

M I N U T E S R O O K

Minutes of the Eighteenth Annual General Meeting of the members of Kernex Microsystems (India) Limited held on Friday the September 24, 2010 , At 2.30 PM at Hotel Minerva Grand, Sarojini Devi Road, Secunderabad-500 003.

PRESENT:

Directors Present:

- | | |
|--------------------------|--------------------|
| 1. Sri R Sankaran | Chairman |
| 2. Col. L.V.Raju (Retd) | Managing Director |
| 3. Sri B Murali Mohan | Director-Technical |
| 4. Sri S. Nandakumar | Director |
| 5. Dr. Jyoti Raju | Director |
| 6. Members in present :: | 336 |
| 7. Members in proxy :: | 80 |

BY INVITATION

Sri G. Satyanarayana Murthy: **GNK ASSOCIATES, Statutory Auditors**
Sri A.J.Sharma: **Company Secretary in Practice**

Sri R Sankaran, Chairman took the chair and as requisite quorum for the meeting was present, called the meeting to order. He then formally extended a very warm welcome to the shareholders of the Annual General Meeting.

With the permission of the members present the notice calling the Eighteenth Annual General Meeting and the report of the Director's was taken as read.

The Chairman informed of the Economic scenario, corporate performance for 2009-10, Prospects for 2010-11 and future out look with special emphasis on the status of the proposed project expansion/diversification undertaken by the Company vide its prospectus dated December 6, 2005 and also the expected orders from the Egyptian National Railways.

Sri. G. Satyanarayana Murthy, partner of M/s GNK Associates, Chartered Accountants, Hyderabad, the Auditor of the company, read the Auditors' report.

CHAIRMAN'S INITIALS



MINUTES BOOK

The chairman invited queries on the accounts and other issues relating to the performance of the Company and ~~Colt V. Raju, Managing Director,~~ addressed the issues raised by the shareholders to their satisfaction.

The Chairman proceeded with Business

1. Adoption of Accounts:

Sri Rahman Sufi a member proposed and Sri L. Srinivasu a member seconded the following resolution as an ordinary resolution to be adopted.

"RESOLVED THAT the Audited Balance sheet for the financial year ended March 31, 2010 and the Profit & Loss account for the year ended as on that date together with the reports of the Auditors and Directors, be and are hereby received, considered and adopted."

The Chairman put the resolution for voting by show of hands, and there being no votes against the resolution he declared that the resolution is adopted unanimously.

2. Re-appointment of S Nandakumar as a Director:

Sri Ramesh Shankar Golla, a member proposed and Sri Shantilal Shah a member seconded the following resolution for adoption as an Ordinary Resolution.

"RESOLVED THAT S.Nandakumar, Director, who retires by rotation at this meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as the Director of the Company whose period of office shall be liable to determination by retirement by rotation."

The chairman put the resolution for voting by show of hands, and there being no votes against the resolution, he declared that the resolution is adopted unanimously.

3. Re-appointment of Dr Anji Raju as a Director:

Sri. Bharat Shah a member proposed and Sri. Krishna Gopal Gupta a member seconded the following resolution for adoption as an Ordinary Resolution.

"RESOLVED THAT Dr Anji Raju, Director, who retires by rotation at this meeting and being eligible, offers him-self for re-appointment, be and is hereby re-appointed as Director of the Company, whose period of office shall be liable to determination by retirement by rotation."

CHAIRMAN'S INITIALS

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M I N U T E S B O O K

The chairman put the resolution for voting by show of hands, and there being no votes against the resolution, he declared that the resolution is adopted unanimously.

4. Re-appointment of Dr Jyoti Raju as a Director:

Sri. PVB Sarma a member proposed and Sri. Vimal Singh a member seconded the following resolution for adoption as an Ordinary Resolution.

"RESOLVED THAT Dr Jyoti Raju, Director, who retires by rotation at this meeting and being eligible, offers her-self for reappointment, be and is hereby re-appointed as Director of the Company, whose period of office shall be liable to determination by retirement by rotation."

The chairman put the resolution for voting by show of hands, and there being no votes against the resolution, he declared that the resolution is adopted unanimously

5. Reappointment of M/s GMK Associates, Chartered Accountants, Hyderabad as Auditors of the company:-

Sri. Walim a member proposed and Sri. Md Waheed a member seconded the following resolution for adoption as an ordinary resolution.

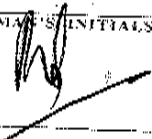
"RESOLVED THAT pursuant to the provisions of Section 224(1) and other applicable provisions of the Companies Act, 1956, if any, M/s GMK Associates, Chartered Accountants, who retires at this meeting, being eligible and willing to act as Auditors, be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting at such remuneration as may be mutually agreed upon between M/s GMK Associates and the Company."

The chairman put the resolution for voting by show of hands, and there being no votes against the resolution, he declared that the resolution is adopted unanimously.

6. Appointment of Col L.V.Raju (Retd.) as Managing Director:

Sri. Shujath Ali a member proposed and Sri. Syed a member seconded the following resolution for adoption as an Ordinary Resolution.

CHAIRMAN'S INITIALS



MINUTES BOOK

"RESOLVED in pursuance of provisions of section 198, 269, 309 and 311, schedule XII and other applicable provisions, if any, of Companies Act, 1956 (including any statutory modifications thereof for the time being in force) consent of the Company is hereby accorded for the reappointment of Col.L.V.Raju (Retd), Managing Director of the Company, not liable to retirement by rotation, for a further period of 5 years with effect from 1st July, 2010 as per the terms and conditions set out hereunder".

Remuneration:

A) Salary:

On a salary of Rs. 2,50,000/- per month with authority to the Board of Directors and/or a Committee of the board, to fix his salary from time to time up to a maximum of Rs. 4,00,000/-. The annual increments will be merit-based and take into account the Company's performance.

B) Perquisites & Allowances:

In addition to the salary payable, Col LV Raju (Retd.) shall also be entitled to following perquisites and allowances

- a) House Rent Allowance @ 40% of the salary.
- b) Special Monthly allowance @ 60% of the salary.
- c) Reimbursement of Medical expenses incurred for self and his family not exceeding one month salary in a year or three months salary in a block of three years.
- d) Leave travel assistance: Expenses incurred for self and family in accordance with company rules.
- e) Car: The Company shall provide a car for company's business.
- f) Phone / cell phone: free except for personal long distance calls which shall be billed.
- g) Club Fee: Subject to a maximum of two clubs. This will not include admission and life membership.
- h) Group Medical Insurance and Personal Accident Insurance Premium as per the rules of the Company.

CHAIRMAN'S INITIALS

[Handwritten Signature]

MINUTES BOOK

i) ~~Such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and/ or Committee of the Board and Col. L.V.Raju (Retd.). Such perquisites and allowances will be restricted to 50% of his salary.~~

I. For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the Income-tax rules, wherever applicable. In the absence of any such rules, perquisites shall be evaluated at actual cost.

II. Company's contribution to provident fund and Superannuation Fund or annuity Fund, to the extent these, either singly or together are not taxable under the Income-tax Act, Gratuity payable as per rules of the company and encashment of leave as per rules of the Company, shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

III. In addition, he shall be entitled to reimbursement of entertainment expenditure actually and properly incurred for the business of the Company.

2. Commission: Such remuneration by way of commission, in addition to the Salary and perquisites and allowance payable, as may be determined by the Board of Directors of the company at the end of each financial year, subject to the overall ceilings stipulated in section 198 and 309 of the Companies Act 1956, and subject to amendments, therein if any. The specific amount of commission payable to the Managing Director would be between half and twice his annual salary, will be based on certain performance criteria to be laid down by the Board of Directors and/ or a Committee of the Board and will be payable annually after the Annual accounts have been approved by the Board of Directors and adopted by the shareholders.

3. Minimum remuneration: Notwithstanding any thing to the contrary herein contained, if any financial year during the currency of the tenure of Col. L V Raju (Retd.), the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, perquisites and allowance as specified above, subject to the limits specified in Part II in Section II to the Scheduled XIII of the Companies ACT 1956 including amendments made thereto.

4. The terms and conditions of the appointment and / or Agreement may be altered or varied from time to time by the Board of Directors and/ or a Committee of the Board as it may, in its discretion, deem fit, within the Maximum amount payable to Col. L V Raju (Retd.) in accordance with Schedule XIII to the Companies Act 1956, subject to amendments, if any, or any amendments made hereinafter in this regard.

CHAIRMAN'S INITIALS



MINUTES BOOK

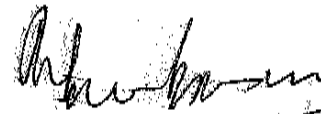
The chairman put the resolution for voting by show of hands, and there being no votes against the resolution, he declared that the resolution is adopted unanimously.

The Chairman having completed the business declared the meeting as closed.

Col.LN/Raju Managing Director proposed vote of thanks to the Chair

Dated: September 30, 2010.

Place: Hyderabad.



(R. Sankaran)
CHAIRMAN

CHAIRMAN'S INITIALS