



Plot No. 31 to 36
1st Main, 2nd Stage,
Arakere MICO Layout,
Bannerghatta Road,
Bangalore - 560 076.
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Declaration of the Results of voting conducted by Postal Ballot in terms of the Notice dated 9th December, 2011

Pursuant to Section 192A of the Companies Act, 1956 read with the Companies (passing of the resolution by postal ballot) Rules, 2011, approval of the Members of the Company was sought by means of Postal Ballot vide Notice dated 9th December, 2011, for the purpose of enhancing the FII (Foreign Institutional Investors) investment limit to 35 per cent of the Paid up Capital or Paid-up Value of the Convertible Debentures of the Company.

Based on the Scrutinizer's Report dated 3rd March, 2012, the Results of Postal Ballot were declared on Saturday, 3rd March, 2012 at 4.00 p.m. at the Registered Office of the Company, as follows:

RESOLUTION NO. 1 - Special Resolution for enhancing the FII (Foreign Institutional Investors) investment limit to 35 per cent of the Paid up Capital or Paid-up Value of the Convertible Debentures of the Company.:

Particulars	Number of Members	Number of Votes	Percentage of Votes
Total Postal Ballots received	170	7222351	-
• Postal Ballots - Valid	159	7215719	
• Postal Ballots - Invalid	11	6632	
Postal Ballots - in favour of the Resolution	152	7213323	99.96
Postal Ballots - against the Resolution	7	2396	0.04

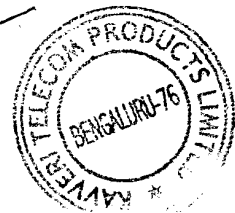
Dated: 3rd March, 2012

Registered Office:

Plot No. 31-36, I Main, II stage,
Arakere MICO Layout, Bannerghatta Road,
Bangalore- 560076
India.

For and on Behalf of Board
Kavveri Telecom Products Limited


R H Kasturi
Director



S.P. Nagarajan M.Com., A.C.S., L.L.B.
Company Secretary

S-818, Eight Floor
Manipal Centre-South Block
47, Dickenson Road
Bangalore-560042
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March 3, 2012

Mr. Shiva Kumar Reddy,
Managing Director,
Kavveri Telecom Products Limited,
Plot No.31-36, 1st Floor, 1st Main,
2nd Stage, Arakere Mico Layout,
Bangalore- 560076

Dear Sir,

Sub: Passing of Resolutions through Postal Ballot

Pursuant to the resolution passed by the Board of Directors of **KAVVERI TELECOM PRODUCTS LIMITED** (hereinafter referred to as 'the Company') on 9th December 2011, I have been appointed as Scrutinizer to receive process and scrutinize postal ballot papers in respect of the following resolution:

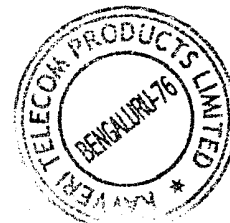
Reference to the Companies Act, 1956	Description of the resolution	Type of Resolution
192A	<p>Increase in Limit for Investment(s) by Foreign Investor(s)</p> <p><i>"RESOLVED THAT pursuant to applicable provisions of the Companies Act,1956, Foreign Exchange Management Act, 1999 (FEMA), the Foreign Exchange Management (Transfer or Issue of Security-by a Person Resident outside India) Regulations 2000, the Master Circular on Foreign Investments in India dated July 1, 2011 issued by the Reserve Bank of India ("RBI") and all other applicable rules, regulations, guidelines and laws (including any statutory modification or re-enactment thereof for the time being in force) and subject to all requisite approvals, permissions and sanctions of the Ministries of Finance and Company Affairs, Government of India, the Foreign Investment Promotion Board, RBI and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions, sanctions, which may be agreed to by the Board of Directors of the Company</i></p>	Special Resolution



TRUE COPY

For KAVVERI TELECOM PRODUCTS LTD.


Director



S.P. Nagarajan M.Com., A.C.S., L.L.B.
Company Secretary

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<p><i>and/or a duly authorised Committee thereof for the time being exercising the powers conferred by the Board of Directors (hereinafter referred to as "the Board"), the consent of the Company be and is hereby accorded to increase the investment limits by SEBI registered Foreign Institutional Investors (FII), including SEBI approved sub accounts of FIIs in the equity share capital of the Company or debentures convertible into shares of the Company, either by direct investment or by purchase or otherwise by acquiring from the market under Portfolio Investment Scheme under FEMA, on repatriation basis, to 35% of the paid-up equity share capital of the Company."</i></p> <p><i>"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."</i></p>	
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I submit my report as detailed hereunder:

1. The notice dated 9th December 2011 under Section 192A of the Companies Act, 1956, regarding Postal Ballot was issued individually to all the shareholders and the notices were dispatched on 2nd February 2012 by post.
2. The Postal Ballot Notice dispatched to the shareholders stated that all postal ballot forms received upto the closure of working hours on 25th February 2012, the last date and time fixed by the Company for receipt of the forms, according to sub-section (2) of section 192A will be considered. The Company, however adhering to a corporate culture of transparency, accountability, integrity and openness and aiming to operate within accepted norms of propriety, equity and sense of justice through meeting its stakeholder obligations, took into consideration, the assent or dissent of the shareholders in writing on the postal ballot form upto Saturday, 3rd March 2012 and time- 3.30 p.m.



S.P. Nagarajan M.Com., A.C.S., L.L.B.
Company Secretary

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3. In view of the above, to ensure compliance with section 192A under Companies Act, 1956 read with the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2011, the postal ballot forms received upto Saturday, 3rd March 2012 and time - 3.30 p.m., were considered for my scrutiny.
4. The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
5. Particulars of all the postal ballot forms received from the members were entered in a register separately maintained for the purpose.
6. All the Postal Ballot Forms were scrutinized and processed and a computer statement containing the Shareholders Name, Folio Number/Client ID No./ DP ID, Postal Ballot Number, Number of Shares held, Number of Votes Polled, Assented, Dissented and Rejected were generated.
7. All postal ballot forms received upto Saturday, 3rd March 2012 and time - 3.30 p.m., were scrutinized by me.
8. The ballot boxes were opened on 3rd March 2012 in my presence and scrutinized and the shareholding was matched/ confirmed with the Register of Members of the Company /list of beneficiaries as on 9th December 2011.
9. During the course of scrutiny of Postal Ballot Forms, I have not come across any defaced/mutilated Postal Ballot Forms.
10. I have handed over the postal ballot forms and related papers/registers and records to the Managing Director authorized by the Board to supervise the postal ballot process.
11. The results of the postal ballot forms are as follows:

As per Master Date of MCA, the paid up Capital of the Company as on 03.03.2012 amounting to Rs. 201,242,600 divided into 20,124,260 Equity Shares of Rs. 10/- each.



S.P. Nagarajan M.Com., A.C.S., L.L.B.
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Table-A:

Total Postal Ballot Forms Received	170
Valid Postal Ballot Forms	159
• Invalid Postal Ballot Forms	11
Returned Undelivered Postal Ballot Forms	56

- **Reasons for invalid entries:**
- **Unsigned Postal Ballot**
- **Discrepancy in signature**
- **Votes not cast**

Consequently Invalid Postal Ballots were not taken into account for the voting.

The particulars of the valid postal ballot forms received depicting the assent and dissent of the shareholders for the purpose of seeking their approval for enhancement of FII (Foreign Institutional Investors) investment limit to 35 per cent of the paid up Capital or paid-up value of the convertible Debentures of the Company by way of Postal Ballot pursuant to Section 192A of the Companies Act, 1956, read with the Companies (Passing of the Resolutions by Postal Ballot) Rules, are elucidated herein below:

Table B:

Particulars	No. of ballots	No of shares (votes)	% on total shares (votes) received
Assent	152	7213323	99.96
Dissent	7	2396	0.04
Total	159	7215719	100.00

12. SYNOPSIS OF THE RESULTS OF THE POSTAL BALLOT:

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, I report that the **Special Resolution** under Sections 192A of the Companies Act, 1956, with regard to the Item no. 1 in the Notice of Postal Ballot is passed with requisite majority by the shareholders of the Company by way of Postal Ballot.



S.P. Nagarajan M.Com., A.C.S., L.L.B.
Company Secretary

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I further report that the Chairman or any Director of the Company, may declare and confirm the above results of voting by postal ballot in respect of the resolutions referred herein on 3rd March 2012 Saturday at 3.30 p.m. at the Registered Office at Plot No. 31-36, I Main, II Stage, Arakere MICO Layout, Bannerghatta Road, Bangalore 560 078 and also the results of the postal ballot may be displayed at the Registered Office and also communicate to the stock exchanges on which the Company's equity shares are listed as stated in the Notice of Postal Ballot.

I further report that as per the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 and in accordance with the Companies (Passing of Resolution by Postal Ballot) (Amendment) Rules, 2011, the Company has complied with all the provisions of the Rules. I further report that as per the said Rules, the records maintained by me such as, the computer register (to record the consent or otherwise received from the shareholders, which includes all the particulars of the shareholders such as the name, address, folio number, DP ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected), ballot papers and other related papers are in my safe custody which will be handed over to the Company Secretary after the Chairman considers, approves and signs the minutes of the meeting.

I thank you for the opportunity given to act as a Scrutinizer for the above Postal Ballot.

Thanking You

Yours Faithfully,



S.P.NAGARAJAN
COMPANY SECRETARY
CP.No.4738



S.P. Nagarajan M.Com., A.C.S., L.L.B.
Company Secretary

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KAVVERI TELECOM PRODUCTS LIMITED

SUMMARY OF POSTAL BALLOT

PARTICULARS	RESOLUTION 1 SET OUT IN THE NOTICE OF POSTAL FOR THE RESOLUTION 1 BALLOT	TOTAL VOTES RECEIVED
NO. OF POSTAL BALLOT FORMS RECEIVED	170	170
LESS:- NO. OF INVALID POSTAL BALLOT FORMS	11	11
NO. OF VALID POSTAL BALLOT FORMS	159	159
NO. OF VOTES IN FAVOUR OF THE RESOLUTION	152	152
NO. OF VOTES AGAINST THE RESOLUTION	7	7

PLACE : BANGALORE
DATE : 03.03.2012



S. P. Nagarajan

S.P. NAGARAJAN
COMPANY SECRETARY
C.P.No. 4738

S. P. Nagarajan

S.P. NAGARAJAN, M.Com., A.C.S., L.L.B.,
Company Secretary
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Tel: 41136320, (M): 98453 84585

TRUE COPY

For KAVVERI TELECOM PRODUCTS LTD.

[Signature]
Director

