

**SECRETARIAL COMPLIANCE REPORT OF
KAVVERI DEFENCE & WIRELESS TECHNOLOGIES LIMITED**
(Formerly Kavveri Telecom Products Limited)
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025

I, Guruprasada Bhat, Practising Company Secretary have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **KAVVERI DEFENCE & WIRELESS TECHNOLOGIES LIMITED** (hereinafter referred as 'the listed entity'), having CIN: L85110KA1996PLC019627 and having Registered Office at Plot No.31-36, 1st Floor, 1st Main 2nd Stage Arakere Mico Layout Bannerghatta Road, Bangalore 560076. Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my/our observations thereon. Based on my/our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that the listed entity has, during the review period covering the financial year ended on 31.03.2025 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

I, Guruprasada Bhat, Practising Company Secretary have examined:

- (a) all the documents and records made available to me and explanation provided by **KAVVERI DEFENCE & WIRELESS TECHNOLOGIES LIMITED** ("the listed entity"), the filings/ submissions made by the listed entity to the stock exchanges,
- (b) website of the listed entity,
- (c) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March, 2025 ("Review Period") in respect of compliance with the provisions of:
 - (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (c) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

- (d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
 (e) circulars/ guidelines issued thereunder;

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

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

| Si. No. | Compliance Requirement (Regulations/ circulars/ guide-lines including specific clause) | Regulations/ Circular No. | Deviations | Action Taken by | Type of Action | Details of Violation | Fine Amount | Observations/Remarks of the Practicing Company Secretary | Management Response | Remarks |
|---------|--|----------------------------|---|-----------------|----------------|--|----------------|---|--|---------|
| 01 | Regulation 17 of SEBI LODR – Composition of Board should be 6 Directors for Quarter ended 30 th June 2024 | Regulation 17 of SEBI LODR | The board of directors of the top 2000 listed entities shall comprise of not less than six directors. | NSE | Fine | Number of Directors in the company is below the number 6 from 1 st April 2024 to 20 th June 2024 as specified under Regulation 17(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 | Rs. 4,05,000/- | The company was not having the 6 Directors till 20 th June 2024 and the company Appointed Mr. Gokul Rajendran with effect from 21 st June 2024. Further, the company should ensure the compliance under the said Regulation in the future. | The company Appointed Mr. Gokul Rajendran with effect from 21 st June 2024. | Nil |

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| 02 | Regulation 17 of SEBI LODR – Composition of Board should be 6 Directors for Quarter ended 31 st December 2024 | Regulation 17 of SEBI LODR | The board of directors of the top 2000 listed entities shall comprise of not less than six directors. | NSE | Fine | Number of Directors in the company is below the number 6 from 1 st October 2024 to 30 th December 2024 as specified under Regulation 17(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 | Rs. 4,55,000/- | The company was not having the during the December 2024 quarter and the company Appointed Mr. Venugopal Lakshmi puram Rajagopalachar and Mr. Sankethram Reddy Chenna Reddy in the December 2024 Quarter. Further, the company should ensure the compliance under the said Regulation in the future. | The company Appointed Mr. Venugopal Lakshmi puram Rajagopalachar and Mr. Sankethram Reddy Chenna Reddy in the December 2024 Quarter. | Nil |
| 03 | Regulation 6 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 | Regulation 6 of SEBI LODR | Company is not having the Company Secretary and Compliance officer during June 2024 Quarter | NSE | Fine | Company is not having the Company Secretary and Compliance officer during June 2024 Quarter | Rs. 12,000/- | Company is not having the Company Secretary and Compliance officer during June 2024 Quarter and the Company appointed Company Secretary and Compliance officer from 10 th June 2024 | The Company appointed Company Secretary and Compliance officer from 10 th June 2024 | Nil |

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| 04 | Regulation 23 of SEBI (LODR) Regulations, 2015 | Regulation 23(4) of SEBI (LODR) Regulations, 2015 | The Company had not taken the prior approval of the Shareholders of the Company for the Material Related Party Transactions entered with M/s. Samoro Telecoms Private Limited (Other related party) and Mr. Sanketh Ram Reddy (Promoter group) during the period under review | SEBI | Administrative Warning | The Company is non-complied with as per Regulation 23(4) of SEBI (LODR) Regulations, 2015 | Nil | The Company had not taken the prior approval of the Shareholders of the Company for the Material Related Party Transactions entered with M/s. Samoro Telecoms Private Limited (Other related party) and Mr. Sanketh Ram Reddy (Promoter group) during the period under review. Further the company is advised to do compliance as per the regulations in the future. | Owing to unforeseen circumstances, the management of the Company was unable to obtain the necessary prior approval for certain material Related Party Transactions for the reporting period, Recognizing the significance of regulatory compliance, the Company has undertaken corrective measures. Accordingly, an Extra-Ordinary General Meeting ("EGM") was duly convened on February | The resolution adopted by the Board in this regard shall be communicated to the Securities and Exchange Board of India in due course. |
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| | | | | | | | | | 28, 2025, wherein the shareholder's granted post facto approval for the said Related Party Transactions | |
| 05 | Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 | Regulation 18 of the SEBI (LODR) | Members in the Audit committee are below the statutory limit. | NSE | Fine | Members in the Audit committee are below the statutory limit. | Rs. 74,000/- | As per the explanation and information provided by the company the audit Committee is constitutes as per the regulation 18 of LODR. | The Company is in compliant with the provisions of Regulation 18 of LODR. | Nil |
| 06 | Regulation 19(1)(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 | Regulation 19(1)(2) of the SEBI (LODR) | Members in the Nomination and Remuneration committee are below the statutory limit. | NSE | Fine | Members in the Nomination and Remuneration committee are below the statutory limit. | Rs. 74,000/- | Members in the Nomination and Remuneration committee are below the statutory limit during the December 2024 Quarter. And the same has been filled on 07 th November 2024. | The Company appointed one more director from 07 th November 2024 | Nil |
| 07 | Regulation 20(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 | Regulation 20(2) of the SEBI (LODR) | Members in the Stakeholders Relationship Committee are below the statutory limit. | NSE | Fine | Members in the Stakeholders Relationship Committee are below the statutory limit. | Rs. 74,000/- | As per the explanation and information provided by the company the Stakeholders Relationship Committee is constitutes as per the regulation 18 of LODR. | The Company is in compliant with the provisions of Regulation 20(2) of LODR. | Nil |

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| 08 | Warrants Shall be converted within 15 days from the date of exercise. | Regulation 162(1) and 169 of ICDR | Timeline of the payment of consideration of 75% amount money by the allottees is from 08-01-2025 to 24-03-2025 | NSE | Query | Timeline of the payment of consideration of 75% amount money by the allottees is from 08-01-2025 to 24-03-2025 | NA | As explained and information given by the Company, the company received the exercise request from the eligible allottees. Upon Receipt of exercise request of the option by the allottees to convert the convertible securities within the tenure specified in sub-regulation (1) of Regulation 162, the Issuer has ensured that the allotment of equity shares pursuant to exercise of the convertible securities on 22/05/2025 is completed within 15 days from the date of such exercise by the allottees | With respect to the timeline for payment of the balance 75% of the consideration, we submit that the period from January 8, 2025 to March 24, 2025 falls well within the permissible tenure of eighteen (18) months from the date of allotment, as mandated under Regulation 169(2) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. | Nil |
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

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

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

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

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| 07 | Regulation 17(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Composition of Board of Directors. | Regulation 17(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 | The board of directors of the top 2000 listed entities shall comprise of not less than six directors. | NSE | Fine | Number of Directors in the company is below the number as specified under Regulation 17(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 | Rs. 3,95,000 /- | The company should be compliant by appointing one more Independent Director to the Board. | Company is in the process of finding the best candidate to be appointed as an Independent Director of the Company. | The Listed entity had complied with the provisions during the current review period |
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II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observations /Remarks by PCS* |
|---------|--|-------------------------------|-------------------------------|
| 1. | Compliances with the following conditions while appointing/ re-appointing an auditor | | |
| | <ul style="list-style-type: none"> i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year. | Not Applicable | NIL |

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| 2. | Other conditions relating to resignation of Statutory Auditor | | |
| | <p>i. Reporting of concerns by Auditor with respect to the listed entity/ its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/ material subsidiary such as non-availability of information/ non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information/ explanation from the company, the auditor has informed the Audit Committee the details of information /explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> | Not Applicable | NIL |
| | <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI/ NFRA in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p> | Not Applicable | NIL |
| 3. | The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18 th October, 2019. | Not Applicable | NIL |

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

| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observations /Remarks by PCS* |
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| 1. | Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under Section 118 (10) of the Companies Act, 2013 and mandatorily applicable. | YES | NIL |
| 2. | Adoption and timely updation of the Policies: <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/ circulars/ guidelines issued by SEBI | YES | NIL |
| 3. | Maintenance and disclosures on Website: <ul style="list-style-type: none"> The Listed entity is maintaining a functional website Timely dissemination of the documents/ information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27 (2) are accurate and specific which re-directs to the relevant document(s)/ section of the website | YES No Yes | Website of the company needs to be updated as per the SEBI regulation. |
| 4. | Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity. | YES | NIL |
| 5. | Details related to Subsidiaries of listed entities have been examined w.r.t.: <ul style="list-style-type: none"> (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as Other subsidiaries | YES | NIL |
| 6. | Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015. | YES | NIL |

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| 7. | Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/ during the financial year as prescribed in SEBI Regulations. | YES | NIL |
| 8. | Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained. | NO | The Company had not taken the prior approval of the Shareholders of the Company for the Material Related Party Transactions entered with M/s. Samoro Telecoms Private Limited (Other related party) and Mr. Sanketh Ram Reddy (Promoter group) during the period under review |
| 9. | Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder. | NO | There is some delay in filing disclosures under SEBI Regulations. Company needs to stick to the compliance requirements of SEBI Regulation. |
| 10. | Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015. | YES | NIL |
| 11. | Actions taken by SEBI or Stock Exchange(s), if any: No action (s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**). | NO | Stock Exchange levied the penalty for noncompliance under SEBI LODR Regulations and the same has been paid by the company. |
| 12. | Additional Non-compliances, if any: No additional non compliance observed for any SEBI regulation/ circular/ guidance note etc. | NA | NA |

Assumptions & Limitation of scope and Review:

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



For G Bhat & Associates
Company Secretaries

CS Guruprasada Bhat
Company Secretary in Practice
M. No.: F11713
CP. No.: 18963
UDIN: **F011713G000521772**

Place: Bangalore
Date: 31/05/2025