



# KERNEX MICROSYSTEMS (INDIA) LTD.

(An ISO 9001-2015 Certified Company)

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**Registered Office :**

"TECHNOPOLIS", Plot Nos : 38-41,  
Hardware Technology Park,  
TSIC Layout, Raviryal (V),  
Hyderabad - 501 510. Telangana, India.

29<sup>th</sup> May 2023

To The Listing / Compliance Department BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai – 400 001 <b>BSE Scrip Code: 532686</b>	To The Listing / Compliance Department National Stock Exchange of India Ltd Plot No. C/1, G Block, Exchange Plaza Bandra – Kurla Complex, Bandra (E) Mumbai – 400 051 <b>NSE Symbol: KERNEX</b>
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Sir / Madam,

**Sub: Submission of Annual Secretarial Compliance Report Compliance Certificate under Regulation 24(A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended March 31, 2023**

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, BSE Notice No. 20230316-14 dated March 16, 2023 and NSE Circular Ref No: NSE/CML/2023/21 dated March 16, 2023, please find enclosed the Annual Secretarial Compliance Report of the Company for the financial year ended 31<sup>st</sup> March 2023 issued by Mr. D S Rao, PCS.

Kindly take the same on records.

Thanking you,

Yours Faithfully,

**For Kernex Microsystems (India) Limited**



**Prasada Rao K**  
**Company Secretary & Compliance Officer**

**SECRETARIAL COMPLIANCE REPORT OF KERNEX MICROSYSTEMS (INDIA) LIMITED FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2023.**

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Kernex Microsystems (India) Limited** (hereinafter referred as 'the listed entity'), having its Registered Office at Plot No38 (part) to 4 survey no 1/1, kancha imarat Raviryal village, Maheswaram Mandal, Hyderabad Telangana 500005. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my observations thereon.

Based on my 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<sup>st</sup> March, 2023** complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

I **D.S.Rao** have examined:

- (a) All the documents and records made available to us and explanation provided by Kernex Microsystems (India) Limited ("the listed entity"),
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document/ filing, as may be relevant, which has been relied upon to make this report,

for the financial year ended 31<sup>st</sup> March, 2023 ("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 (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - *Not Applicable to the listed entity for the audit period.*
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; - *Not Applicable to the listed entity for the audit period.*



- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; - *Not Applicable to the listed entity for the audit period.*
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) The Depositories Act, 1996
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

and based on the above examination, we hereby report that, during the Review Period:

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

Particulars	Observations; If any
Compliance Requirement (Regulations / circulars / guidelines including specific clause)	NIL
Regulation/ Circular No.	NIL
Deviations	NIL
Action Taken by	NIL
Type of Action	NIL
Details of Violation	NIL
Fine Amount	NIL
Observations/ Remarks of the Practicing Company Secretary	NIL
Management Response	NIL
Remarks	NIL

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Particulars	Observations; If any
Compliance Requirement (Regulations / circulars / guidelines including specific clause)	NIL
Regulation/ Circular No.	NIL
Deviations	NIL
Action Taken by	NIL
Type of Action	NIL
Details of Violation	NIL
Fine Amount	NIL
Observations/ Remarks of the Practicing Company Secretary	NIL
Management Response	NIL
Remarks	NIL



**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		
	NOT APPLICABLE		
2.	Other conditions relating to resignation of statutory auditor		
	NOT APPLICABLE		
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 18th October, 2019	NA	NIL

**III. 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*
1.	<b>Secretarial Standards:</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	YES	NIL
2.	<b>Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/ circulars/ guidelines issued by SEBI</li> </ul>	YES YES	NIL NIL
3.	<b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"> <li>The Listed entity is maintaining a functional website.</li> <li>Timely dissemination of the documents/ information under a separate section on the website.</li> <li>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.</li> </ul>	YES YES YES	NIL NIL NIL



4.	<b>Disqualification of Director:</b> 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.	<b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b> (a) Identification of material subsidiary companies. (b) Disclosure requirement of material as well as other subsidiaries.	NA YES	NIL NIL
6.	<b>Preservation of Documents:</b> 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
7.	<b>Performance Evaluation:</b> 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.	<b>Related Party Transactions:</b> (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.	YES YES	NIL NIL
9.	<b>Disclosure of events or information:</b> 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.	YES	NIL
10.	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	NIL
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> 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.	YES	NIL
12.	<b>Additional Non-compliances, if any:</b> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	YES	NIL



**Note:**

1. SEBI issued a Show Cause Notice (SCN) vide No.EAD-10/SM/S./23175/12022 dated June 01, 2022 under rule 4(1) of SEBI Adjudication rules, stating that Mr.Anji Raju Manthena & Others have not complied with the disclosure requirements under Regulation 29(2) read with 29(3) of SEBI (SAST), Regulations 2011 during the financial year 2014-15. In terms of Settlement Regulations, Mr.Anji Raju Manthena proposed to settle the proceedings initiated against him. In view of the acceptance of settlement terms and payment of settlement amount to SEBI, the instant adjudication proceedings initiated against Mr.Anji Raju Manthena are disposed off in terms of Section 15JB of the SEBI Act read with Regulation 23(1) of the Settlement Regulations on the basis of settlement terms.
2. SEBI issued a Show Cause Notice (SCN) vide No.EAD-10/SM/S./23175/12022 dated June 01, 2022 under rule 4(1) of SEBI Adjudication rules, stating that Mr.Raju N. Manthena & Others have not complied with the disclosure requirements under Regulation 29(2) read with 29(3) of SEBI (SAST), Regulations 2011 during the financial year 2018-19. Having considered all the facts and circumstances of the case and the submissions made by Mr.Raju N. Manthena a penalty of Rs.1,00,000/- (Rupees One Lakh only) was imposed on Mr.Raju N. Manthena, under the provisions of Section 15A (b) of SEBI Act which was duly remitted.
3. In terms of Circular vide No. Cir/ISD/3/2011 dated 17<sup>th</sup> June, 2011 the Company has not achieved 100% of Promoters' and Promoters Group's shareholding in dematerialized form.

**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.

**DATE: MAY 29, 2023**  
**PLACE: HYDERABAD**

  
**CS D.S.RAO; PCS**  
**M.NO.: A12394**  
**CP.NO.: 14487**  
**UDIN: A012394E000412387**  
**PEER REVIEW CER NO.: 1817/2022**