ram Reddy: Son	Mr. Chennareddy Shivkumar Reddy; Spouse; Mr. C Sanketh Ram Reddy: Son	Mr. Chennareddy Shivkumar Reddy, Managing Director and Mrs. Rajupeta Kasturi Hanumenthareddy, Whole time Director and CFO are related as parents to Mr. Sankethram Reddy.	The Director is not related to any of the Directors/Key Managerial Personnel of the Company
Chairman /Member of the Committ ee of the Board of Directors of the Company as at March 31, 2025	Member of Stakeholders Relationship Committee and CSR Committee.	Nil	Nil	Member of Audit Committee, Nomination and remuneration Committee, Stakeholders Relationship Committee and CSR Committee.
Directors hips / Committ ee Members hip and Chairpers onship held in other Listed Compani es	Nil	Nil	Nil	Nil
Resignati on from Listed entities in the past three years	Nil	Nil	Nil	Nil
No. of Board Meetings attended during the Financial year ended March 31, 2025	7	6	1	7